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DRAFT RED HERRING PROSPECTUS
Dated January 4, 2024
(Please read Section 32 of the Companies Act, 2013)
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
Book Built Issue

ONE MOBIKWIK SYSTEMS LIMITED
Corporate Identity Number: U64201HR2008PLC053766

REGISTERED & CORPORATE OFFICE	CONTACT PERSON	E-MAIL AND TELEPHONE	WEBSITE
Unit 102, 1st Floor, Block-B, Pegasus One, Golf Course Road, Sector-53, Gurugram, Haryana-122003, India	Ankita Sharma *Company Secretary and Compliance Officer*	**Email:** ipo@mobikwik.com **Telephone**: +91 (124) 490 3344	www.mobikwik.com/ir

BIPIN PREET SINGH, UPASANA RUPKRISHAN TAKU, KOSHUR FAMILY TRUST AND NARINDER SINGH FAMILY TRUST ARE THE PROMOTERS OF OUR COMPANY

DETAILS OF THE ISSUE

TYPE	FRESH ISSUE SIZE	OFFER FOR SALE SIZE	TOTAL ISSUE SIZE	ELIGIBILITY AND RESERVATIONS
Fresh Issue	Fresh Issue of up to [•] Equity Shares aggregating up to ₹ 7,000.00 million*.	Not applicable.	Up to ₹ 7,000.00 million*.	The Issue is being made pursuant to Regulation 6(2) of the SEBI ICDR Regulations. For further details, see "*Other Regulatory and Statutory Disclosures – Eligibility for the Issue*" on page 424. For details in relation to share allocations and reservation among QIBs, Non-Institutional Bidders and Retail Individual Bidders, see "*Issue Structure*" on page 441.

**Our Company may, in consultation with the BRLMs, undertake Pre-IPO Placement (as defined hereinafter) aggregating to ₹ 1,400 million. If the Pre-IPO Placement is undertaken, the Fresh Issue Size will be reduced to the extent of Pre-IPO Placement, subject to the Issue complying with Rule 19(2)(b) of the SCRR.*

RISKS IN RELATION TO THE FIRST ISSUE

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹2. The Floor Price, Cap Price and Issue Price determined and justified by our Company, in consultation with the Book Running Lead Managers, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "*Basis for Issue Price*" on page 149 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue 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 Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 33.

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares offered through this Draft Red Herring Prospectus are proposed to be listed on the Stock Exchanges, being BSE Limited and National Stock Exchange of India Limited. For the purposes of the Issue, [•] is the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGERS

NAME OF BRLMS AND LOGO	CONTACT PERSON	E-MAIL AND TELEPHONE
SBI Capital Markets Limited	Sambit Rath / Karan Savardekar	**E-mail:** mobikwik.ipo@sbicaps.com **Tel:** +91 22 4006 9807
DAM Capital Advisors Limited	Arpi Chheda	**E-mail:** mobikwik.ipo@damcapital.in **Tel:** +91 22 4202 2500
NAME OF THE REGISTRAR	**CONTACT PERSON**	**E-MAIL AND TELEPHONE**
Link Intime India Private Limited	Shanti Gopalkrishnan	**E-mail:** mobikwik.ipo@linkintime.co.in **Tel:** +91 8108114949

BID/ISSUE PERIOD

ANCHOR INVESTOR BIDDING DATE	[•]	BID/ISSUE OPENS ON*	[•]	BID/ISSUE CLOSES ON**	[•]

**Our Company may, in consultation with the BRLMs, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date.*
***Our Company may, in consultation with the BRLMs, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.*
**** The UPI mandate end time and date shall be at 5:00 p.m. on the Bid/Issue Closing Day*

(Please scan this QR Code to view the DRHP)

DRAFT RED HERRING PROSPECTUS
Dated January 4, 2024
(Please read Section 32 of the Companies Act, 2013)
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
Book Built Issue

ONE MOBIKWIK SYSTEMS LIMITED

Our Company was incorporated under the name 'ONE MOBIKWIK SYSTEMS PRIVATE LIMITED' on March 20, 2008 at New Delhi as a private limited company, under the Companies Act, 1956 and was granted a certificate of incorporation by the Registrar of Companies, National Capital Territory of Delhi and Haryana ("**RoC**"). Thereafter, our Company was converted into a public limited company, pursuant to a special resolution passed in the extraordinary general meeting of our Shareholders held on June 23, 2021 and the name of our Company was changed to 'ONE MOBIKWIK SYSTEMS LIMITED', and a fresh certificate of incorporation dated June 25, 2021 was issued to our Company by the RoC. For details of changes in the name and registered office address of our Company, see "*History and Certain Corporate Matters*" on page 238.

Registered and Corporate Office: Unit 102, 1st Floor, Block-B, Pegasus One, Golf Course Road, Sector-53, Gurugram, Haryana-122003, India
Contact Person: Ankita Sharma, Company Secretary and Compliance Officer; **Tel.**: +91 (124) 490 3344;
E-mail: ipo@mobikwik.com; **Website**: www.mobikwik.com/ir ; **Corporate Identity Number:** U64201HR2008PLC053766

PROMOTERS OF OUR COMPANY: BIPIN PREET SINGH, UPASANA RUPKRISHAN TAKU, KOSHUR FAMILY TRUST AND NARINDER SINGH FAMILY TRUST

INITIAL PUBLIC OFFERING OF UP TO [•] EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH ("EQUITY SHARES") OF ONE MOBIKWIK SYSTEMS LIMITED (OUR "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE* OF ₹ [•] PER EQUITY SHARE, INCLUDING A SHARE PREMIUM OF ₹ [•] PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING UP TO ₹ [•] MILLION (THE "ISSUE"). THE ISSUE COMPRISES OF A FRESH ISSUE OF UP TO [•] EQUITY SHARES BY OUR COMPANY AGGREGATING UP TO ₹ 7,000.00 MILLION (THE "FRESH ISSUE" OR THE "ISSUE"). THE ISSUE SHALL CONSTITUTE [•]% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, MAY CONSIDER A FURTHER ISSUE OF SPECIFIED SECURITIES (AS DEFINED HEREINAFTER), INCLUDING THROUGH PRIVATE PLACEMENT, PREFERENTIAL ALLOTMENT, RIGHTS ISSUE OR ANY OTHER METHOD AS MAY BE PERMITTED UNDER APPLICABLE LAW TO ANY PERSON(S) OF SUCH EQUITY SHARES FOR AN AMOUNT AGGREGATING UP TO ₹ 1,400 MILLION, AT ITS DISCRETION, PRIOR TO THE FILING OF THE RED HERRING PROSPECTUS WITH THE ROC ("PRE-IPO PLACEMENT"). IF THE PRE-IPO PLACEMENT IS UNDERTAKEN, THE FRESH ISSUE SIZE WILL BE REDUCED TO THE EXTENT OF SUCH PRE-IPO PLACEMENT, SUBJECT TO THE ISSUE COMPLYING WITH RULE 19(2)(B) OF THE SCRR

THE PRICE BAND AND THE MINIMUM BID LOT SIZE WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLMS AND WILL BE ADVERTISED IN ALL EDITIONS OF THE ENGLISH NATIONAL DAILY NEWSPAPER [•], ALL EDITIONS OF THE HINDI NATIONAL DAILY NEWSPAPER [•] (HINDI BEING THE REGIONAL LANGUAGE OF DELHI NCR, WHEREIN THE REGISTERED OFFICE OF OUR COMPANY IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR UPLOADING ON THEIR RESPECTIVE WEBSITES. THE FACE VALUE OF THE EQUITY SHARE IS ₹ 2. THE ISSUE PRICE IS [•] TIMES THE FACE VALUE OF THE EQUITY SHARES.

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

The Issue is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**"), read with Regulation 31 of the SEBI ICDR Regulations, through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations wherein not less than 75% of the Issue shall be available for allocation on a proportionate basis to QIBs ("**QIB Portion**"), 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 ("**Anchor Investor Portion**") of which at least one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion (excluding the Anchor Investor Portion). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, 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 Issue Price. If at least 75% of the Issue cannot be Allotted to QIBs, the Bid Amounts received by our Company shall be refunded. Further, not more than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors 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 subcategories may be allocated to applicants in the other sub-category of Non-Institutional Bidders and not more than 10% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount ("**ASBA**") process providing details of their respective ASBA accounts and UPI ID (in case of UPI Bidders), if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank(s) under the UPI Mechanism, as applicable. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see "*Issue Procedure*" on page 444.

RISKS IN RELATION TO FIRST ISSUE

This being the first public issue of our Company, there has been no formal market for the Equity Shares. The Issue Price/Floor Price/Cap Price, as determined and justified by our Company in consultation with the BRLMs in accordance with the SEBI ICDR Regulations and as stated in "*Basis for Issue Price*" on page 149, should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue 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 this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 33.

COMPANY'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on BSE and NSE. Our Company has received in-principle approvals from BSE and NSE for listing of the Equity Shares pursuant to their letters dated [•] and [•], respectively. For the purposes of this Issue, [•] shall be the Designated Stock Exchange. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Section 32 and Section 26(4) of the Companies Act, 2013, respectively. For details of the material contracts and documents available for inspection from the date of this Draft Red Herring Prospectus up to the Bid/Issue Closing Date, see "*Material Contracts and Documents for Inspection*" on page 478.

BOOK RUNNING LEAD MANAGERS		REGISTRAR TO THE ISSUE
SBI CAPITAL MARKETS LIMITED Unit No. 1501, 15th Floor, A & B Wing, Parinee Crescenzo Building, Plot C-38, G Block, Bandra Kurla Complex, Bandra (East), Mumbai- 400 051, Maharashtra, India **Tel:** +91 22 4006 9807 **E-mail:** mobikwik.ipo@sbicaps.com **Investor grievance e-mail:** investor.relations@sbicaps.com **Contact person:** Sambit Rath / Karan Savardekar **Website:** www.sbicaps.com **SEBI Registration**: INM000003531	**DAM CAPITAL ADVISORS LIMITED** One BKC, Tower C, 15th Floor, Unit No. 1511, Bandra Kurla Complex, Bandra (East), Mumbai- 400 051, Maharashtra, India **Tel:** +91 22 4202 2500 **E-mail:** mobikwik.ipo@damcapital.in **Investor grievance e-mail:** complaint@damcapital.in **Contact person:** Arpi Chheda **Website**: www.damcapital.in **SEBI Registration No.:** MB/INM000011336	**Link Intime India Private Limited** C 101, 1st Floor, 247 Park, Lal Bahadur Shashtri Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India **Tel**: +91 8108114949 **E-mail**: mobikwik.ipo@linkintime.co.in **Investor grievance e-mail**: mobikwik.ipo@linkintime.co.in **Contact person**: Shanti Gopalkrishnan **Website**: www.linkintime.co.in **SEBI Registration**: INR000004058

BID/ISSUE PROGRAMME

BID/ ISSUE OPENS ON: *	[•]
BID/ ISSUE CLOSES ON: **	[•]

* *Our Company, in consultation with the BRLMs, may consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investors shall Bid during the Anchor Investor Bidding Date, i.e., one Working Day prior to the Bid/Issue Opening Date.*

** *Our Company, in consultation with the BRLMs, may consider closing the Bid/Issue Period for QIBs one day prior to the Bid/Issue Closing Date, in accordance with the SEBI ICDR Regulations.*

*** *The UPI mandate end time and date shall be at 5:00 p.m. on the Bid/Issue Closing Day.*

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification or clarification as amended.

The words and expressions used in this Draft Red Herring Prospectus but not defined herein shall have, to the extent applicable, the same meaning ascribed to such terms under the SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act and the rules and regulations made thereunder. Notwithstanding the foregoing, the terms used in "Our Business", "Objects of the Issue", "Industry Overview", "Key Regulations and Policies", "Statement of Possible Special Tax Benefits", "Financial Statements", "Basis for Issue Price", "Outstanding Litigation and Material Developments" and "Main provisions of the Articles of Association" on pages 190, 137, 164, 227, 160, 296, 149, 415 and 464, respectively, shall have the meaning ascribed to them in the relevant section.

General Terms

Term	Description
"the Company", "our Company", or "the Issuer" or "MobiKwik"	Unless the context otherwise indicates or implies, ONE MOBIKWIK SYSTEMS LIMITED, a public limited company incorporated under the Companies Act, 1956, with its registered office at Unit 102, 1st Floor, Block-B, Pegasus One, Golf Course Road, Sector-53, Gurugram, Haryana-122003, India
"we" or "us" or "our" or "Group"	Unless the context otherwise indicates or implies, our Company together with its Subsidiaries as applicable, as at and during the relevant period / Fiscal/ Financial Year

Company Related Terms

Term	Description
ADIA	Abu Dhabi Investment Authority
Alternative Investment Product	Xtra, through which we source investments from consumers on our platform for our NBFC-P2P partner.
Amex	American Express Travel Related Services Company, INC
"Articles" or "Articles of Association" or "AoA"	The articles of association of our Company, as amended from time to time
Audit Committee	The audit committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, and as described in "*Our Management*" on page 265.
"Auditors" or "Statutory Auditors"	B S R & Associates LLP, Chartered Accountants, the current statutory auditors of our Company
Bajaj	Bajaj Finance Limited
BCCL	Bennett, Coleman and Company Limited
"Board" or "Board of Directors"	The board of directors of our Company (including any duly constituted committee thereof)
Class A Equity Shares	Class A equity shares of our Company of face value of ₹ 10 each
Cisco	Cisco Systems (USA) Pte. Ltd.
Corporate Office	The corporate office of our Company located at Unit 102, 1st Floor, Block-B, Pegasus One, Golf Course Road, Sector-53, Gurugram, Haryana-122003, India.
Digital Credit	Our business of distribution of credit products from our Lending Partners to our consumers and Merchants through our MobiKwik ZIP, ZIP EMI products and Merchant Cash Advance products.
Director(s)	The director(s) on our Board
Equity Shares	The equity shares of our Company of face value of ₹ 2 each
ESOPs	Employee stock options issued by our Company from time to time in accordance with the ESOP Scheme
ESOP Scheme	MobiKwik Employee Stock Option Plan 2014
Executive Directors	Bipin Preet Singh and Upasana Rupkrishan Taku
Financial Services	Our financial services distribution business, comprising of our Digital Credit products and investment and insurance products (including through Xtra, Lens, distribution of mutual funds, digital gold and provident fund-related products).
Founder Promoters	Collectively, Bipin Preet Singh and Upasana Rupkrishan Taku

Term	Description
GMO	GMO Global Payment Fund Investment Partnership
HMVL	Hindustan Media Ventures Limited
Independent Director(s)	Independent Director(s) on our Board in terms of the SEBI ICDR Regulations
Non-Executive, Non-Independent, Nominee Director	Vineet Bansal
IPO Committee	The committee constituted by our Board for various functions in connection with the IPO, as described in "*Our Management- Board-Level Committees*" on page 273.
Issued Preference Shares	Issued preference shares of our Company, including without limitation, Series A CCCPS, Series A1 CCCPS, Series A2 CCCPS, Series A3 CCCPS, Series B1 CCCPS, Series B2 CCCPS, Series B3 CCCPS, Series B4 CCCPS, Other CCCPS, Series C1 CCCPS, Series C2 CCCPS, Series C3 CCCPS, Series C5 CCCPS, Series C6 CCCPS, Series C7 CCCPS, Series C9 CCCPS, Series D CCCPS, Series E1 CCCPS, Series E2 CCCPS, Series E3 CCCPS, Series E4 CCCPS, Series E5 CCCPS, Series E6A CCCPS, Series E7 CCCPS, Series E8 CCCPS, Series G CCCPS and Series H CCCPS.
Key Management/ Managerial Personnel	Key management/ managerial personnel of our Company in terms of the SEBI ICDR Regulations and the Companies Act, 2013 and as disclosed in "*Our Management- Key Managerial Personnel of our Company*" on page 286.
Managing Director	The managing director of our Company, being Bipin Preet Singh
Material Subsidiaries	Zaak ePayment Services Private Limited, MobiKwik Credit Private Limited and MobiKwik Finance Private Limited. It is clarified that in the section titled "*Statement of Possible Special Tax Benefits*" on page 160, the term "Material Subsidiary" shall only mean Zaak ePayment Services Private Limited.
"Memorandum" or "Memorandum of Association" or "MoA"	The memorandum of association of our Company, as amended from time to time
MediaTek	Cloud Ranger Limited
MobiKwik Credit	MobiKwik Credit Private Limited
MobiKwik Finance	MobiKwik Finance Private Limited
MobiKwik SHA	The amended and restated shareholders' agreement dated July 31, 2017 between our Company, Sequoia, Tree Line, Amex, Cisco, GMO, MediaTek, Net1, Bajaj, Bipin Preet Singh and Upasana Rupkrishan Taku, as amended and supplemented from time to time, and as described in "*History and Certain Corporate Matters – Key terms of other subsisting material agreements*" on page 255
MobiKwik SHA Amendment Agreement	The amendment agreement dated December 13, 2023 to the MobiKwik SHA between our Company, PXVPIIV, SCIIH III, Tree Line, Amex, Cisco, GMO, Net1, Bajaj, Pratithi, HMVL, ADIA, Bipin Preet Singh and Upasana Rupkrishan Taku and as described in "*History and Certain Corporate Matters – Key terms of other subsisting material agreements*" on page 255
NDTV	New Delhi Television Limited
Net1	Net1 Applied Technologies Netherlands B.V.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board, as described in "*Our Management- Board-Level Committees*" on page 273
Other CCCPS	Compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Pratithi	Pratithi Investment Trust
Promoter(s)	The promoters of our Company, namely, Bipin Preet Singh, Upasana Rupkrishan Taku, Koshur Family Trust and Narinder Singh Family Trust
Promoter Group	The individuals and entities constituting the promoter group of our Company in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations and as set forth in "*Our Promoter and Promoter Group*" on page 289
PXVPIIV	Peak XV Partners Investments IV (formerly known as Sequoia Capital India Investments IV, or SCII IV).
RedSeer	Redseer Strategy Consultants Private Limited
RedSeer Report	Report titled "Deep dive into India Fintech Market" dated January 2, 2024 issued by RedSeer
Registered Office	The registered office of our Company located at Unit 102, 1st Floor, Block-B, Pegasus One, Golf Course Road, Sector-53, Gurugram, Haryana-122003, India
"Registrar of Companies" or "RoC"	The Registrar of Companies, National Capital Territory of Delhi and Haryana
Restated Consolidated Financial Information	The Restated Consolidated Financial Information of our Company along with our Subsidiaries, comprise the Restated Consolidated Statement of Assets and Liabilities as at September 30, 2023, March 31, 2023, March 31, 2022 and March 31, 2021, the

Term	Description
	Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash Flows for the six months period ended September 30, 2023 and for the years ended March 31, 2023, March 31, 2022 and March 31, 2021, and the summary of material accounting policies, and other explanatory information (collectively, the "**Restated Consolidated Financial Information**"), restated in accordance with the requirements of Section 26 of Part I of Chapter III of Companies Act, SEBI ICDR Regulations, as amended and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by the ICAI, as amended from time to time.
SBI PLR	State Bank of India Prime Lending Rate
SCII IV	Sequoia Capital India Investments IV
SCIIH III	Sequoia Capital India Investment Holdings III
"Senior Management"	Senior management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations, as disclosed in "Our Management" on page 265.
Sequoia	Collectively, SCII IV and SCIIH III
Series A CCCPS	Series A fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 10 each
Series A1 CCCPS	Series A1 fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series A2 CCCPS	Series A2 fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series A3 CCCPS	Series A3 fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series A Debenture	Series A unlisted, secured, redeemable non-convertible debentures of our Company of face value of ₹ 1 million each issued in terms of the Trifecta SSA
Series B Debenture	Series B unlisted, secured, redeemable non-convertible debentures of our Company of face value of ₹ 1 million each issued in terms of the Trifecta SSA
Series B1 CCCPS	Series B1 fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series B2 CCCPS	Series B2 fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 10 each
Series B3 CCCPS	Series B3 fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series B4 CCCPS	Series B4 fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series C1 CCCPS	Series C1 fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series C2 CCCPS	Series C2 fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series C3 CCCPS	Series C3 fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series C5 CCCPS	Series C5 fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series C6 CCCPS	Series C6 fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series C7 CCCPS	Series C7 fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series C9 CCCPS	Series C9 fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series D CCCPS	Series D compulsorily convertible cumulative preference shares of our Company of face value of ₹100 each
Series E1 CCCPS	Series E1 fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series E2 CCCPS	Series E2 fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series E3 CCCPS	Series E3 fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series E4 CCCPS	Series E4 0.01% fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series E5 CCCPS	Series E5 fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series E6A CCCPS	Series EA6 fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each

Term	Description
Series E7 CCCPS	Series E7 fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series E8 CCCPS	Series E8 fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series G CCCPS	Series G fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series H CCCPS	Series H compulsorily convertible cumulative preference shares of Company of face value of ₹ 100 each
Shareholders	The holders of the equity shares of our Company from time to time (including the current holders of the Equity Shares)
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Board as described in "*Our Management- Board-Level Committees*" on page 273
Subsidiaries	The subsidiaries of our Company, being Zaak ePayment Services Private Limited, MobiKwik Investment Adviser Private Limtied (Formerly known as Harvest Fintech Private Limited), MobiKwik Credit Private Limited and MobiKwik Finance Private Limited
Tree Line	Tree Line Asia Master Fund (Singapore) Pte Ltd
Zaakpay	Zaak ePayment Services Private Limited

Issue 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 the relevant Designated Intermediary (ies) to the Bidder as proof of registration of the Bid cum Application Form
"Allot" or "Allotment" or "Allotted"	Allotment of Equity Shares pursuant to the Fresh Issue to the successful Bidders
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have bid in the Issue after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom an Allotment is made
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with SEBI ICDR Regulations and the Red Herring Prospectus, and who has Bid for an amount of at least ₹ 100 million
Anchor Investor Allocation Price	The final price at which Equity Shares will be allocated to Anchor Investors on the Anchor Investor Bidding Date according to the terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the BRLMs
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Anchor Investor Bid/ Issue Period or Anchor Investor Bidding Date	The date, one Working Day prior to the Bid/ Issue Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the BRLMs will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed
Anchor Investor Issue Price	The price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company in consultation with the BRLMs.
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. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
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 Issue Price, not later than two Working Days after the Bid/ Issue Closing Date
"ASBA" or "Application Supported by Blocked Amount"	An application, whether physical or electronic, used by Bidders/Applicants, other than Anchor Investors, to make a Bid and authorising an SCSB to block the Bid Amount,

Term	Description
	the relevant ASBA Account and will include applications made by the UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of the UPI Mandate Request by the UPI Bidders using the UPI Mechanism
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 the UPI Bidder linked to a UPI ID, which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidders using the UPI Mechanism.
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidder(s)	Any Bidder (other than an Anchor Investor) in the Issue who intends to submit a Bid.
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Banker(s) to the Issue	Collectively, the Escrow Collection Bank(s), Refund Bank(s), Public Issue Account Bank(s) and the Sponsor Bank(s), as the case may be
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Issue, as described in "*Issue Procedure*" on page 444
Bid(s)	An indication by a Bidder (other than an Anchor Investor) to make an offer during the Bid/Issue Period pursuant to submission of the ASBA Form, or on the Anchor Investor Bidding Date by an Anchor Investor, pursuant to the submission of the Anchor Investor Application Form, to subscribe to or purchase Equity Shares at a price within the Price Band, including all revisions and modifications thereto, to the extent permissible under the SEBI ICDR Regulations, in terms of the Red Herring Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid.
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
"Bidder" or "Applicant"	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms, *i.e.*, Designated SCSB Branches for SCSBs, Specified Locations for Members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Bid Lot	[•] Equity Shares
Bid/ Issue Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, which shall be notified in all editions of the English national daily newspaper [•], all editions of the Hindi national daily newspaper [•], (Hindi being the regional language of Delhi NCR wherein our Registered Office is located), each with wide circulation and in case of any revision, the extended Bid/Issue Closing Date shall also be notified on the website and terminals of the Members of the Syndicate and communicated to the designated intermediaries and the Sponsor Bank, as required under the SEBI ICDR Regulations. Our Company in consultation with the BRLMs, may consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date.
Bid/ Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be notified in all editions of the English national daily newspaper [•], all editions of the Hindi national daily newspaper [•] (Hindi being the regional language of Delhi NCR wherein our Registered Office is located), each with wide circulation, and in case of any revision, the extended Bid/ Issue Opening Date also to be notified on the website and terminals of the Members of the Syndicate and communicated to the Designated Intermediaries and the Sponsor Bank, as required under the SEBI ICDR Regulations
Bid/ Issue Period	Except in relation to Anchor Investors, the period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof. Provided that the Bidding shall be kept open for a maximum of three Working Days for all categories of Bidders, other than Anchor Investors

Term	Description
	Our Company in consultation with the BRLMs, may consider closing the Bid/ Issue Period for the QIB Portion one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations.
Book Building Process	The book building process, as described in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made
"Book Running Lead Managers" or "BRLMs"	The book running lead managers to the Issue being SBI Capital Markets Limited and DAM Capital Advisors Limited
Broker Centres	Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker (in case of UPI Bidders, only using UPI Mechanism). The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com.
"CAN" or "Confirmation of Allocation Note"	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bidding Date
Cap Price	The higher end of the Price Band, above which the Issue Price and Anchor Investor Issue Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price and shall not exceed 120% of the Floor Price.
Cash Escrow and Sponsor Banks Agreement	The agreement dated [•] amongst out Company, the Registrar to the Issue, the BRLMs, the Escrow Collection Bank(s), the Public Issue Account Bank(s), the Sponsor Bank(s), the Refund Bank(s) for among other things, collection of the Bid Amounts from the Anchor Investors and where applicable, refunds of the amounts collected from Anchor Investors, on the terms and conditions thereof.
Client ID	Client identification number maintained with one of the Depositories in relation to the demat account
"CDP" or "Collecting Depository Participant"	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI and the UPI Circulars, and as per the list available on the websites of BSE and NSE.
Compliance Officer for the Issue	Compliance officer for the Issue in terms of the SEBI ICDR Regulations, being Ankita Sharma.
Cut-Off Price	Issue Price, which shall be any price within the Price Band, finalised by our Company in consultation with the BRLMs. Only Retail Individual Bidders Bidding in the Retail Portion are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investor) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
"DAM Capital" or "DAM"	DAM Capital Advisors Limited
Demographic Details	Details of the Bidders including the Bidders' address, name of the Bidders' father/husband, investor status, occupation, bank account details and UPI ID, wherever applicable.
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where Bidders (other than Anchor Investor) can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com, respectively,) as updated from time to time.
Designated Date	The date on which the Escrow Collection Bank(s) transfers funds from the Escrow Account(s) to the Public Issue Account or the Refund Account, as the case may be, and/or the instructions are issue to the SCSBs (in case of UPI Bidders using the UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by SCSBs in the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, in terms of the Red Herring Prospectus following which the Equity Shares will be Allotted in the Issue.
Designated Intermediary(ies)	In relation to ASBA Forms submitted by Retail Individual Bidders by authorizing an

Term	Description
	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, as the case may be, using the UPI Mechanism, 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 Members/ agents, SCSBs, Registered Brokers, CDPs and RTAs.
Designated RTA Locations	Such locations of the RTAs where Bidders (other than Anchor Investors) can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com, respectively,) as updated from time to time.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms used by the Bidders, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, updated from time to time, or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	[•]
Draft Red Herring Prospectus or DRHP	The draft red herring prospectus dated January 4, 2024 issued in accordance with the SEBI ICDR Regulations, which did not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Issue, and includes any addendum or corrigendum thereto.
Eligible NRI	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to subscribe to, or purchase the Equity Shares
Escrow Account(s)	Account(s) opened with the Escrow Collection Bank and in whose favour Anchor Investors will transfer the money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount while submitting a Bid
Escrow Collection Bank	Bank(s) which is a clearing member and registered with SEBI as a banker to an issue, and with whom the Escrow Account(s) will be opened, in this case being [•]
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, subject to any revision thereto, at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids will be accepted
Fresh Issue	The fresh issue of up to [•] Equity Shares aggregating up to ₹ 7,000.00 million by our Company.
General Information Document or GID	The General Information Document for investing in public offers, prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 issued by SEBI, suitably modified and updated pursuant to, among others, circulars (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020 issued by SEBI The General Information document shall be available on the websites of the Stock Exchanges and the BRLM.
Maximum RIB Allottees	Maximum number of RIBs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIBs by the minimum Bid Lot
Materiality Policy	Policy for identification of group companies, material outstanding civil litigations proceedings of our Company, our Subsidiaries, our Promoters and our Directors and material creditors of the Company, pursuant to the disclosure requirements under SEBI ICDR Regulations, as adopted by the Board through its resolution dated January 1, 2024.
Monitoring Agency	[•]
Monitoring Agency Agreement	The agreement to be entered into between our Company and the Monitoring Agency.
Mutual Fund Portion	The portion of this Issue being 5% of the Net QIB Portion, or [•] Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject

Term	Description
	to valid Bids being received at or above the Issue Price
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Net Proceeds	Proceeds of the Fresh Issue less our Company's share of the Issue expenses. For further details about use of the Net Proceeds and the Issue related expenses, see "*Objects of the Issue – Details of Objects*" and "*Objects of the Issue – Issue Related Expenses*" on pages 139 and 145 respectively
Net QIB Portion	The QIB Portion less the number of Equity Shares allocated to Anchor Investors
"NBFC-SI" or "Systemically Important Non-Banking Financial Company"	A systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Non-Institutional Bidders	Bidders that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares for an amount more than ₹ 200,000.
Non-Institutional Portion	The portion of this Issue being not more than 15% of the Issue, being [•] Equity Shares, which shall be available for allocation to Non-Institutional Bidders on a proportionate basis, subject to valid Bids being received at or above the Issue, out of which i) one third shall be reserved for Bidders with Bids exceeding ₹ 0.20 million up to ₹ 1.00 million; and ii) two-thirds shall be reserved for Bidders with Bids exceeding ₹ 1.00 million.
"Non-Resident" or "NR"	A person resident outside India, as defined under FEMA and includes FPIs, VCFs, FVCIs and NRIs
Issue	The initial public offering of up to [•] Equity Shares of our Company for cash at a price of ₹ [•] per Equity Share aggregating up to ₹ 7,000.00 million. Our Company in consultation with the Book Running Lead Managers, may consider a further issue of Specified Securities, including through private placement, preferential allotment, rights issue or any other method as may be permitted under applicable law to any person(s) of such equity shares for an amount aggregating up to ₹ 1,400 million, at its discretion, prior to the filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the fresh Issue Size will be reduced to the extent of such Pre-IPO Placement, subject to the complying with Rule 19(2)(b) of the SCRR.
Issue Agreement	The agreement dated January 4, 2024 between our Company and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Issue
Issue Price	The final price at which Equity Shares will be Allotted to successful ASBA Bidders in terms of the Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investor at the Anchor Investor Issue Price which will be determined by our Company in consultation with the BRLMS in terms of the Red Herring Prospectus and the Prospectus. The Issue Price will be determined by our Company in consultation with the BRLMs on the Pricing Date, in accordance with the Book Building Process and in terms of the Red Herring Prospectus and the Prospectus.
Issue Proceeds	The gross proceeds of the Fresh Issue which shall be available to our Company based on the total number of Equity Shares Allotted under this Issue and the Issue Price
Pre-IPO Placement	A further issue of Specified Securities, including through private placement, preferential allotment, rights issue or any other method as may be permitted under applicable law to any person(s), for an aggregate amount not exceeding ₹ 1,400 million, that may be undertaken by our Company at its discretion in consultation with the BRLMs, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Issue complying with Rule 19(2)(b) of the SCRR.
Price Band	The price band ranging from the Floor Price of ₹ [•] per Equity Share to the Cap Price of ₹ [•] per Equity Share, including any revisions thereof. The Price Band and minimum Bid Lot, will be decided by our Company in consultation with the BRLMs will be advertised in all editions of the English national daily newspaper [•], all editions of the Hindi national daily newspaper [•] (Hindi being the regional language of Delhi NCR wherein our Registered Office is located), each with wide circulation, at least two Working Days prior to the Bid/ Issue 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 Exchanges for the purpose of uploading on their respective websites

Term	Description
Pricing Date	The date on which our Company in consultation with the BRLMs, will finalise the Issue Price
Prospectus	The prospectus to be filed by our Company with the RoC after the Pricing Date in accordance with Section 26 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, *inter alia*, the Issue Price, the size of the Issue and certain other information, including any addenda or corrigenda thereto.
Public Issue Account	The bank account opened with the Public Issue Account Bank under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date
Public Issue Account Bank	A bank which is a clearing member and registered with SEBI as a banker to an issue, and with whom the Public Issue Account will be opened, in this case being [•]
"QIBs" or "Qualified Institutional Buyers"	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
QIB Bidders	QIBs who Bid in the Issue
QIB Portion	The portion of this Issue being not less than 75% of the Issue, being not less than [•] Equity Shares, which shall be available for allocation to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company, in consultation with the BRLMs), subject to valid Bids being received at or above the Issue Price
QIB Bid/ Issue Closing Date	In the event our Company in consultation with the BRLMs, decide to close Bidding by QIBs one day prior to the Bid/Issue Closing Date, the date one day prior to the Bid/Issue Closing Date; otherwise it shall be the same as the Bid/Issue Closing Date
"Red Herring Prospectus" or "RHP"	The red herring prospectus dated [•] issued by our Company in accordance with Section 32 of the Companies Act, 2013, and the provisions of the SEBI ICDR Regulations, which does not have complete particulars of the price at which the Equity Shares will be offered and the size of the Issue, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three days before the Bid/Issue Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
Refund Account(s)	The account(s) opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to Anchor Investors shall be made.
Refund Bank	The Banker to the Issue with whom the Refund Account(s) will be opened, in this case being [•]
Registrar Agreement	The agreement dated January 4, 2024, entered into between our Company and the Registrar to the Issue, in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue
Registered Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate and eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 4, 2012, issued by SEBI
"Registrar to the Issue" or "Registrar"	Link Intime India Private Limited.
"RTAs" or "Registrar and Share Transfer Agents"	The registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI
Resident Indian	A person resident in India, as defined under FEMA
"Retail Individual Bidder(s)" or "Retail Individual Investor(s)" or "RII(s)" or "RIB(s)"	Individual Bidders, who have Bid for the Equity Shares for an amount which is not more than ₹ 200,000 in any of the bidding options in the Issue (including HUFs applying through their Karta and Eligible NRI Bidders) and does not include NRIs (other than Eligible NRIs)
Retail Portion	The portion of the Issue, being not more than 10% of the Issue or [•] Equity Shares, available for allocation to Retail Individual Bidders subject to valid Bids being received at or above the Issue Price, which shall not be less than the minimum Bid Lot, subject to availability in the Retail Portion
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s) QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/ Issue Period and withdraw their Bids until the Bid/ Issue Closing Date
SBICAPS	SBI Capital Markets Limited
"Self Certified Syndicate Bank(s)" or "SCSB(s)"	The banks registered with SEBI, offering services in relation to ASBA, (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of

Term	Description
	which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to RIBs using the UPI Mechanism, a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time. Applications through UPI in the Issue 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. The said list shall be updated on the SEBI website
Specified Locations	Bidding centres where the Syndicate shall accept ASBA Forms from Bidders
Specified Securities	Specified securities of our Companyas defined under Regulation 2(eee) of the SEBI ICDR Regulations, 2018.
Sponsor Bank	A bank registered with SEBI which is appointed by our Company to act as a 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 using the UPI Mechanism and carry out, in terms of the UPI Circulars, the Sponsor Bank in this case being [•]
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect ASBA Forms and Revision Forms
Syndicate Agreement	The agreement dated [•] between our Company, the Registrar to the Issue, the BRLMs and the Syndicate Members in relation to the procurement of Bid cum Application Forms by the Syndicate
Syndicate Member(s)	Syndicate member(s) as defined under Regulation 2(1)(hhh) of the SEBI ICDR Regulations, namely, [•]
"Syndicate" or "Members of the Syndicate"	Collectively, the BRLMs and the Syndicate Member(s)
Underwriters	[•]
Underwriting Agreement	The agreement dated [•] between the Underwriters and our Company, entered into on or after the Pricing Date but prior to filing of the Red Herring Prospectus/Prospectus with the RoC, as applicable.
UPI	Unified payments interface which is an instant payment mechanism, developed by NPCI
UPI Bidders	Collectively, individual investors applying as (i) Retail Individual Bidders in the Retail Portion, and (ii) Non-Institutional Bidders with a Bid Amount of up to ₹500,000 in the Non-Institutional Portion Bidding under the UPI Mechanism through ASBA Forms(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹500,000 using UPI Mechanism, 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	Collectively, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/OW/P/2021/2481/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2021/47 dated March 31, 2021 SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, the RTA Master Circular and SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 SEBI circular

Term	Description
	SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022, and any subsequent circulars or notifications issued by SEBI and Stock Exchanges in this regard.
UPI ID	Identity document created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI)
UPI Mandate Request	A request (intimating the RII by way of a notification on the UPI application and by way of a SMS directing the UPI Bidders to such UPI application) to the UPI Bidder initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that may be used by an UPI Bidders to make a Bid in the Issue in accordance with UPI Circulars.
UPI PIN	Password to authenticate UPI transaction
Wilful Defaulter or a Fraudulent Borrower	A company or person, as the case may be, categorised as a wilful defaulter or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the RBI
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/ Issue Period, the expression "Working Day" shall mean all days on which commercial banks in Mumbai are open for business, excluding all Saturdays, Sundays or public holidays; and (c) with reference to the time period between the Bid/ Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, the expression "Working Day" shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, in terms of the circulars issued by SEBI, including the UPI circulars.

Technical/ Industry Related Terms/ Abbreviations

Term	Description
Activated Credit Users	Refers to the sum of MobiKwik ZIP and ZIP EMI Users
Activated MobiKwik ZIP Users	The aggregate users who have activated the credit limit under MobiKwik ZIP as of the relevant date
Activated ZIP EMI Users	The aggregate users who have been sanctioned a loan under the ZIP EMI product
AI	Artificial intelligence
AMC	Asset management company
AUM	Assets under management
ASO	App store optimisation
B2B	Business to business
Biller	Any service provider whose bill can be paid through the MobiKwik platform
Credit Partner AUM	The total principal outstanding towards credit products disbursed to our customers by our Lending Partners which has not been delinquent for more than 90 days across all our lending partners
CRM	Customer relationship management
Customer Acquisition Cost/ "CAC" or "CAC per New Registered User"	The total marketing spend comprising of business promotion expenses less user incentives divided by the number of New Registered Users for payments services business in the relevant period
Digital Credit GMV	The sum of MobiKwik ZIP GMV (Disbursements) and ZIP EMI GMV (Disbursements) for the relevant period
Digital Lending Guidelines	Guidelines on Digital Lending dated September 2, 2022, issued by the RBI
DLAI	Digital Lenders Association of India
DLG	Default loss guarantee
DLG Guidelines	Guidelines on Default Loss Guarantee (DLG) in Digital Lending dated June 8, 2023, issued by the RBI
EBITDA	Earnings before interest, taxes, depreciation and amortization
EBITDA Margin	The percentage of EBITDA divided by total income
ECL	Expected credit loss
EDC device	Electronic data capture device
EMI	Equated monthly instalment
e-NACH	Electronic National Automated Clearing House
EPF	Employees provident fund
EPFO	Employees provident fund organisation
EWS	Early warning signs

Term	Description
GMV	Gross monetary value
Gross Margin - Financial Services (%)	The revenue from operations from financial services net of lending operational expenses and financial guarantee expenses, as a percentage (%) of revenue from operations from financial services for the relevant period
Gross Margin – Payments Services (%)	The revenue from operations from payment services net of payment gateway costs and user incentives, as a percentage (%) of revenue from operations from payment services for the relevant period
IAMAI	Internet and Mobile Association of India
KYC Completed Users	All users who have completed their KYC on the MobiKwik platform
Lending Partners	Registered lenders, being banks and NBFCs who disburse loans to consumers on our platform through our MobiKwik ZIP and ZIP EMI products
LLM	Large language models.
Merchants	All merchants who accept payments via the MobiKwik platform as of the relevant date
MDR	Merchant discount rate
ML	Machine learning
MobiKwik ZIP EMI GMV (Disbursements)	The aggregate value of loan disbursements through ZIP EMI in the relevant period
MobiKwik ZIP EMI GMV (Disbursements) per user per month	The monthly average of loans disbursed through the ZIP EMI product in the relevant period.
MobiKwik ZIP GMV (Disbursements)	The aggregate value of spends through MobiKwik ZIP in the relevant period
MobiKwik ZIP GMV (Disbursements) per user per month	The monthly average of amount spent per transacting MobiKwik ZIP user. (i.e. users that have made at least one transaction through MobiKwik ZIP) in the relevant period
New Registered Users	The Registered Users added during the relevant period
NBFC-P2P	Non-Banking Financial Company – Peer to Peer Lending Platform registered with the RBI
Offline Merchants	Any merchant who accepts offline payments via the MobiKwik platform
Online Merchants	Any merchant who accepts online payments via the MobiKwik platform
PCI- DSS	Payment Card Industry Data Security Standard
Pre-Approved Users for MobiKwik ZIP	Users who have been selected by our Company for availing MobiKwik ZIP services
PPI	Prepaid payment instrument
Overall Contribution Margin	The total revenue net of payment gateway costs, lending operating expenses, financial guarantee expenses, and user incentives as a % of total revenue for a particular period
Overall Credit Operating Costs	Lending operational expenses and financial guarantee expenses as a percentage (%) of Credit Disbursements
Payment Gateway GMV	The aggregate value of transactions processed through Zaakpay for its merchants excluding our Company
Payment GMV	All spends made through different payment products (excluding payment gateway and certain discontinued one-time payment GMV) throughout our platform
Platform Spend GMV	All spends made through all payment and credit products (excluding direct loan disbursal to bank accounts and certain discontinued one-time payment GMV) throughout our platform
POS	Point-of-sale
QR code	Quick response code
Registered Users	The number of unique devices (laptops, mobile phones, etc) that provided a unique mobile number or email address for registration on our MobiKwik payments platform as of the relevant date.
Repeat MobiKwik ZIP Users	The percentage of repeat users by total transacting users, identified by their unique mobile number and/ or email address, where a MobiKwik ZIP repeat user is any user who has been billed for MobiKwik ZIP at least once before
SEO	Search engine optimisation
SIP	Systematic investment plan
Wealth-AUA	All investment balances across asset classes (including amount held in bank accounts, Xtra, mutual funds, EPF, digital gold, and other investment products) of our users tracked through our platform with explicit consent.

Conventional and General Terms or Abbreviations

Term	Description
“Mn” or “mn”	Million

Term	Description
AGM	Annual General Meeting
AIF	An alternative investment fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
AS or Accounting Standards	Accounting standards issued by the Institute of Chartered Accountants of India, as notified from time to time.
Bn or bn	Billion
BBPS Guidelines	Bharat Bill Payment System Guidelines, 2014
BSE	BSE Limited
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
Category II AIF	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations
Category III AIF	AIFs who are registered as "Category III Alternative Investment Funds" under the SEBI AIF Regulations
Category I FPIs	FPIs registered as "Category I foreign portfolio investors" under the SEBI FPI Regulations
Category II FPIs	FPIs registered as "Category I foreign portfolio investors" under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
CIT	Commissioner of Income Tax
Companies Act	Companies Act, 1956 and Companies Act, 2013, as applicable
Companies Act, 1956	The erstwhile Companies Act, 1956 along with the relevant rules made thereunder
Companies Act, 2013	Companies Act, 2013, along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder, as amended to the extent currently in force
Depositories	NSDL and CDSL
Delhi NCR	National Capital Territory of Delhi and Haryana
Depositories Act	The Depositories Act, 1996, read with regulations framed thereunder
DIN	Director Identification Number
DP ID	Depository Participant's Identity Number
DP or Depository Participant	A depository participant as defined under the Depositories Act
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
FCNR	Foreign currency non-resident account
FDI	Foreign Direct Investment
FDI Circular	The consolidated FDI Policy circular, bearing DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020, effective from October 15, 2020, issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder.
FEMA NDI Rules	Foreign Exchange Management (Non-debt Instrument) Rules, 2019
"Financial Year" or "Fiscal" or "Fiscal Year" or "FY"	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FPI(s)	Foreign portfolio investors as defined under the SEBI FPI Regulations
FVCI	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
GDP	Gross domestic product
"GoI" or "Government' or 'Central Government"	The Government of India
GST	Goods and services tax
H1 FY24	Six months ended September 30, 2023
HUF	Hindu undivided family
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards of the International Accounting Standards Board
Income Tax Act	Income- tax Act, 1961, read with the rules framed thereunder
Income Tax Rules	Income- tax Rules, 1962
Ind AS	Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, as notified under Companies (Indian Accounting Standard) Rules, 2015, as

Term	Description
	amended
Indian GAAP	Generally Accepted Accounting Principles in India notified under Section 133 of the Companies Act, 2013 and read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016
INR or Rupee or ₹ or Rs.	Indian Rupee, the official currency of the Republic of India
IPO	Initial public offering
IRDAI	Insurance Regulatory and Development Authority of India
IST	Indian Standard Time
MCA	Ministry of Corporate Affairs, Government of India
Mutual Fund(s)	Mutual fund(s) registered with the SEBI under the SEBI Mutual Funds Regulations
N.A.	Not applicable
NACH	National Automated Clearing House
NAV	Net asset value
NEFT	National Electronic Fund Transfer
NPCI	National Payments Corporation of India
NRI	A person resident outside India, who is a citizen of India or an overseas citizen of India cardholder within the meaning of section 7(A) of the Citizenship Act, 1955
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 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 general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Issue
p.a.	Per annum
P/E Ratio	Price/ earnings ratio
PAN	Permanent account number
PAPG Guidelines	Guidelines on Regulation of Payment Aggregators and Payment Gateways, 2020
PAT	Profit after tax
PSS Act	The Payment and Settlement Systems Act, 2007
PSS Regulations	Payments and Settlement Systems Regulations, 2008
PPI	Prepaid payment instruments
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RoNW	Return on Net Worth
RTGS	Real time gross settlement
SCRA	Securities Contracts (Regulation) Act, 1956.
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI RTA Master Circular	SEBI master circular bearing number SEBI/HO/MIRSD/POD-1/CIR/2023/70 dated May 17, 2023
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996
State Government	The government of a state in India
Stock Exchanges	Collectively, the BSE and NSE
STT	Securities transaction tax
TAN	Tax deduction account number
TDS	Tax deducted at source

Term	Description
U.S. GAAP	Generally accepted accounting principles of the United States of America
U.S. Securities Act	U.S. Securities Act of 1933, as amended
VAT	Value added tax
VCFs	Venture capital funds as defined in and registered with SEBI under the SEBI VCF Regulations
Year/ Calendar Year	The 12 month period ending December 31

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

Certain Conventions

All references to "India" in this Draft Red Herring Prospectus are to the Republic of India, together with its territories and possessions, 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.

All references herein to the "U.S.", "U.S.A.", or the "United States" are to the United States of America and its territories and possessions.

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

Currency and Units of Presentation

All references to *"Rupee(s)"*, *"Rs."* or "₹" or "INR" are to Indian Rupees, the official currency of the Republic of India. All references to *"US$"* or *"U.S. Dollars"* or *"USD"* are to United States Dollars, the official currency of the United States of America.

Exchange Rates

This Draft Red Herring Prospectus contains conversions of certain other currency amounts into Rupees that have been presented solely to comply with the requirements of SEBI ICDR Regulations. Unless otherwise stated, the exchange rates referred to for the purpose of conversion of foreign currency amounts into Rupee amounts, are as follows:

(*in ₹*)

Currency	**Exchange rate as on**[1]			
	September 30, 2023	**March 31, 2023**	**March 31, 2022**	**March 31, 2021**
USD	83.06	82.22	75.81	73.50

Source: www.rbi.org.in and www.fbil.org.in
Note: Exchange rate is rounded off to two decimal point
[1] If the RBI reference rate is not available on a particular date due to a public holiday, exchange rates of the previous working day have been disclosed.

Such conversion should not be considered as a representation that such currency amounts have been, could have been or can be converted into Rupees at any particular rate, the rates stated above or at all.

Time

Unless otherwise specified, all references to time in this Draft Red Herring Prospectus are to Indian Standard Time. Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

Financial and Other Data

Unless stated or the context requires otherwise, the financial information in this Draft Red Herring Prospectus is derived from the Restated Consolidated Financial Information of our Company along with our Subsidiaries, comprise the Restated Consolidated Statement of Assets and Liabilities as at September 30, 2023, March 31, 2023, March 31, 2022 and March 31, 2021, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash Flows for the six months period ended September 30, 2023 and for the years ended March 31, 2023, March 31, 2022 and March 31, 2021, and the summary of material accounting policies, and other explanatory information (collectively, the "**Restated Consolidated Financial Information**"), restated in accordance with the requirements of Section 26 of Part I of Chapter III of Companies Act, SEBI ICDR Regulations, as amended and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by the ICAI, as amended from time to time.

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

Our Company's fiscal year commences on April 1 of each year and ends on March 31 of the next year. Accordingly, all references to a particular fiscal year (referred to herein as "**Fiscal**", "**Fiscal Year**" or "**FY**") are to the 12 months period ended March 31 of that particular year, unless otherwise specified. All the figures in this Draft Red Herring Prospectus have been presented in million, billion and trillion or in whole numbers where the numbers have been too small to present in million unless stated otherwise. One million represents 1,000,000 and one billion represents 1,000,000,000. Certain figures contained in this Draft Red Herring Prospectus, including financial information, have been subject to rounding adjustments. Any discrepancies in any table between the totals and the sum of the amounts listed are due to rounding off. All figures in decimals in this Draft Red Herring Prospectus have been rounded off to the second decimal. 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 figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, figures sourced from third-party industry sources may be expressed in denominations other than million or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Draft Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

Unless the context otherwise indicates, any percentage amounts, as set forth in "*Risk Factors*", "*Our Business"* and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 33, 190 and 369, respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of amounts derived from the Restated Consolidated Financial Information.

Non- GAAP Financial Measures

This Draft Red Herring Prospectus contains certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance such as EBITDA, EBITDA Margin, Overall Contribution Margin, Overall Credit Operating Cost, Gross Margin – Financial Services(%) and Gross Margin – Payment Services (%) and certain other industry metrics relating to our operations and financial performance, such as Platform Spend GMV, Customer Acquisition Cost, Registered Users, Activated MobiKwik ZIP consumers, MobiKwik ZIP GMV (Disbursements), ZIP EMI GMV (Disbursements) and Repeat MobiKwik ZIP Users, that are not required by, or presented in accordance with, Ind AS, or Indian GAAP. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP (together, "**Non-GAAP Measure**"). We compute and disclose such non-Indian GAAP financial measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. These Non-GAAP Measures and other 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 statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies.

Industry and Market Data

Unless otherwise stated, this Draft Red Herring Prospectus contains certain industry and market data and statements concerning our industry has been obtained from the report titled "Deep dive into India Fintech Market" dated January 2, 2024 prepared and issued by RedSeer , which has been commissioned (through an engagement letter with our Company dated December 4, 2023) and paid for by our Company, exclusively in connection with the Issue which will be available on the website of our Company https://www.mobikwik.com/ir and which is subject to the disclaimer mentioned below. Further RedSeer has, by its letter dated January 2, 2024 ("**RedSeer Consent**") has accorded their no objection and consent to use the RedSeer Report. RedSeer has also confirmed in the RedSeer Consent that it is an independent agency and is not related to our Company, our Subsidiaries, our Directors, our Promoters, our Key Management Personnel or our Senior Management or the BRLMs. For risks in this regard, see "*Risk Factors –Industry information included in this Draft Red Herring Prospectus has been derived from an industry report commissioned by us for such purpose. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate"* on page 66.

Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable, but their accuracy and completeness are not guaranteed, and their reliability cannot be assured. The data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable.

The extent to which industry and market data set forth in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. The data used in these sources may have been reclassified by us for the purposes of presentation. Accordingly, no investment decision should be made solely on the basis of such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in "*Risk Factors*" on page 33.

In accordance with the SEBI ICDR Regulations, the section "*Basis for the Issue Price*" on page 149 includes information relating to our peer group. Such information has been derived from publicly available sources. Accordingly, no investment decision should be made solely on the basis of such information.

Disclaimer of RedSeer

The market information in the RedSeer Report is arrived at by employing an integrated research methodology which includes secondary and primary research. RedSeer's primary research work includes surveys and in-depth interviews of consumers, customers and other relevant ecosystem participants, and consultations with market participants and experts. In addition to the primary research, quantitative market information is also derived based on data from trusted portals and industry publications. Therefore, the information is subject to limitations of, among others, secondary statistics and primary research, and accordingly the findings do not purport to be exhaustive. RedSeer's estimates and assumptions are based on varying levels of quantitative and qualitative analyses from various sources, including industry journals, company reports and information in the public domain. RedSeer's research has been conducted with a broad perspective on the industry and will not necessarily reflect the performance of individual companies in the industry. RedSeer shall not be liable for any loss suffered by any person on account of reliance on the information contained in this Report.

While RedSeer has taken due care and caution in preparing the RedSeer Report based on information obtained from sources generally believed to be reliable, its accuracy, completeness and underlying assumptions are subject to limitations like interpretations of market scenarios across sources, data availability amongst others. Therefore, RedSeer does not guarantee the accuracy or completeness of the underlying data or the RedSeer Report.

Forecasts, estimates and other forward-looking statements contained in the RedSeer Report are inherently uncertain and could fluctuate due to changes in factors underlying their assumptions, or events or combinations of events that cannot be reasonably foreseen. Additionally, the COVID-19 coronavirus pandemic has significantly affected economic activity in general and the food services sector in particular, and it is yet to be fully abated. The forecasts, estimates and other forward-looking statements in the RedSeer Report depend on factors like the recovery of the economy, evolution of consumer sentiments, the competitive environment, amongst others, leading to significant uncertainty, all of which cannot be reasonably and accurately accounted for. Actual results and future events could differ materially from such forecasts, estimates, or such statements.

The RedSeer Report is not a recommendation to invest/disinvest in any entity covered in the RedSeer Report and the RedSeer Report should not be construed as investment advice within the meaning of any law or regulation.

Without limiting the generality of the foregoing, nothing in the RedSeer Report should be construed as RedSeer providing or intending to provide any services in jurisdictions where it does not have the necessary permission and/or registration to carry out its business activities in this regard. No part of the RedSeer Report shall be reproduced or extracted or published in any form without RedSeer's prior written approval.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "can", "could", "expect" "are likely", "goal", "expect", "estimate", "intend", "may", "objective", "plan", "project", "should" "will", "will continue", "will achieve". "shall", "seek to", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. For the reasons described below, we cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Therefore, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with the expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which our Company and Subsidiaries have businesses 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 or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in laws, regulations and taxes and changes in competition in our industry. Important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- Funding requirements and proposed deployment of Net Proceeds are primarily based on management estimates and assumptions and our management will have broad discretion over its use.
- Funding requirements and proposed deployment of Net Proceeds have not been appraised by any bank or financial institution or any other independent agency.
- Historical performance does not guarantee future growth, including in our Financial Services business.
- Inability to attract and retain new and existing consumers, merchants, Lending Partners, or other Financial Service Providers
- Inability to compete effectively in light of substantial competition.
- Dependence on relationships with Lending Partners for Financial Services products.
- Exposure to potential security breaches and attacks, or failure to protect confidential information.
- Incorrect assessment of credit underwriting and risk management systems affecting Financial Services distributed through our platform.
- Dependence on a single partner for our sourcing of Alternate Investment Product distribution business.
- Volatility in interest rates resulting in a rise in cost of capital, and the resultant decrease in the attractiveness of our digital distribution of our Alternate Investment Product, distributed through our platform.

For a further discussion of factors that could cause our actual results to differ from our expectations, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 33, 190 and 369, 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 and are not a guarantee of future performance.

Forward-looking statements reflect our views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on the 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 prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. None of our Company, Promoters, Directors, and the BRLMs or their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with regulatory requirements, our Company will ensure that investors in India are informed of material developments from the date of filing of the Red Herring Prospectus until the date of Allotment.

SUMMARY OF THE ISSUE DOCUMENT

*This section is a general summary of certain disclosures and terms of the Issue included in this Draft Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft 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 Draft Red Herring Prospectus, including the sections titled "Risk Factors", "Our Business", "Industry Overview", "Capital Structure", "Objects of the Issue", "The Issue", "Financial Information", "Management's Discussion and Analysis of Financial Condition and Results of Operation", "Issue Procedure", "Main Provisions of the Article of Association" and "Outstanding Litigation and Material Developments" beginning on at pages 33, 190, 164, 97, 137, 87, 296, 369, 444, 464 and 415, respectively of this Draft Red Herring Prospectus. Industry and market data used in this section has been derived from a report titled "Deep dive into India Fintech Market" dated January 2, 2024 (the "**RedSeer Report**") prepared and issued by Redseer Strategy Consultants Private Limited, which has been commissioned and paid by us in connection with the Issue. RedSeer was appointed by our Company through an engagement letter dated December 4, 2023. The RedSeer Report is available on the website of our Company at https://www.mobikwik.com/ir*

Summary of the primary business of the Company

Our Company is a platform business at its core, with a two-sided payments network, consisting of consumers and merchants. Our Company has acquired 146.94 million Registered Users and enabled 3.81 million merchants to make and accept payments online and offline, as of September 30, 2023. As we continue to expand our portfolio of products, we have augmented our platform into an increasingly compelling offering for our consumers while simultaneously enhancing in profitability and value. As a result, our Company has achieved profit amounting to ₹ 94.78 million, for the six months ended September 30, 2023.

Summary of the Industry in which the Company operates

India's retail loans landscape has shown growth from Fiscal 2021, with total disbursals growing at a CAGR of 24% to reach USD 620-660 billion from Fiscal 2021 to Fiscal 2023. The total value of disbursed loans saw a surge of about 41% when compared to FY21, increasing from USD 5.8 billion in Fiscal 2021 to USD 11.6 billion in Fiscal 2023. In Fiscal 2028, about 4% of the total retail lending is expected through digital channels. Digital platforms are addressing credit challenges via provision of loans based on borrowers' credit risk profile, built using transactions data. (*Source: RedSeer Report*)

Promoters

Our Promoters are Bipin Preet Singh, Upasana Rupkrishan Taku, Koshur Family Trust and Narinder Singh Family Trust. For further details, see "*Our Promoters and Promoter Group*" on page 289.

Our Subsidiaries

1. Zaak ePayment Services Private Limited ("**Zaakpay**") – Zaakpay, operates under the brand name "Zaakpay" in our payment gateway segment and is engaged in the business of providing payment gateway services among other things.

2. MobiKwik Investment Adviser Private Limited (Formerly known as Harvest Fintech Private Limited) ("**MobiKwik Investment Adviser**")- MobiKwik Investment Adviser is currently engaged in business of providing investment advisory, financial planning and consultancy on securities, investments etc.

3. MobiKwik Credit Private Limited ("**MobiKwik Credit**") – MobiKwik Credit is yet to commence operations.

4. MobiKwik Finance Private Limited ("**MobiKwik Finance**") – MobiKwik Finance is yet to commence operations.

For further details in relation to the nature of business of our Subsidiaries, please see the section titled "*History and certain corporate matters – Subsidiaries of our Company*" on page 261.

Issue Size#

Issue of Equity Shares*	Up to [•] Equity Shares for cash at price of ₹[•] per Equity Shares (including premium of [•] per Equity Share), aggregating up to ₹ 7,000.00 million
of which	
Fresh Issue*	Up to [•] Equity Shares, aggregating up to ₹ 7,000.00 million

The Issue is being made in terms of Rule 19(2)(b) of the SCRR, read with Regulation 31 of the SEBI ICDR Regulations, through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations. For more details, see "Issue Procedure" on page 444 of this DRHP.

* *Our Company in consultation with the Book Running Lead Managers, may consider a further issue of equity shares as may be permitted under applicable law to any person(s) of such equity shares for an amount aggregating up to ₹ 1,400 million, at its discretion, prior to the filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the fresh Issue Size will be reduced to the extent of such Pre-IPO Placement, subject to the Issue complying with Rule 19(2)(b) of SCRR. Our Board has authorised the Issue, pursuant to its resolution dated December 5, 2023. Our Shareholders have authorised the Issue pursuant to their resolution dated December 27, 2023.*

The Issue shall constitute [•]% of the post-Issue paid up Equity Share capital of our Company.

Objects of the Issue

The Net Proceeds are proposed to be used in accordance with the details provided in the following table:

Particulars	Total Estimated amount (₹ in million)
Funding growth in our financial services business	2,500
Funding growth in our payment services business	1,350
Investment in data, ML and AI and product and technology	1,350
Capital expenditure for our payment devices business	702.85
General corporate purposes*	[•]
Net Proceeds#	[•]

**The total amount to be utilised towards general corporate purposes will not exceed 25% of the gross proceeds of the Fresh Issue, in accordance with the SEBI ICDR Regulations.*
 # To be determined upon finalisation of the Issue Price and updated in the Prospectus prior to filing with the RoC. This includes the proceeds, if any, received pursuant to the Pre-IPO Placement. Details of the Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus.

For further details, see "Objects of the Issue" on page 137.

Aggregate pre-Issue shareholding of our Promoter and Promoter Group as percentage of our paid-up share capital of the Company

The aggregate pre-Issue shareholding of Promoters and Promoter Group as on the date of this Draft Red Herring Prospectus is set out below. Additionally, as on the date of this Draft Red Herring Prospectus, none of the members of our Promoter Group hold any Equity Shares in our Company.

S. no.	Name of shareholder	No. of Equity Shares	Percentage of pre-Issue shareholding on a fully diluted basis*
	Promoters		
1.	Bipin Preet Singh	11,430,478	19.26
2.	Upasana Rupkrishan Taku	7,770,483	13.09
3.	Narinder Singh Family Trust	210,762	0.36
4.	Koshur Family Trust	149,205	0.25
	Total	**1,95,60,928**	**32.96**

* *Assuming exercise of vested stock options.*

For further details of the Issue, see "*Capital Structure*" beginning on page 97.

Summary of selected financial information

A summary of the selected financial information of our Company as per the Restated Consolidated Financial Information is as follows:

(in ₹ million except per share data)

Particulars	As on September 30, 2023 and for the six months ended September 30, 2023	As on March 31, 2023 and for the Fiscal ended March 31, 2023	As on March 31, 2022 and for the Fiscal ended March 31, 2022	As on March 31, 2021 and for the Fiscal ended March 31, 2021
Equity Share capital	114.38	114.38	114.38	10.05
Instruments entirely equity in nature	0	0	0	144.27
Other equity	1,419.46	1,312.56	2,051.04	(354.45)
Total Equity	1,533.84	1,426.94	2,165.42	(200.13)
Total borrowings (as per balance sheet)^	1,511.79	1,922.73	1,509.14	605.93
Revenue from operations	3,810.88	5,394.67	5,265.65	2,885.71
Profit/(loss) for the year/period	94.78	(838.14)	(1,281.62)	(1,113.00)
Earnings per share of ₹ 2 each fully paid up				
- Basic	1.66	(14.66)	(23.04)	(22.18)
- Diluted	1.61	(14.66)	(23.04)	(22.18)
Net asset value (per Equity Share)*	25.83	24.80	38.89	(3.99)

**Net asset value (per Equity Share) means total equity as restated divided by number of Equity Shares and cumulative compulsorily convertible preference shares on fully converted basis outstanding at the end of the year/ period, adjusted for the impact of stock split and bonus issue after the end of the year March 31, 2021, but before the date of filing of this Draft Red Herring Prospectus.*

^ Total borrowings' is calculated as borrowings under total non-current financial liabilities and current financial liabilities.

For further details, see "*Financial Information - Restated Consolidated Financial Information*" beginning on pages 297.

Qualifications of the Auditors that have not been given effect to in the Restated Consolidated Financial Information

The Restated Consolidated Financial Information do not contain any qualifications that have not been given effect to.

For further information in this regard, please see "*Financial Information – Restated Consolidated Financial Information – Note 49*" on page 364.

Summary of Outstanding Litigation and Material Developments

A summary of outstanding litigation involving our Company, Subsidiaries, Promoters, and Directors as disclosed in this Draft Red Herring Prospectus and as per the SEBI ICDR Regulations and Materiality Policy, is provided below:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters	Material civil litigations	Aggregate amount involved* (₹ in million)
Company						
By the Company	4**	Nil	Nil	Nil	Nil	274.93
Against the Company	1***	10	Nil	Nil	1	1,617.13
Subsidiaries						
By the Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil
Against the Subsidiaries	Nil	5	Nil	Nil	Nil	165.51
Directors						
By the Directors	Nil	Nil	Nil	Nil	Nil	Nil

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters	Material civil litigations	Aggregate amount involved* (₹ in million)
Against the Directors	2***	1	Nil	Nil	Nil	16.14
Promoters						
By the Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoters	2***	1	Nil	Nil	Nil	16.14

* *Amount to the extent quantifiable*

** *This includes a first information report filed against seventy-two individuals. For further details of the outstanding litigation proceedings, see "Criminal proceedings initiated by our Company" beginning on page 415.*

*** *This includes a case involving our Company, our Directors, and our Promoters. For further details of the outstanding litigation proceedings, see "Criminal proceedings against our Directors" beginning on page 418.*

In addition to the above, our Company is also involved in 39 consumer related proceedings currently pending before various fora such as district consumer disputes redressal forum and consumer courts.

For further details of the outstanding litigation proceedings, see "*Outstanding Litigation and Material Developments*" beginning on page 415.

Risk Factors

For details regarding the risks in relation to our business and the Issue, please see "*Risk Factors*" beginning on page 33.

Summary table of contingent liabilities of our Company

The summary of our contingent liabilities as on September 30, 2023, as indicated in our Restated Consolidated Financial Information are as follows:

Particulars	As of September 30, 2023 (₹ million)
(a) Claims against the Group not acknowledged as debts:	
- Income tax matters for financial year 2016-17*	-
- Other income tax matters	4.14
- Amount paid under protest relating to the above matter	1.83
(b) The Group does not have any long term commitments/ contracts including derivative contracts for which there will be any material foreseeable losses.	-
(c) The Group does not have any amounts which were required to be transferred to the Investor Education and Protection Fund	-

* *During the year ended March 31, 2022, our Company had received an assessment order dated June 15, 2021 imposing a demand of ₹ 583.00 million on account of additions made under section 68 of the Income Tax Act, 1961 for the financial year 2016-17. The said demand has been made by the assessing officer, in respect of documents sought for the identity of the investor, their creditworthiness and genuineness of the funding received by our Company during the said financial year. Basis the facts of the matter and the advice obtained from tax counsel, our Company filed a writ petition with High Court and the said order has been set aside by the High Court on July 7, 2021*

For further details of our contingent liabilities, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Outstanding Litigation and Material Developments*" and "*Financial Information - Restated Consolidated Financial Information*" beginning on pages 369, 415 and 297, respectively.

Summary of Related Party Transactions

The following is the summary of transactions with related parties entered into by our Company for the six months period ended September 30, 2023, and the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021 (each, also referred to as the six months period ended September 30, 2023 and years ended March 31, 2023, March 31, 2022 and March 31, 2021) as per Ind AS 24 - Related Party Disclosures read with the SEBI ICDR Regulations derived from Restated Consolidated Financial Information:

(in million)

Transactions with related parties	For the six months period ended September 30, 2023	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
(a) Investment in Subsidiary				
- Zaak Epayment Services Private Limited	NIL	89.94	124.16	350.27
- MobiKwik Investment Adviser Private Limited (formerly known as Harvest Fintech Private Limited)	NIL	5.00	NIL	9.07
(b) Payment Gateway Cost				
- Zaak ePayment Services Private Limited	473.88	1,109.32	2,004.00	1,397.26
(c) Business Promotion Cost				
- MobiKwik Investment Adviser Private Limited (formerly known as Harvest Fintech Private Limited)	0.83	2.36	NIL	NIL
(d) Revenue from Consumer payments				
- Zaak ePayment Services Private Limited	1.70	5.17	1,388.00	17.03
- MobiKwik Investment Adviser Private Limited (formerly known as Harvest Fintech Private Limited)	NIL	NIL	0.41	NIL
(e) Funds transferred to Subsidiary Company				
- Zaak ePayment Services Private Limited	210.00	285.00	248.00	310.14
- MobiKwik Finance Private Limited	NIL	25.00	58.00	26.77
- MobiKwik Credit Private Limited	NIL	29.00	57.00	26.65
- MobiKwik Investment Adviser Private Limited (formerly known as Harvest Fintech Private Limited)	NIL	NIL	2.10	NIL
(e) Funds received from Subsidiary Company				
- Zaak ePayment Services Private Limited	301.00	473.26	197.48	676.62
- MobiKwik Finance Private Limited	25.00	25.00	58.00	NIL
- MobiKwik Credit Private Limited	29.00	29.00	57.00	NIL
- MobiKwik Investment Adviser Private Limited (formerly known as Harvest Fintech Private Limited)	NIL	2.10	NIL	1.67
(f) Service Income				
- Zaak ePayment Services Private Limited	6.71	16.41	84.61	61.64
- MobiKwik Investment Adviser Private Limited (formerly known as Harvest Fintech Private Limited)	0.37	0.42	NIL	NIL
(j) Reimbursement (Paid by Subsidiary on behalf of Company)				
- Zaak ePayment Services Private Limited	NIL	NIL	71.63	NIL
- MobiKwik Investment Adviser Private Limited (formerly known as Harvest Fintech Private Limited)	NIL	NIL	1.42	NIL
(k) Reimbursement (Paid by Company on behalf of Subsidiary)				
- Zaak ePayment Services Private Limited	NIL	NIL	51.81	21.52
- MobiKwik Finance Private Limited	NIL	NIL	NIL	0.81
- MobiKwik Credit Private Limited	NIL	NIL	NIL	0.46

Transactions with related parties	For the six months period ended September 30, 2023	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
(j) Interest income from loan to the Subsidiary Company				
- Zaak ePayment Services Private Limited	NIL	0.02	6.65	19.43
- MobiKwik Investment Adviser Private Limited (formerly known as Harvest Fintech Private Limited)	NIL	0.10	0.03	0.20
(k) Interest Cost on loan from the Subsidiary Company				
- MobiKwik Finance Private Limited	1.24	0.66	1.33	2.84
- MobiKwik Credit Private Limited	1.43	0.77	1.33	2.83
- Zaak ePayment Services Private Limited	14.44	4.65	NIL	NIL
(h) ESOP of Company issued to employees of Subsidiary Company				
- Zaak ePayment Services Private Limited	0.27	0.19	NIL	NIL
(i) ESOP of Subsidiary Company issued to employees of Company				
- Zaak ePayment Services Private Limited	1.25	0.90	NIL	NIL
(a) Remuneration to Key Management Personnel (KMP)				
Short-term employee benefits	49.31	90.39	104.99	28.42
Post-employment gratuity	0.87	1.28	8.17	0.76
Other long term employee benefits	(0.69)	0.15	1.81	0.36
Share based payments	0.01	6.19	87.99	0.13
Director's sitting fees and remuneration	6.70	9.60	9.09	NIL
(b) Legal and professional				
- Utma Taku	NIL	NIL	1.64	NIL

For details of the related party transactions in accordance with Ind AS 24, see *"Related Party Transactions"* on page 294.

Details of all financing arrangements whereby the Promoters, members of the Promoter Group, Directors and their relatives have financed the purchase by any other person of securities of the 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 the Draft Red Herring Prospectus

There have been no financing arrangements whereby our Promoters, members of the Promoter Group, our Directors and their relatives have financed the purchase by any other person of securities of our Company during a period of six months immediately preceding the date of the Draft Red Herring Prospectus.

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

Our Promoters have not acquired any Equity Shares in the last one year preceding the date of this Draft Red Herring Prospectus.

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

Except as stated below, there have been no specified securities that were acquired in the last three years preceding the date of this Draft Red Herring Prospectus, by our Promoters, Promoter Group, and the other Shareholders having the right to nominate directors or other rights in our Company. The details of the prices at which these acquisitions were undertaken are stated below:

Name of Acquirer/shareholder	Category of shares	Date of Acquisition	Number of Equity Shares acquired	Acquisition price per Equity Share (in ₹)	Nature of Acquisition
Bipin Preet Singh	Equity	June 22, 2021	8,730,930*	Nil	Bonus issue
Upasana Rupkrishnan Taku	Equity	June 22, 2021	6,180,900*	Nil	Bonus issue
Narinder Singh Family Trust	Equity	October 21, 2021	210,762	Nil	Transfer from Bipin Preet Singh by way of gift
Koshur Family Trust	Equity	October 21, 2021	149,205	Nil	Transfer from Upasana Rupkrishan Taku by way of gift

^As certified by V P G S & Co, Chartered Accountants, pursuant to their certificate dated January 4, 2024.
* *Our Company sub-divided each equity share of a face value of ₹ 10 each to five Equity Shares of a face value of ₹ 2 each, with effect from June 21, 2021 and the shareholding of Bipin Preet Singh and Upasana Rupkrishan Taku was accordingly adjusted. For more details, please see "Capital Structure – Build-up of Promoters' shareholding in our Company" on page 97.*

Average Cost of Acquisition of shares of Promoters

The average cost of acquisition per Equity Share acquired by our Promoters, as on the date of this Draft Red Herring Prospectus is:

S. No.	Name of Shareholder	Number of Equity Shares held	Percentage of shareholding (%)	Average Cost of Acquisition per Equity Share (in ₹)*
Promoters				
1.	Bipin Preet Singh	11,430,478	19.99%	0.47
2.	Upasana Rupkrishan Taku	7,770,483	13.59%	0.41
3.	Narinder Singh Family Trust#	210,762	0.37%	Nil**
4.	Koshur Family Trust#	149,205	0.26%	Nil**

* *As certified by V P G S & Co , Chartered Accountants pursuant to their certificate dated January 4, 2024.*
 # The weighted average price of acquisition has been specified as Nil as these Equity Shares were transferred to Narinder Singh Family Trust and Koshur Family Trust by way of gifts.

For further details, see "*Capital Structure*" beginning on page 97.

Details of Pre-IPO Placement

Our Company, in consultation with the BRLMs, may consider a further issue of Specified Securities, including by way of a private placement, rights issue, preferential offer or any other method as may be permitted under applicable law to any person(s) aggregating up to ₹ 1,400 million, at its discretion, prior to the filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Issue, and complying with Rule 19(2)(b) of the SCRR.

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

Except as disclosed in "*Capital Structure – History of Equity Share capital of our Company*" on page 97, our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Draft Red Herring Prospectus.

Split / Consolidation of Equity Shares in the last one year

Our Company has not undertaken a split or consolidation of the equity shares in the one year preceding the date of this Draft Red Herring Prospectus.

Exemption from complying with any provisions of securities laws, if any, granted by SEBI

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

SECTION II - RISK FACTORS

An investment in Equity Shares involves a high degree of risk. Potential investors should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks described below are not the only ones relevant to us or our Equity Shares, the industry in which we operate or to India. Additional risks and uncertainties, not currently known to us or that we currently do not deem material may also adversely affect our business, results of operations, cash flows and financial condition. If any or some combination of the following risks, or other risks that are not currently known or believed to be adverse, actually occur, our business, results of operations and financial condition could suffer, the trading price of, and the value of your investment in, our Equity Shares could decline and you may lose all or part of your investment. Further, some events may be material collectively rather than individually.

In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with "Industry Overview", "Our Business", "Financial Information - Restated Consolidated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 164, 190, 297 and 369, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Issue including the merits and risks involved. Potential investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Issue. Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other impact of any of the risks described in this section. 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, which may differ in certain respects from that of other countries.

Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from our Restated Consolidated Financial Information. This Draft Red Herring Prospectus also contains certain forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. For further information, see "Forward-Looking Statements" on page 23.

*Unless otherwise indicated, industry and market data used in this section has been derived from the report "Deep dive into India Fintech Market" dated January 2, 2024 (the "**RedSeer Report**") prepared and issued by Redseer Strategy Consultants Private Limited, which has been commissioned and paid for by us as well as exclusively prepared for the purposes of the Issue. For the disclaimers associated with the RedSeer Report, see "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Disclaimer of Redseer" on page 22. RedSeer was appointed by our Company through an engagement letter dated December 4, 2023. The RedSeer Report will be available on the website of our Company at https://www.mobikwik.com/ir. See "– Internal Risk Factors - Industry information included in this Draft Red Herring Prospectus has been derived from an industry report commissioned and paid for by us as well as exclusively prepared for the purposes of the Issue. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate" on page 66.*

Unless otherwise indicated or the context otherwise requires, in this section, references to "we", "us" and "our" are to the Company together with its Subsidiaries on a consolidated basis and references to "our Company" are to the Company on a standalone basis.

INTERNAL RISK FACTORS

Risks relating to our Business and Industry

1. ***Our funding requirements and proposed deployment of the Net Proceeds are based primarily on management estimates and assumptions and our management will have broad discretion over the use of Net Proceeds. The utilisation of the Net Proceeds may be subject to change based on various factors, some which are beyond our control. Further, any change or variation in the utilisation of Net Proceeds from the terms and conditions stated in this Draft Red Herring Prospectus shall be subject to compliance requirements, including among other things, prior Shareholders' approval.***

Our Company intends to utilise ₹ 7,000.00 million from the Net Proceeds towards the objects set forth below (**"Objects"**):

Particulars	**Total Estimated amount (₹ in million)**
Funding growth in our financial services business	2,500.00
Funding growth in our payment services business	1,350.00
Investment in data, ML and AI and product and technology	1,350.00
Capital expenditure for our payment devices business	702.85
General corporate purposes*	[•]
Net Proceeds	[•]

**The total amount to be utilised towards general corporate purposes will not exceed 25% of the gross proceeds of the Fresh Issue, in accordance with the SEBI ICDR Regulations.*

For further details, see *"Objects of the Issue"* on page 137.

We cannot predict whether these initiatives will result in increase in efficiency of operations, or an overall increase in profits. Further, there is no guarantee that deployment of the Net Proceeds as mentioned above will generally have a positive impact on our operations of business. Our deployment of the Net Proceeds has been determined primarily on the basis on management estimates, historic expenses and funding patterns for our business, current circumstances of our business and prevailing market conditions. The estimates for the proposed expenditures are based on several variables, a significant variation in any one or a combination thereof would have an adverse effect. We operate in a highly competitive and dynamic industry and we may have to revise our funding requirements and deployment from time to time on account of various factors beyond our control, such as a change in regulatory environment under which we operate, requirements of business pursuant to a change in consumer behaviour, consumer confidence, or consumer preferences, increasing compliance cost due to increasing regulations, change in technological requirements pursuant to changes in technologies, our Board's analysis of business requirements, competitive landscape, economic trends as well as general factors that affect our business, results of operations, financial conditions, access to capital such as credit availability, interest rate levels, wars, pandemics and epidemics or any other *force majeure* events.

In addition, our management will also have the discretion over the specific activities that will be funded towards certain Objects. For instance, we intend to utilise ₹ 1,000 million from the Net Proceeds towards acquisition of new consumers and merchants on our platform. While we have identified and disclosed a broad set of initiatives (such as incentives, brand promotions and marketing) that we intend to pursue, the exact manner and nature of these activities will be decided on the basis of on our marketing, branding strategies and consumer acquisition strategies at the relevant point of time. In addition, we intend to utilise ₹ 1,350 million from the Net Proceeds for investment in data, ML and AI and product and technology to overall strengthen our technology platforms. While we intend to fund building and development of our product management and technical teams from the Net Proceeds, the availability and costs associated with these teams will also be dependent on the evolving nature of technology and the rapid changes in ML and AI landscape. Our Board will have broad discretion to decide specific initiatives that shall be funded from the Net Proceeds and the extent of funding based on various commercial and other factors. Inability to finalize such activities or investments in a timely manner may delay our deployment of the Net Proceeds and adversely affect our business and future growth.

Our Company, in accordance with the policies established by the Board from time to time, will have the flexibility to deploy the Net Proceeds and further, pending utilisation of such Net Proceeds, the Company will temporarily deposit such Net Proceeds with one or more scheduled commercial banks included in Second Schedule of the Reserve Bank of India Act, 1939, as may be approved by the Board. Accordingly, prospective investors will need to rely on our management's judgement with respect to the steps taken in the interim pre-utilisation of Net Proceeds and we cannot assure you that we will earn a significant interest income on, or that we will not suffer unanticipated diminution in the value of, such temporary deposits.

Furthermore, various unanticipated risks and uncertainties, such as economic trends and business requirements, competitive landscape, regulatory factors, as well as general factors that affect our business operations may delay our deployment of the Net Proceeds and adversely affect our business and future growth.

In accordance with Sections 13(8) and 27 of the Companies Act 2013, we cannot undertake any variation in the utilisation of the Net Proceeds without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net

Proceeds, we may not be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations.

Further, our Promoters may be required to provide an exit opportunity to Shareholders who do not agree with our proposal to change the objects of the Issue or vary the terms of such contracts, at a price and manner as prescribed by SEBI or any other regulatory authority, as the case may be. Further, we cannot assure you that the Promoters or the controlling shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI or any other regulatory authority, as the case may be. In light of these factors, we may not be able to undertake variation of objects of the Issue to use any unutilized proceeds of the Issue, if any, or vary the terms of any contract referred to in this Draft Red Herring Prospectus. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilised portion of Net Proceeds, if any, or varying the terms of contract, which may adversely affect our business, cash flows, and results of operations.

For more details, see "*Objects of the Issue*" page 137.

2. Our funding requirements and the proposed deployment of Net Proceeds have not been appraised by any bank or financial institution or any other independent agency.

We intend to utilise the Net Proceeds of the Issue for purposes as set forth in "*Objects of the Issue*" on page 137. The funding requirements mentioned for the objects of the Issue are based primarily on internal management estimates in view of past expenditures, and have not been appraised by any bank or financial institution. They are based on current conditions and is subject to change in light of changes in external circumstances, costs, other financial conditions or business strategies, financial conditions, regulatory framework, etc.

Various risks and uncertainties, including those set forth in this section, may limit or delay our efforts to use the Net Proceeds. Accordingly, use of Net Proceeds for purposes identified by our Board may not result in growth of business, increased profitability or a substantial increase in value. See "- *Our funding requirements and proposed deployment of the Net Proceeds are based primarily on management estimates and assumptions and our management will have broad discretion over the use of Net Proceeds. Utilisation of Net Proceeds may be subject to change based on various factors, some which are beyond our control. Further, any change or variation in the utilisation of Net Proceeds from the terms and conditions stated in this Draft Red Herring Prospectus shall be subject to compliance requirements, including among other things, prior Shareholders' approval*" on page 33.

3. We may not be able to maintain the levels of growth, including in our Financial Services business, and our historical performance may not be indicative of our future growth or financial results, which could adversely affect our business, results of operations and financial condition.

We have experienced significant growth in recent years, with our revenue from Financial Services increased by 376.52% from ₹ 598.13 million in Fiscal 2021 to ₹ 2,850.21 million in Fiscal 2023. Our revenue from operations from the Financial Services business and as a percentage of total revenue from operations in Fiscal 2021, Fiscal 2022, Fiscal 2023 and the six months ended September 30, 2023, respectively are set forth in the table below:

Periods	Revenue from Operations from Financial Services (₹ million)	Revenue from operations from Financial Services as a percentage of total revenue from operations (%)
September 30, 2023	2,439.53	64.01%
Fiscal 2023	2,850.21	52.83%
Fiscal 2022	976.57	18.55%
Fiscal 2021	598.13	20.73%

In particular, we have experienced rapid growth in our Financial Services business, with our Digital Credit GMV increasing at a rate of 404.16% from ₹ 2,999.43 million in Fiscal 2021 to ₹ 15,122.16 million in Fiscal 2022 and at a rate of 238.24% from ₹ 15,122.16 million in Fiscal 2022 to ₹ 51,149.83 million in Fiscal 2023. Our Digital Credit GMV was ₹ 41,163.40 million in the six months ended September 30, 2023.

September 30, 2023	Fiscal 2023	Fiscal 2022	Fiscal 2021
Digital Credit GMV (in ₹ million)			
41,163.40	51,149.83	15,122.16	2,999.43
Digital Credit GMV Growth Rate (%)			

Fiscal 2023 v. Fiscal 2022	Fiscal 2022 v. Fiscal 2021
238.24	404.16

Our ability to continue maintaining the levels of growth depends on a number of factors, including, increased competition, slowing demand for our products from existing and new consumers, transaction volume and mix, lower sales by our merchants (particularly those with whom we have significant relationships), general economic conditions, liquidity and solvency of our merchants and borrowers, a failure by us to continue capitalizing on growth opportunities, changes in the regulatory environment and the maturation of our business, among others. If our growth rate declines, our business, financial condition, and results of operations would be adversely affected.

With respect to our Financial Services business, the key risk that may impact our growth is intertwined with factors affecting acceptance and adoption, which includes risks in relation to our relationships with lending institutions and creditors. The success of a digital credit platform relies heavily on collaboration with traditional financial service providers. Our inability to continue these relationships in the same manner or at all due to issues such as conflicting business models, differing risk appetites, or changes in credit market dynamics, for example, in case, there in an increase in the default by our customers and the guarantees that we provide to our credit partners are not enough to enable a sufficient return on capital employed by them, it could impede our Company's ability to access funds for lending, thereby hindering growth and acceptance.

Additionally, the evolving regulatory landscape continues to play a pivotal role in shaping the landscape of Financial Services business. The regulatory policies and legal requirements for the distribution of various Financial Services products such as insurance, mutual funds, Digital Gold, deposit and credit, etc. including distribution thereof, (together, "**Financial Services Products**") are still evolving and being developed in India, and the implementation of such laws, rules and regulations may have an adverse effect on our business, prospects, results of operations and financial condition. Changes in these regulatory frameworks may introduce complexities that impact our Company's operations and its relationship with asset management companies, including companies offering mutual funds, insurance companies, digital gold and Lending Partners, including commercial banks and NBFCs, (collectively, **"Financial Services Providers"**). Navigating this regulatory landscape is essential for building trust and credibility, as non-compliance may lead to legal challenges, imposition of fines and penalties, suspension or revocation of licenses from regulatory authorities, and a loss of confidence from stakeholders involved. For instance, the RBI notified its Guidelines on Default Loss Guarantee in Digital Lending on June 8, 2023 ("**DLG Guidelines**"), which mandated, among other things, a capped default risk guarantee of 5.00% to be given by a lending service provider such as our Company to a partner lender/credit provider such as NBFCs and commercial banks, for a loss due to default up to a certain percentage of the loan portfolio. While, in the past, we have adjusted our business in response to the evolving regulatory environment with respect to our Financial Services Products, however, there can be no assurance that we will be able to make adjustments to our businesses in the future in a timely manner or at all to respond to such additional scrutiny and requirements. Even if we are able to adapt and comply, increased regulatory requirements would have the effect of increasing the compliance burden, compliance costs and restrict our flexibility in operating and introducing new services. *Zaakpay*, our Payment Gateway and a component of our new product line strategy involves the pursuit of scaling our existing payment aggregator business *Zaakpay*, after we receive the final approval. We have already received the in-principle approval from the RBI for our payment aggregator business for *Zaakpay*. We may not receive the final approval from RBI for our payment aggregator business for Zaakpay. Alternatively, post receipt of the final approval from RBI, in case we are unable to scale our payment aggregator business through *Zaakpay*, it may lead loss of revenue and loss of reputation.

Our future commercial and financial successes also depend on our ability to successfully execute our growth strategies, which includes increase in penetration of our payments business, scaling up distribution of our Financial Services Products including *MobiKwik ZIP*, *ZIP EMI* and *Xtra*, enabling mass adoption of such products, and a continued effort to acquire and retain consumers, invest in data analytics and data science and technology, and increase strategic partnerships with Financial Service Providers and merchants. We are exploring and will continue to explore new business initiatives, including in industries and markets in which we have limited or no experience, as well as new business models that may be untested or even create new markets. Developing new business initiatives and models or new markets requires significant investment of time and resources, and may present new and difficult technological, operational and compliance challenges.

4. ***If we are unable to attract new consumers, merchants, or other providers of Financial Services and retain and grow our relationships with our existing consumers, merchants, or Lending Partners, our business, results of operations, financial condition, and future prospects would be materially and adversely affected.***

Our business and operations are dependent on the number of consumers, transaction volumes and value transacted with the merchants registered with us and using our platform, and our providers of Financial Services. As of September 30, 2023, our Company had 146.94 million Registered Users and approximately 3.81 million Merchants, while, as of March 31, 2023, our Company had 139.89 million Registered Users and 3.74 million merchant partners. Further, as of March 31, 2021 and March 31, 2022, we had 101.37 million and 123.56 million Registered Users, respectively. We believe that growth of our business and revenue is primarily dependent upon our ability to continue to grow our network by retaining existing and adding new consumers, merchants and Financial Services Providers in order to increase our transactions, volume and GMV, drive revenue growth and achieve profitability.

Our ecosystem connects end consumers, retail merchants, and other Financial Services Providers, generating attractive network effects benefiting all parties. However, this network effect takes time to build and may grow slower than we expect or than it has grown in the past. For instance, while there has been an increase in consumers transacting online during Fiscal 2021, the operating restrictions/ lockdowns imposed due to the COVID-19 pandemic affected the onboarding of offline consumers and retail merchants since transactions at physical merchant stores significantly reduced. If we are not able to continue to grow or retain our base of consumers or merchants or Financial Services Providers, generate repeat users and increase transaction volume and variety, the value of our network may be diminished.

Our ability to retain and grow our relationships with our consumers, merchants and Financial Services Providers, depends on the willingness of consumers to use our platform or merchants and Financial Services Providers to partner with us. The attractiveness of our platform to consumers depends upon, among other things: the number and variety of merchants and the mix of products, including digital lending products and wealth-tech products, available through our platform; our brand and reputation; consumer experience and satisfaction; customer service; consumer trust and perception of our solutions; technological innovation; and services and products offered by competitors. Similarly, the attractiveness of our platform to merchants depends upon, among other matters: the size of our consumer base; our brand and reputation; the amount of merchant fees that we charge; our ability to sustain our value proposition to merchants for consumer acquisition by demonstrating higher conversion at checkout and increased average transaction value; the accuracy, effectiveness and reliability of our technology and data-driven platform; merchant service; services and products offered by competitors; and our ability to perform under, and maintain, our merchant agreements. In addition, having a diversified mix of merchant partners is important to mitigate risk associated with changing consumer spending behaviour, economic conditions and other factors that may affect a particular type of merchant or industry. In parallel, the attractiveness of our platform to our Lending Partners depends upon, in addition to the above-mentioned factors: transaction fees, lending facilitation fees, commission per loan disbursal, hurdle rates or other fees that they charge to us for distributing loans to consumers through our platform; size and quality of consumer base, our ability to perform under, maintain, and offer competitive conditions in our lending agreements, number of Lending Partners on-boarded on our platform, and our ability to convince consumers to use our Lending Partners' products.

Further, while we are not responsible for the quality, quantity, delivery, non-delivery of the products/services that are being paid for by the consumers, any failure on the part of the merchant or any default by borrowers in relation to the products/ services may diminish the value of our platform.

We enter into non-exclusive agreements with merchants for our payments business. These arrangements do not carry a term but are valid until termination. These agreements stipulate that the right to accept or cancel a transaction after the consumer has used the services vests with the merchant and any dispute arising out of deficient, improper or incomplete product/ service will be dealt with directly between the merchant and the consumer. These agreements can be terminated by either party without cause or notice and we also do not have any control over whether such merchants actually use our platform or services following registration, consistently, occasionally or at all.

5. ***We face substantial and increasingly intense competition in the fintech industry. If we are unable to compete effectively, our business, financial condition, results of operations and prospects would be materially and adversely affected.***

The fintech industry is fast growing, highly innovative and competitive and increasingly subject to regulatory scrutiny and oversight. Many areas in which we compete, evolve rapidly with innovative and disruptive technologies, shifting consumer preferences and needs, price sensitivity of merchants and consumers, and frequent introductions of new products and services. We face intense competition, principally from other mobile payment companies, fintech companies, payment service providers, including commercial banks that issue payment cards or provide QR codes for payments, digital lending companies, including companies offering Alternative Investment Products and companies providing similar technology or distribution-driven financial services in India. Key competitors across our business divisions include: (i) Payments, bills and recharge– Phonepe, Paytm, Airtel Payments Bank and Freecharge, and others; (ii) Lending – PhonePe, Paytm, Freecharge and Amazon Pay; and (iv) Investments – PhonePe, Paytm and Freecharge *(Source: RedSeer Report)*. However, many of such competitors operate multiple businesses and the presentation of financial and operating information may not be entirely comparable. In addition, we are also unable to disclose the comparative figures of our competitors, since such information relating to most of such competitors that are unlisted entities is confidential and not available in public domain or from verifiable sources.

Some of our current and potential competitors are larger operationally and/or financially than we are, have larger consumer bases, greater brand recognition, have raised significant capital from investors, have more successful marketing capabilities, longer operating histories, may generate significant traffic, a dominant or more secure position, robust technological capabilities, broader geographic scope, volume, scale, resources, and market share than we do, or offer products and services that we do not offer, which may provide them significant competitive advantages. Greater financial resources and product development capabilities may allow our competitors to respond more quickly to new or emerging technologies and changes in consumers and merchant preferences that may render our platform less attractive or obsolete.

We compete for consumers based on factors, such as, the value and consumer experience we offer as well as the security of our *MobiKwik* platform and our suite of product offerings. We compete for merchants based on factors, such as, scale and engagement of consumers on our platform, cost, convenience, quality and the innovative nature of our products and services. We also compete for motivated and capable talents, including technology and financial services talents. We expect competition to intensify in the future, both as emerging technologies continue to enter the marketplace and as large financial incumbents increasingly seek to innovate the services that they offer to compete with our platform. Technological advances and the continued growth of ecommerce activities have increased consumers' accessibility to products and services and led to the expansion of competition in digital payment options, such as, pay-over-time solutions. We face competition in areas such as: flexibility on payment options; duration, simplicity, and transparency of payment terms; reliability and speed in processing applications; underwriting effectiveness; compliance and security; promotional offerings; fees; approval rates; ease-of-use; marketing expertise; service levels; products and services; technological capabilities and integration; customer service; brand and reputation; and consumer, merchant and lender satisfaction. Increased investments made, lower prices or innovative products and services offered by our competitors may require us to divert significant managerial, financial and human resources in order to remain competitive, and ultimately may reduce our market share and negatively impact the revenues growth and profitability of our business. Our competitors may also make acquisitions or establish cooperative or other strategic relationships among themselves or with others, including merchants and lenders. Further, our business is subject to rapid changes in the industries we operate in, such as the introduction of new business models, and the entry of new and well-funded competitors or industry disruptors, including other leading internet, financial technology and payment services companies. In addition, the increased adoption of UPI and other alternative modes of digital payments by consumers has further increased competition for us in our payment services platform and could have an adverse impact on our business, financial condition, results of operations and prospects.

Increased competition in the Digital Credit distribution business market may result in overleveraging of consumers and could lead to an increase in default rates in the future, resulting in adversely affecting the business, financial condition, results of operations and prospects of Digital Credit distribution business players. Some of our potential Digital Credit distribution business competitors may include commercial banks (apart from payment banks) and large NBFCs in addition to other companies in the lending industry, who may be substantially larger than us, which gives those potential competitors advantages we do not have, such as a more diversified products, a broader consumer and merchant base, the ability to reach more consumers, larger set of data and enabling their algorithms to predict creditworthiness more efficiently, the ability to cross sell their products, operational efficiencies, the ability to crosssubsidize their offerings through their other business lines, broad-based local distribution capabilities, and lower-cost funding. In addition, Digital Credit distribution business offerings typically have low entry barriers and the cost to switch between different competitors' Digital Credit distribution business offerings is low. Consumers also have a propensity to shift to the lowest-cost provider and could use more than one platform, independent contractors who provide similar services could use multiple platforms concurrently as they attempt to maximize earnings and merchants could prefer to use the platform that offers the lowest commission rates and adopt more than one platform to maximize their volume of transactions.

Similarly, in the alternative investment products from our partners in India, the competitive landscape has become increasingly robust, with numerous players vying for market share. The heightened competition in the Alternative Investment Product industry, including distribution of credit as well as investment, poses a notable challenge for our fintech company. As the Alternative Investment Products industry evolves, the presence of multiple competitors, including large non-banking financial companies, and other lending industry participants, introduces a risk of overleveraging consumers. This intensified competition could potentially lead to increased default rates in the future, posing a threat to the business, financial condition, and results of operations for Alternative Investment Products Distribution platforms. Notably, some competitors may have a substantial advantage due to their larger size, offering a more diversified product portfolio, a broader consumer and merchant base, enhanced data analytics capabilities, and operational efficiencies. These advantages may enable them to predict creditworthiness more efficiently, cross-sell products, and benefit from broad-based local distribution capabilities.

Increased competition could result in the need for us to alter the pricing we offer to merchants or consumers. If we are not able to compete effectively, differentiate our business from those of our competitors or drive value for our consumers and merchants, our ability to retain consumers, merchants and partners may be adversely affected, the level of economic activity and consumer engagement on our platform may decrease and our market share and profitability may be negatively affected, which could materially and adversely affect our business, financial condition, results of operations and prospects, as well as our reputation and brand.

6. Our distribution of Financial Services Products depend on our relationships with Lending Partners, and any failure to maintain such partnerships could adversely affect our business, results of operations and financial condition.

While our *MobiKwik ZIP* and *ZIP EMI* products in the Financial Services business are developed, managed and serviced by us in conjunction with our Lending Partners, we are not a lender and we therefore partner with banks and RBI registered NBFCs, who in turn extend the credit through various credit products to our consumers, through our technology platform. In Fiscal, 2023 and the six months ended September 30, 2023, respectively, i.e. pursuant to the regulations on digital lending introduced by the RBI in the year 2022, our top three Lending Partner contributed 99.09% and 99.19%, respectively, of our Credit Partner AUM. Accordingly, our success depends on our ability to maintain a mutually beneficial partnership with our Lending Partners. We have partnered with numerous lending institutions, like Hero Fincorp Ltd., Northern Arc Capital Limited, SMFG India Credit Co. Ltd. (formerly known as Fullerton India), MyShubhLife (Datasigns Technologies Private Limited) and Transactree Technologies Private Limited. Our partnership with these Lending Partners could be negatively impacted on account of various reasons, including our failure to (i) maintain their trust in us and our platform; (ii) maintain effective credit underwriting and risk management processes and systems; (iii) conduct successful credit monitoring and collection efforts; and (iv) maintain or increase consumer engagement and merchant activity level. For example, we may not able to re-negotiate and renew our credit arrangement with certain Lending Partners. As a result of these, our Lending Partners may, amongst others, (i) determine to reach and acquire consumers directly instead of partnering with us; (ii) develop their own technology capabilities to serve consumers; (iii) re-negotiate commercial terms of the fee arrangements we have with them; and (iv) reduce or cease their cooperation with us and therefore expose us to greater partner concentration risk, all of which may or ultimately lead to our inability to satisfy demand from consumers. In the past, certain of our contractual arrangements with Lending Partners have terminated pursuant to the reasons provided above. In addition, we are dependent on our existing partners to increase their credit limits and partnering with new Lending Partners in order to grow our products in the Financial Services business. However, if our Lending Partners do not perceive unsecured digital lending as beneficial or if regulatory changes result in limiting or restricting access to capital from banks and NBFCs, it could limit our Financial Services business' growth plans. Moreover, there can be no assurance that changes in the credit policies of our Lending Partners may not adversely affect our ability to access credit and offer Financial Services. If any of these factors materialize, our products in the Financial Services business would be materially and adversely affected, which in turn could affect our business, financial condition, results of operations and prospects, as well as our reputation and brand. Further, despite our efforts in maintaining mutually beneficial partnerships with these financial institutions, they may still offer financial products or services that compete with us, decide to limit their business volume on our platform or partner with other players and/or competitors to avoid their own dependence and/or concentration risks. Accordingly, there can be no assurance that we can maintain relationships with our Lending Partners on commercially desirable terms, if at all.

In addition, to support the growth of our Financial Services offerings, we may be required to maintain a variety of lending arrangements and obtain alternative sources of lending. If we are unable to maintain access to, or to expand, our network and diversity of lending arrangements, our business, results of operations, financial condition, and future prospects could be materially and adversely affected. There can be no assurance that the lending arrangements will continue to be available on favorable terms or at all, and our lending strategy may change over time and depends on the availability of such lending arrangements. For example, disruptions in the credit markets or other factors, including an impact of a pandemic like COVID-19, natural disaster, or economic slowdown could adversely affect the availability, diversity, cost, and terms of our lending arrangements.

We have entered into agreements with our Lending Partners to act as a lending service provider, including in connection with facilitating loans to consumers for them on a non-exclusive basis. Such agreements are typically for a period of one year to three years and may be terminated by our Lending Partner by providing a written notice, subject to certain conditions. We are also responsible for obtaining specific consent from our consumers to allow us to share their information with our Lending Partners in order to determine the credit worthiness as well as expressly conveying to our consumers that our Lending Partners are extending the credit facility. These agreements also provide our Lending Partners the right to inspect, examine and audit, upon a reasonable notice, our operations and business records, which are directly relevant to the services provided by us under these agreements, including access to books of account, record of transactions, the right to take copies of any audit or review report or findings made on us in conjunction with the services provided to the Lending Partner. Our Lending Partners conduct their own consumer due diligence and shall have the right to approve or reject the consumer loan application at their sole discretion. We are also required to intimate our Lending Partners in case we enter into any agreement with any contractor for providing the services stipulated under such agreements. We are required to ensure that confidentiality of consumer information shared by our Lending Partner during the tenure of the agreement as well as after termination of the agreement in accordance with applicable laws. In addition, pursuant to the DLG Guidelines, our Lending Partners may require us to place a specified percentage, i.e. up to 5% of the total loan amount provided by them in a fixed deposit with a scheduled commercial bank 'under lien' to the Lending Partner or issue an irrevocable and unconditional bank guarantee/ corporate guarantee in favour of our Lending Partners, as applicable and subject to the terms of the respective agreements and in accordance with the DLG Guidelines. If any of our Lending Partners invoke such fixed deposits or bank guarantees or corporate guarantees, it would materially and adversely affect our business, financial condition and results of operations. Additionally, the Lending Partners typically have the right to assign its rights and obligations under these agreements to any third party at its sole discretion. In the event of any termination or interruption in a Lending Partner's ability or willingness to lend, our ability to offer products in the Financial Services business could be interrupted or limited, which could materially and adversely affect our business. A breach of such covenants or other events of default under our agreements with Lending Partners could result in the reduction or termination of our access to such lending and increase our cost of such lending, which could adversely affect our business, results of operations and financial condition.

7. Security breaches and attacks against our platform, and any potential breach of or failure to otherwise protect personal, confidential and proprietary information, could damage our reputation and materially and adversely affect our business, financial condition and results of operations.

Our business generates and processes a large amount of personal data, including contact information, spending patterns, mobile application usage, geolocation and device type, through the transactions undertaken on our platform, and also involves collection, storage, processing and transmission of consumers' data (in accordance with applicable laws), demographic data and behavioural data. Consequently, we face various risks in handling and protecting such large volume of data hosted on our platform and operating systems, including risks associated with attacks on our operating systems by third parties or fraudulent misappropriation by our employees; as well as risks associated with privacy concerns, and with the transmission, sharing and other security measures relating to such data. We are also required to comply with applicable laws, rules and regulations relating to the collection, use, disclosure or security of personal information, including any request from regulatory authorities in connection with such data. We conduct vulnerability assessment and penetration testing as well as system audits annually. Although we have developed systems and processes that are designed to protect data, prevent data loss and other security breaches, and have obtained a ISO 27001:2013 certification and undergo various security and compliance audits, including the Payment System Data Storage – System Audit and the Information System Audit as under the RBI-PPI Master Directions, we will need to continue to invest significant resources to further strengthen these security measures and any delay in upgrading our systems or any disruption, breach or failure in our technology infrastructure concerning the same, may have significant consequences on our business operations, including: (i) disabling or malfunctioning of financial, accounting or data processing systems; (ii) inability to service our customers on a timely basis or at all; (iii) non-availability of certain information for our management in order to enable them to plan for or respond to contingencies and changes in market conditions in a timely manner or at all; and (iv) loss of confidential or material data in relation to our financial products or customers and hence, there can be no assurance that such security measures will provide absolute security. For further information relating to our data security, protection and privacy measures, see "*Our Business – Security and Data Privacy*" on page 222.

Given the nature of our business and the industry in which we operate in, we are at a constant risk of breach of our security measures due to human error, malfeasance, insider threats, system errors or vulnerabilities, or other irregularities. The techniques used to obtain unauthorized, improper, or illegal access to systems and information (including consumers' personal data), disable or degrade services, or sabotage systems are constantly evolving, and often are not recognized or detected until after they have been launched against a target. Some of these evolving subnetwork or include (a) phishing and Trojans targeting our customers, wherein fraudsters send unsolicited mails to our customers seeking account sensitive information or to infect customer machines to search and attempt exfiltration of account sensitive information; (b) hacking, wherein attackers seek to hack into our website with the primary intention of causing reputational damage to us by disrupting services; (c) data theft, wherein cyber criminals may attempt to enter our network with the intention of stealing our data or information; (d) advanced persistent threat, a network attack wherein an unauthorized person gains access to our network with the intention to steal our data or information rather than to cause damage to our network or organization and remains undetected for a long period of time; and (e) ransomware, wherein attackers may deny us access to our network, or threaten to release our internal or our customer's data, unless a ransom is paid. In the past, unauthorized third parties have attempted, and we expect will continue, to attempt, to gain access to our platform and operating systems through various means, including, hacking into our systems or those of our consumers, merchants, or business partners, and attempting to fraudulently induce consumers of our platform (including employees, consumers and merchants) into disclosing confidential data such as consumer names, passwords, payment card and other sensitive information. This information may in turn be used to access personal or proprietary information or payment card data of our consumers, merchants or business partners that are stored on or accessible through our platform and information technology systems and those of third parties with whom we partner. In addition, we rely on our merchants for providing correct hyperlinks for our portals on their payment page. However, in case such hyper-links are inaccurate or redirected to phishing sites, consumers may be exposed to cybersecurity threats. In such cases, there is a risk that consumers may initiate complaints against us in various forums relating to their financial losses, breach of security and privacy.

Numerous and evolving cybersecurity threats, including advanced and persisting cyberattacks, cyber extortion, spear phishing and social engineering schemes, the introduction of computer viruses or other malware, and the physical destruction of all or portions of our information technology and infrastructure and those of third parties with whom we partner could compromise the confidentiality, availability, and integrity of the data in our systems. In order to protect our Company from such threats, we regularly commission audits for, among other things, ascertainment of security of card data for various card networks. One such digital forensic audit expert report was commissioned by us which observed certain data security breaches by an intruder in February, 2021 that resulted in compromise of certain buckets of customer data in the AWS environment (**"AWS Report"**). The report however, stated that such exfiltration did not result in compromise of any card security elements and/or card data relating to customers. Subsequently, in this regard, in March 2021, certain media reports alleged an unauthorised breach of our data security systems and gaining wrongful access to personal and financial data of our consumers, following which, we engaged an independent digital forensic audit expert to conduct an audit relating to these allegations and the report was submitted to the RBI along with the AWS Report, which, we submitted voluntarily, to keep the RBI informed. The RBI conducted its audit in November 2021, pursuant to which by way of its letter dated December 29, 2021 (**"Stop Operations Order"**), the RBI issued an order asking our Company to (a) stop issuing any fresh PPIs or reloading the existing PPIs; and (b) submit a System Audit Report (SAR), conducted by a CERT-In empanelled auditor. Post receipt of the abovementioned reports, the RBI requested certain clarifications from us, including on (a) actions taken by our Company being in accordance with its internal standard operating procedures; (b) adequacy of data storage processes and data security of our Company; (c) unavailability of certain audit trail logs; and (d) forensic audit expert's feedback on (i) data migration processes and (ii) data security concerning certain data transfer activities in the past. Subsequently, the RBI, by way of its email dated January 27, 2022, lifted the Stop Operations Order in view of the satisfactory SAR submitted by our Company.

Similarly, card networks may require additional security measures to be taken by us and/or invoke measures under the terms of our agreements with acquiring banks. In this regard, in the future, we might also be subject to regulatory actions, by the relevant regulatory and/or government authorities. In relation to this, RBI has in the past also imposed certain restrictions and penalties, like ordering stoppage on onboarding of new customers, on other players in the financial services industry, for non-compliances in relation to the information technology systems and digital security systems. In case our Company is also faced with any such allegation by the RBI, we might face similar restrictions or penalties as highlighted above.

Any such actual or perceived breach of our security could interrupt our operations; result in our systems or services being unavailable; result in improper disclosure of or access to data resulting in legal or financial exposure, relevant regulatory action and loss of consumer confidence and reputation; and adversely affect our business and results of operations. Similarly, certain vulnerabilities or breaches of network or data security at our merchants, partners or consumers could have similar effects and could mistakenly be attributed to us, which could also adversely affect our business, prospects, financial condition and results of operations.

8. Our credit underwriting and risk management systems may not be able to effectively assess or mitigate the risks of Financial Services business enabled through our platform, which could adversely affect our business, results of operations and financial condition.

Our exposure to credit risk is from the Financial Services Products, in which we largely facilitate credit to our consumers through Lending Partners. We provide financial guarantees on our *MobiKwik ZIP*, *ZIP EMI* products to our Lending Partners to guarantee a part of the loss on the credit extended to our consumers. These financial guarantees or first loss default guarantees are to be capped to 5% in accordance with the DLG Guidelines. Pursuant to this change, our Company is currently in the process of re-negotiating previously entered into arrangements with our Financial Services Providers in order to align them with the DLG Guidelines. If, we fail to successfully re-negotiate these arrangements or in case, the RBI interprets the prior arrangements to be non-compliant with the DLG Guidelines, then the RBI can levy specific penalties or take actions against our Lending Partners which may affect their business and consequently adversely affect our business continuity with such Lending Partner, reputation and results of operations. Accordingly, we bear the capped credit risk in the event that our consumers default with respect to their *MobiKwik ZIP*, and *ZIP EMI* credit payment obligations and are required to guarantee the losses incurred as part of our collection efforts to our Lending Partners. If our collection efforts are inadequate or ineffective, it may adversely affect the asset quality of the *MobiKwik ZIP* and *ZIP EMI* enabled through our platform, and materially and adversely affect our future profit and GMV growth on account of the amount of provisions we may need to make. In addition, in Fiscal 2021, 2022 and 2023 and in the six months ended September 30, 2023, respectively, expenses for this business incurred by the Company with its Lending Partners (recorded as financial guarantee expenses in our Restated Consolidated Financial Information) amounted to ₹ 583.67 million, ₹ 907.69 million, ₹ 1,095.93 million and ₹ 313.46 million, respectively.

Our ability to build trust in our *MobiKwik ZIP* and *ZIP EMI* products is significantly dependent on our credit underwriting and risk assessment capabilities. A critical element of our business is the ability to mitigate risks associated with our lending operations, including identification of suitable borrowers, appropriate underwriting and development of a viable and efficient collection framework. While our credit underwriting process involves various parameters to assess a consumer's creditworthiness and processes to refine and strengthen the credit rating algorithm and fraud detection, these processes may have programming errors, stale data or other flawed logic that may render our process ineffective or suboptimal resulting in increased credit losses than what we anticipated and denial of credit to credit worthy consumers adversely affecting our business, prospects, results of operations and financial condition. The accuracy of the risk model and the ability to manage credit risk related to our credit products may also be affected by legal or regulatory requirements, such as changes in the domestic data protection law which affects how we process and store data, changes in consumer behaviour, changes in the economic environment, issuing bank policies, and other factors. Further, our *ZIP EMI* product is relatively new and as a result, our credit-risk scoring algorithm is still evolving and therefore, may not be able to accurately assess credit-risk and predict the credit losses as we scale up *ZIP EMI*. If any of the foregoing were to occur, the performance of our credit assessment will be compromised, and our Lending Partners may be hesitant to continue to partner with us. As a result, our business, brand, reputation, results of operations and financial condition may be materially and adversely affected.

9. Our Alternative Investment business, Xtra, may be susceptible to certain credit, liquidity and reputational risks, exacerbated by the fact that we have distribution arrangement only one partner.

Xtra, our Alternative Investment business is susceptible to credit risk associated typically with investments in NBFC-P2P. While our Company is only involved in the distribution of products in this business, the returns for investors participating in the platform are directly exposed to the credit risk linked with borrowers failing to meet their repayment obligations. The inability of borrowers to fulfil their commitments may lead to financial losses for investors, adversely affecting the overall returns on their investments, which will in turn affect the marketability of *Xtra*.

The second risk involves liquidity risk, which encompasses abrupt fluctuations in lender or borrower participation that may influence the accessibility of liquidation options for investors in *Xtra* deposit platform. If there is a sudden increase in withdrawal of deposits from consumers on the platform, investors may face challenges in liquidating their investments. This interdependence between the participation of lenders and borrowers can create a scenario where the platform's liquidity is impacted, making it difficult for investors to exit their positions swiftly.

In addition, reputation risk is a critical concern for *Xtra,* tied to the potential adverse consequences stemming from various factors such as withdrawal defaults, cybersecurity lapses, or operational disruptions. Any negative publicity or events that erode investor confidence may impact their willingness to participate in *Xtra*.

The abovementioned risks are further exacerbated, given that our business exclusively relies on a single NBFC P2P partner, with which we have entered into a sourcing agreement, posing a concentration risk. The dependency on a single partner increases the possible impact of any adverse developments, including the ones mentioned above, affecting such partner, such as changes in their financial stability, business strategy, or regulatory compliance. Any termination or dispute arising thereof, or in the event of suspensions, disruptions, or operational challenges faced by such partner, the platform may encounter limitations in the availability of loans, impacting its ability to attract and retain borrowers.

Any failure to manage the above credit, liquidity and reputational risks will have an adverse effect on our business, it may be further detrimental for our relationship with our single NBFC P2P partner and in turn may affect our results of operations, financial condition, future prospects, and cash flows of our Company.

10. We may be impacted by a rise in cost of capital, which could decrease the attractiveness of our Digital Credit and Alternative Investment Products, distributed through our platform.

The profitability of our Company's Digital Credit distribution businesses is significantly linked to the cost of capital (being the interest rates charged by our Lending Partners to disburse loans through our financial services business). For instance, since our *MobiKwik ZIP* is interest-free for our consumers, our expenses towards cost of capital accrues given that we pay the interest component on the credit extended by our Lending Partners to our consumers. Interest rates in the market are one of the primary factors that affects the cost of capital of our businesses. Interest rates are highly sensitive to many factors beyond our control including, our competitive landscape, Indian monetary policy, various directives issued by the RBI in response to macroeconomic events, deregulation of the financial sector, domestic and international economic and political conditions such as wars, price of oil, and inflation. Any volatility in interest rates affects our Company and our Lending Partners' cost of capital.

Our Company partners with lending institutions to distribute Digital Credit to our consumers. Any rise in the cost of capital may materially and adversely impact our Lending Partners, including commercial banks and NBFCs. In case of rising interest rates, our Lending Partners may not be able to pass on the consequent rise in cost of capital to consumers. Finally, any increase in interest rates charged by our Lending Partners for the Digital Credit products marketed could result in decrease of consumers for such products and may also lead to current consumers prepaying their loans if lower interest loans are available from other sources.

Our Company acts as a source of investments for '*Xtra'*. The attractiveness of *Xtra* depends on the potentially higher rate of return offered by our partner vis-à-vis other investment products offered by traditional banking outlets and NBFCs, such as fixed deposits. If any of the abovementioned factors were to impact the broader cost of capital, the consumers may not perceive the potentially higher rate of interest offered by us as attractive, thereby, decreasing the attractiveness of our product, relative to other deposit products. If we fail to attract investors to our product, then we might not be able to achieve or sustain continued growth of our product *Xtra*. As a result, our NBFC-P2P partner may be forced to increase the indicative returns offered, which could materially and adversely affect our profitability and business.

11. We have in the past, incurred losses, including in Fiscals 2021, 2022 and 2023. While, we have turned profitable in the six months ended September 30, 2023, we may not always maintain profitability in the future.

We have in the past incurred, and may in the future incur, losses. Our losses amounted to ₹ 1,113.00 million, ₹ 1,281.62 million and ₹ 838.14 million in Fiscals 2021, 2022 and 2023, respectively. However, we turned profitable recently in the six months ended September 30, 2023, generating profit for the period of ₹ 94.78 million. Historically, our losses have primarily resulted from the substantial investments required to grow our business and customer acquisition costs. Further, we have expended and expect to continue to expend substantial financial and other resources on, among others, marketing costs to attract consumers and merchants to our platform, developing our platform, including expanding our platform's offerings, developing or acquiring new platform features and services, and expanding into new markets in India. We also expect to incur additional general and administrative expenses as a result of our growth. We follow a two-step process to launch new business products, which includes, firstly, investing in building robust systems and processes prior to the launch of the new product and secondly, a soft launch of the relevant product on a pilot basis in order to obtain real-time data and assess scalability, viability and profitability. These processes increase our expenditure and accordingly reduce our profitability. In addition, we intend to invest in maintaining our high level of consumer and merchant service and support, which we consider critical to our continued success. Additionally, a significant part of our operating costs also includes lending operational expenses and financial guarantee expenses, which, in the future, may be greater than we anticipate, and our investments to make our business and our operations more efficient may not be successful. Increases in our costs, expenses and investments may reduce our margins and materially adversely affect our business, financial condition and results of operations and any failure by us in efficiently managing the abovementioned costs and expenses could prevent us from maintaining profitability in the future on a consistent basis. Any failure by us to sustain our growth and profitability could cause the value of our Equity Shares to decline, restrict our ability to pay dividends and impair our ability to raise capital and expand our business.

12. We depend on Zaakpay's services for our payments services and Financial Services business, specifically, MobiKwik ZIP and ZIP EMI, and any disruption in its services may adversely affect the operations of platform, which could have an adverse effect on our brand, reputation, business operations, financial condition and results of operations.

Zaakpay, our payment gateway business and brand operated under our wholly owned subsidiary, Zaak ePayment Services Private Limited, offers end-to-end payment processing solutions to online merchants. It benefits from the large consumer base and merchant network of our platform, which provides a significant untapped opportunity for cross-selling the payment gateway service to online merchants. While our Payments business and Financial Services business significantly rely on *Zaakpay*'s services for processing payments within the MobiKwik ecosystem. Accordingly, any disruption in the functioning of *Zaakpay*, even if caused due to factors completely external to us, can adversely affect the operations of our payments and Financial Services products, including *MobiKwik ZIP* and *ZIP EMI*, as well as our brand and reputation.

Providers of payment solutions, including *Zaakpay*, also depend on payment networks, including network efforts associated with the same and compliance with payment network rules, or relationships with sponsoring financial institutions to provide access to those networks. If *Zaakpay* fails to comply with the requirements of those networks or sponsors, or if *Zaakpay*'s relations with those networks or sponsors deteriorate, those payment networks or sponsors could terminate or suspend *Zaakpay*'s access or impose fines. In addition, the concentration of a significant portion of our business and transaction volume with a limited number of merchants, or type of merchant or industry, exposes us disproportionately to any of those merchants choosing to no longer partner with us or choosing to partner with a competitor, to the economic performance of those merchants or industry or to any events, circumstances, or risks affecting such merchants or industry. We cannot assure you that we will be able to maintain historic levels of business from our significant merchants, or that we will be able to significantly reduce merchant concentration in the future, which may have an impact on our profit margins and financial performance.

We enter into non-exclusive merchant agreements to offer our payment aggregator services through *Zaakpay*. These agreements are typically valid till termination and can be terminated by either party, at their sole discretion, by providing a written notice, subject to certain conditions. Under these merchant agreements, we are typically required to deliver onward payment to the merchants within two business days. In addition, *Zaakpay's* merchants are not subject to any minimum volume commitments and they have no obligation to continue to use its services, and accordingly, there can be no assurance that merchants will continue to use *Zaakpay's* services, or that *Zaakpay* will be able to continue to attract new volumes at the same rate as it has in the past. A merchant's payment processing activity with *Zaakpay* may decrease for a variety of reasons, including the merchant's level of satisfaction with *Zaakpay's* products and services, the effectiveness of *Zaakpay's* support services, pricing of

Zaakpay's products and services, the pricing and quality of competing products or services, the effects of global economic conditions, or reductions in the merchant's shopper spending levels. Further, the complexity and costs associated with switching transaction volume to a competitor may not be significant enough to prevent a merchant from switching payment service providers, especially for larger merchants who commonly engage more than one payment service provider at any one time. Any failure to cross-sell *Zaakpay* to the merchant network of our payment services platform, acquire new merchants, decrease in level of network effects, and increase revenue from both new and existing merchants could materially and adversely affect *Zaakpay*'s business, financial condition, results of operations and prospects, which would consequently affect our business.

13. Collection efforts in our Digital Credit Distribution offerings may be ineffective or deemed improper. Borrowers also may not view or treat their Digital Credit distributed through us as having the same significance as other obligations, and the Digital Credit facilitated through our platform are not secured, guaranteed, or insured and involve a high degree of financial risk.

Our Digital Credit products enable credit to consumers which they can use for making purchases directly or through the *MobiKwik Application* and repay the same credit between 30 days and 24 months, depending on the type of Digital Credit product and ticket size of purchase. If our collection efforts are not as effective as expected, it may also result in a reduction of the asset quality of our Digital Credit enabled through our platform, and materially and adversely affect our relationships with our Lending Partners as well as our business, financial condition and results of operations. Although we have, in compliance with relevant laws and regulations adopted policies and guidelines on selecting third-party service providers and regulating and closely monitoring their collection efforts, we cannot assure you that our third-party service providers, over whom we do not have control, will not engage in any misconduct or be perceived as engaging misconduct as part of their collection efforts. Any such misconduct or perceived misconduct may harm our reputation and hinder our collection efforts as well as result in regulatory inquires or penalties to us. Further, the Digital Credit facilitated through our platform is not secured by any collateral, not guaranteed or insured by any third-party, and not backed by any governmental authority in any way. Therefore, we are limited in our ability to collect such credit if a consumer is unwilling or unable to repay them.

Our ability to collect on loans is dependent on the consumer's continuing financial stability, and consequently, collections can be adversely affected by a number of factors, including job loss, divorce, death, illness, or personal bankruptcy. In addition, factors including, the slowdown of the Indian economy, adverse development in general economic conditions, an increase in unemployment rates among our consumers, health pandemics or epidemics, adverse weather conditions and natural disasters could result in the deterioration of credit profiles of our consumers. These consumers generally have limited or no credit history in the credit bureaus, fewer financial resources or borrowing capacity than large entities, and may be more vulnerable to economic downturns. In addition, these consumers often have limited or unstable income and often need substantial additional capital to expand or compete and may experience substantial volatility in results of operations, any of which may impair a borrower's ability to repay Digital Credit distributed through our platform. Further, a consumer's ability to repay their Digital Credit can be negatively impacted by increases in their payment obligations to other lenders under mortgage, credit card, and other loans resulting from increases in base lending rates or structured increases in payment obligations. If a consumer defaults on a Digital Credit, we may be unsuccessful in our efforts to collect the amount of such credit. An increase in defaults precipitated by these risks and uncertainties could have a material adverse effect on our business, results of operations, financial condition, and future prospects. For example, any increase in defaults could lead to our Digital Credit Distribution product, not being able to deliver the indicated returns, which in turn, could lead to our Lending Partners terminating the relationships we have with them. If general economic conditions negatively impact India and consumers are adversely affected by adverse business conditions, the credit balance enabled through our platform may decrease due to lower demand by consumers or defaults by some existing borrowers', thereby negatively impacting our growth. Moreover, an economic downturn could reduce the risk appetite of our Lending Partners. Further, our Lending Partners' risk appetite could also take a downturn in case any of the independent credit rating agencies downgrade their rating leading them to not being able to borrow at competitive rates from various sources thereby affecting their ability to provide us credit for our operations. If any of the forgoing materialized, it would affect their collaboration with us, and as a result, adversely affect our business, financial condition and results of operations. In addition, while every default is reported to CIBIL and a consumer's CIBIL score is impacted, borrowers may still not view the Digital Credit facilitated through our platform as having the same significance as other credit obligations arising under more traditional circumstances. If a consumer neglects their payment obligations on a Digital Credit facilitated through our platform or chooses not to repay their loan entirely, it will have an adverse effect on our business, results of operations, financial condition, future prospects, and cash flows.

14. *Failure to deal effectively with fraudulent transactions, illegal activities creates negative consumer experiences, that would harm our business, and could severely diminish merchant and consumer confidence in and use of our platform.*

We experience and face risks of loss due to fraudulent transactions, including consumer and merchant fraud, fraudulent chargeback, unauthorized use of account information and identity theft. In Fiscal 2021, no frauds were noted and in Fiscal 2022 we noted frauds aggregating to ₹ 106.91 million, and in Fiscal 2023, frauds aggregating to ₹ 142.13 million. Significant amounts of cancellations or chargebacks on account of unauthorised or fraudulent transactions could adversely affect our business or financial condition. High profile fraudulent activity or significant increases in fraudulent activity could also lead to regulatory intervention, negative publicity, and could materially and adversely affect our business, results of operations, financial condition, future prospects, and cash flows. Further, measures to detect and reduce the risk of fraud require continuous improvement and may not be effective in detecting and preventing fraud, particularly new and continually evolving forms of fraud or in connection with new or expanded product offerings. If our risk management measures against fraudulent transactions do not succeed, fraudulent transactions may increase, which could lead to losses, regulatory penalties or even temporary restrictions on our operations, and as a result, and our business, reputation, financial condition and results of operations may be materially and adversely affected. Our Company receives fraud related complaints from various portals, including the Complaint Management Systems, National Consumer Helpline and the Centralized Public Grievance Redress and Monitoring System and other government agencies. The complaints are broadly in relation to wallet frauds, loan frauds, merchant transaction disputes and refund failures.

Further, while we seek to recover losses from merchants due to chargebacks on payment cards used by consumers to fund their payments, *Zaakpay* has experienced defaults from merchants in the past resulting in losses for *Zaakpay* related to chargebacks from consumers who had paid for, but had not received, the services to be provided by the defaulted merchant. Further, in the event of the bankruptcy or other business interruption of a merchant that sells goods or services in advance of the date of their delivery or use (for example, airlines, custom-made goods, and subscriptions), we could be liable to the buyers of such goods or services, including through chargebacks on payment cards used by consumers to fund their payments. We also incur losses from claims that the consumer did not authorize the purchase, from consumer fraud, from erroneous transactions and from consumers who have closed bank accounts or have insufficient funds in them to satisfy payments. If losses incurred by us related to payment card transactions become excessive, they could potentially result in our losing the right to accept payment cards for payment, which would harm our business.

Although we have implemented a disclosure policy to prevent disclosure of confidential information, and established internal controls, there can be no assurance that such policies and internal controls will prevent fraud or illegal activity or misconduct by our employees or that similar incidents will not occur in the future. Any illegal, fraudulent, corrupt or collusive activity, misconduct, or perceptions of conflicts of interest and rumors, could severely damage our brand and reputation, even if they are baseless or satisfactorily addressed, which could drive consumers, businesses and our partners away from our platform, and materially and adversely affect our business, financial condition and results of operations.

In addition, while the terms of use provided on our platform, which consumers are bound by, prohibit the use of our services for illegal purposes, our offerings, particularly our payments platform, are susceptible to potentially illegal or improper uses, including money laundering, terrorist financing, sanctions evasion, illegal online gambling, fraudulent sales of goods or services, illegal sales of prescription medications or controlled substances, piracy of software, movies, music, and other copyrighted or trademarked goods (in particular, digital goods), bank fraud, child pornography, human trafficking, prohibited sales of alcoholic beverages or tobacco products, securities fraud, pyramid or ponzi schemes, or the facilitation of other illegal or improper activity. In addition, regulatory/ statutory/ government authorities could seek information or impose directions on us in the course of proceedings initiated against fraudulent or illegal actions of our merchants. In the past, statutory authorities have called for information from us and directed us to attach certain amounts processed by our Company. The use of our payment platform for illegal or improper uses may subject us in the future, to claims, lawsuits, and government and regulatory requests, inquiries, or investigations that could result in liability and harm our reputation. Any threatened or resulting claims could result in reputational harm, and any resulting liabilities, loss of transaction volume, or increased costs could harm our business.

15. *Our operations are subject to regulation, oversight and inspection by the RBI, and any adverse observations, proceedings or notices from the RBI may affect our operations.*

As part of our regulatory compliance, we are required to maintain a minimum net-worth requirements in relation to the authorizations obtained by us for pre-paid payment instruments and BBPOU and will be required to maintain such minimum regulatory capital in relation to the payment gateway aggregator authorization for which we have received an in-principle approval from the RBI. Such guidelines also require us and will require us to comply with certain net-worth thresholds, including (i) ₹ 150 million for pre-paid payment instruments authorization; (ii) ₹ 250 million for BBPOU authorization; and (iii) ₹ 250 million that was required to be achieved by March 31, 2023 for payment aggregator authorization, which we are required to maintain to be able to provide payment services products without interruption. For details of approvals relating to our business and operations, see "*Government and Other Approvals*" on page 421. The licenses and approvals required by us are subject to numerous conditions and we cannot assure you that these would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business. For instance, RBI, in 2019 had highlighted certain non-compliances by the Company under the Reserve Bank of India (Issuance and Operation of Prepaid Payment Instruments) Directions, 2017 in relation to (i) permitting loading in minimum detail PPIs without obtaining officially valid documents from the consumers; and (ii) facilitating fund transfers of the consumers without completion of their full KYC process. Pursuant to the abovementioned non-compliances, a penalty of ₹ 1.50 million was levied upon and paid by our Company to the RBI.

Pursuant to regular inspections undertaken by the RBI, it has from time-to-time highlighted certain operational issues, including relating to review processes for software installed on end consumer systems, data leakage controls on employee mobile devices, protection of consumer databases, fraud risk management, internal audit of information security, concurrent use from different devices, and certain non-compliances of RBI regulations. We have provided appropriate responses to the RBI and continue to focus on continuously enhancing our operational processes.

Pursuant to a notice in May 2021, the RBI raised certain concerns relating to IT related compliance undertakings that we had submitted in response to an onsite inspection in 2019. These concerns, relating to presence of only one domain controller which could potentially lead to a single point of failure, usage of file transfer protocols for connections with certain lenders, server anti-virus configurations, unlimited employee devices for data download, mechanism to ensure consistent and latest patch levels, periodic backup of network and security devices, and lack of centralised and coordinated monitoring and management of security related incidents. Our Company has submitted its reply to such communication from RBI, providing certain clarifications and undertaking to resolve certain pending IT issues, including in relation to its server-client setup work, security solution and integration of security information and event management.

Additionally, our Company received a show cause notice dated September 16, 2021 ("**SCN**"), from the RBI under the PSS Act under which it observed that our Company had not maintained the required net-worth of ₹ 1.00 billion between March 31, 2019 and June 29, 2021 as mandated under Paragraph 13 (c) of the BBPS Guidelines. This SCN was pursuant to certain explanations that had been sought from our Company by RBI previously. In the course of such explanations, our Company had submitted a net-worth certificate with the RBI on August 6, 2021 stating that it was in compliance with the net-worth requirement stipulated under the BBPS Guidelines. Our Company has requested for a personal hearing before the RBI in relation to this matter, however, the RBI, on December 7, 2021 had imposed a penalty of ₹ 10.00 million on our Company under Section 26(6) of the PSS Act. For more details regarding regulatory risks including risks involving RBI, please see *"- Security breaches and attacks against our platform, and any potential breach of or failure to otherwise protect personal, confidential and proprietary information, could damage our reputation and materially and adversely affect our business, financial condition and results of operations"* on page 40.

16. We have had negative cash flows from operating activities in the past and may, in the future, experience similar negative cash flows.

We have experienced negative cash flows from operating activities in Fiscals 2021 and 2022, as well as the six months ended September 30, 2023. However, our Company was net cash positive in Fiscal 2023. We may, in the future, experience negative cash flows from operating activities. The following table sets forth certain information relating to our cash flows for the periods indicated below:

Particulars	Fiscal			
	2021	2022	2023	September 30, 2023
	(₹ million)			
Net cash generated from/ (used in) operating	(345.06)	(3,205.86)	270.13	(48.56)

Particulars	Fiscal			
	2021	2022	2023	September 30, 2023
	(₹ million)			
activities				
Net cash generated from/ (used in) investing activities	104.92	(847.72)	(6.78)	359.90
Net cash generated from/ (used in) financing activities	725.72	3,294.16	179.68	(229.46)
Net (decrease)/ increase in cash and cash equivalents	485.58	(759.42)	443.03	81.88
Cash and cash equivalents at the end of the year/period	22.85	(736.57)	(293.54)	(211.66)

Negative cash flows over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. As a result, our business, financial condition and results of operations could be materially and adversely affected. For further information, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Cash Flows*" on page 392. Further, we cannot assure you that our net cash flow will be positive in the future.

17. Any failure to comply with applicable laws and regulations, including regarding consumer data processing, storage, use, security, disclosure and privacy, could result in claims, changes to our data security and privacy practices or our other business activities, penalties, increased cost of operations, or decline in consumer growth or engagement, or otherwise negatively affect our business.

Indian regulators have been establishing and increasing their regulatory authority, oversight, and enforcement in ways that impact our business. The digital payment and financial services industries are heavily regulated in India. Several regulatory authorities, primarily the RBI, SEBI and IRDAI, oversee different domains of the financial services and insurance services sectors. Additionally, as a registered Bharat Bill Payment Operating Unit ("**BBPOU**"), we are also subject to the business standards, rules and procedures for technical and business requirements mandated by NPCI, which is a registered Bharat Bill Payment Central Unit under the Implementation of Bharat Bill Payment System – Guidelines issued in 2014. As a result, our business is subject to complex and changing laws, rules, regulations, policies, and legal interpretations, including those governing: lending, deposit taking, domestic money transmission, prepaid access, foreign currency exchange, anti-money laundering, internet content providers, maintaining regulatory capital, insurance product, investment advice, e-commerce, data collection, privacy and data protection, data governance, cybersecurity, banking secrecy, cryptocurrency, digital payment instruments and payment services (including payment processing and settlement services), fraud detection, consumer protection, antitrust and competition, economic and trade sanctions, anti-money laundering, and counter-terrorist financing. There are also laws and regulations that cover different aspects of the industry including entry into such businesses, scope of permitted activities, licenses and permits for various operations. Further, as we introduce new products and services and expand into new markets, we may become subject to additional regulations, restrictions, and licensing requirements. In addition, since we partner with banks and RBI registered NBFCs that extend capital borrowed by our consumers, through our platform for Digital Credit Distribution, our business model and these financial institutions are subject to continuously evolving regulations on the financial services industry and tightened scrutiny from the regulators. Potential scrutiny includes data security and privacy requirements, limitation on reliance on any single platform, tighter operational standards or more stringent conduct requirements of financial services industry. Furthermore, we are also required to undertake suspicious transactions reporting with FIU, in case of any suspicious transactions. Failure to report any suspicious transactions may result in proceedings against the Company under the provisions of the Prevention of Money Laundering Act, 2002.

As privacy and data protection become more sensitive issues in India, we may also become exposed to potential liabilities and increase compliances. For example, the DPDP Act has been enacted on August 11, 2023 which may come into force on a later date which the GoI may notify. Under this, all data fiduciaries, determining the purpose and means of processing personal data, are mandated to provide an itemized notice in plain and clear language containing (a) description of personal data being sought to be collected; (b) the purpose for which the same is proposed to be processed; and (c) the manner of grievance redressal. Further, it gives the data principal an option to withdraw their consent at any time, in case the consent is the basis of processing personal data. Any form of non-compliance shall attract a financial penalty as prescribed in Schedule I of the DPDP Act, not exceeding Rs. 2,500 million for each violation. Additionally, the DPDP Act contains provisions related to data retention. It mandates that the data fiduciary can only retain data principal's data until the earlier of either end of purpose for which consent was given, or withdrawal of consent as mentioned above.

Until the DPDP Act comes into force, we are required to comply with the Information Technology Act, 2000, as amended and the rules thereof, which provides for civil and criminal liability, and several privacy laws, including the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 and the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021, which impose limitations and restrictions on the collection, use, disclosure and transfer of personal information. For further information, see "*Key Regulations and Policies*" on page 227. The improper collection, use or disclosure of our consumer data could result in a loss of consumers, merchants, Lending Partners and other participants on our platform, loss of confidence or trust in our platform, litigation, regulatory investigations, penalties or actions against us, significant damage to our reputation, and have a material adverse effect on the trading price of our Equity Shares, our business, financial condition, results of operations and prospects. In addition, if our Lending Partners or merchants with whom we share a limited amount of consumer transaction data in accordance with applicable laws, engage in activities that are negligent, fraudulent, illegal or otherwise harm the trustworthiness and security of our platform, including improper disclosure or use of consumer data, or if they otherwise fail to meet their data security and privacy obligations, or consumers are otherwise dissatisfied with their service quality on or off our platform, we may be subject to regulatory penalties, consumer complaints and suffer reputational harm, even if due to actions or activities not related to, attributable to or caused by us, or within our control.

18. There have been certain deficiencies/ irregularities in managing our records and compliances with the RBI in relation to allotments made by us to certain non-resident Shareholders, as a result of which there have been certain inaccuracies and non-compliances with respect to certain filings with the RBI. While we have filed an application for compounding, we may still be subject to regulatory actions and penalties for any past or future non-compliance and our business, financial condition and reputation may be adversely affected.

In the past, our compliances in relation to RBI related filings for allotments made to certain non-resident Shareholders, have been inadequate as a result of which there have been factual inaccuracies, delays and failures in making such regulatory filings. While we have filed a compounding application with the RBI, we cannot assure you that there are no other instances of irregularities in regulatory filings/allotments made by our Company.

For the below allotments, pursuant to our filings at the time of the allotments with the RBI, the RBI had either requested for further information or had rejected them due to certain discrepancies. In addition, these filings had also been delayed on account of various other reasons, including delays in responding to the requests for additional information from the RBI, delays in receipt of requisite KYC documents and foreign inward remittance certificates ("**FIRCs**") from the relevant authorised dealer banks and mismatches between the KYC documents received in respect of the relevant investors and FIRCs. Accordingly, we have again refiled the requisite forms with the RBI and have received approval from RBI on such submissions:

1. Allotment of Class A Equity Shares and Series A1 CCCPS to Sequoia Capital India Investments IV on March 28, 2014. The refiling has been done on June 22, 2021.

2. Allotment of Series B1 CCCPS to Tree Line Asia Master Fund (Singapore) Pte Ltd on February 27, 2015. The refiling has been done on June 21, 2021.

3. Allotment of Series C1 CCCPS to Sequoia Capital India Investments IV on June 24, 2016. The refiling has been done on May 27, 2021.

4. Allotment of Series C2 CCCPS to Net1 Applied Technologies Netherlands B.V. on September 2, 2016. The refiling has been done on October 13, 2021.

5. Allotment of Series C5 CCCPS to Cisco Systems (USA) Pte. Ltd. on January 9, 2017. The refiling has been done on June 25, 2021.

6. Allotment of Series C6 CCCPS to American Express Travel Related Services Company, Inc. on June 14, 2017. The refiling has been done on June 22, 2021.

7. Allotment of Series C9 CCCPS to GMO Global Payment Fund Investment Partnership on July 6, 2017. The refiling has been done on June 21, 2021.

8. Allotment of Series C3 CCCPS to Net1 Applied Technologies Netherlands B.V. on July 21, 2017. The refiling has been done on June 21, 2021.

9. Allotment of Series B4 CCCPS to Sequoia Capital India Investments IV on November 27, 2015. The refiling has been done on June 25, 2021

10. Allotment of Series B4 CCCPS to Tree Line Asia Master Fund (Singapore) Pte Ltd on November 27, 2015. The refiling has been done on June 25, 2021

In this regard, the Company has filed a compounding application dated December 01, 2023 and subsequent clarification sought by RBI was replied to on December 11, 2023, with the RBI for compounding of the same. The application is currently pending before the RBI. We cannot assure you that the RBI will approve our compounding application in respect of such contraventions and will not impose any penalty or that the penalty imposed will be reasonable and that it will not have a material adverse effect on our financial condition. Further, we cannot assure you that the RBI will not seek more information in relation to the allotments made to non-resident Shareholders in the future and that we will be able to provide satisfactory answers and information for all such queries from the RBI within the timelines prescribed by the RBI or at all. Additionally, the RBI may take penal actions against the Company for the abovementioned irregularities, including of requiring the Company to compound these irregularities before the RBI.

19. Inability to obtain, maintain or renew requisite statutory and regulatory permits and approvals for our business operations could materially and adversely affect our business, prospects, results of operations and financial condition.

Our operations are subject to extensive government regulation and in respect of our existing operations we are required to obtain and maintain authorizations, certificates and approvals including various regulatory approvals, labour related and tax related approvals.

One of our Subsidiaries, Zaakpay, has submitted an application dated May 8, 2021, with the RBI for setting up a payments system under Section 5(1) of the PSSA. The RBI by way of letter dated October 13, 2023 granted an in-principal approval to operate as a payment aggregator. For further details, please see "*Government and other approvals*" on page 421. We may not receive the final approval from RBI for our payment aggregator business for Zaakpay. In 2022, Zaakpay's application for a payment aggregator business was rejected by the RBI, which resulted in prohibition on Zaakpay from onboarding new merchants and ceasing their payment aggregator services to their then existing merchants. Any such disruption or rejection of relevant applications or cancellation of licenses, may lead to financial losses, operational challenges, and damage to our brand and reputation.

Failure or delay in obtaining or maintaining or renew the required authorizations or approvals, including the payment aggregator license within applicable time or at all may result in interruption of our operations. Further, the relevant authorities may initiate penal action against us, restrain our operations, impose fines/penalties or initiate legal proceedings for our inability to renew/obtain approvals in a timely manner or at all. Consequently, failure or delay to obtain such approvals could have a material adverse effect on our business, financial condition and profitability. If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, or suffer disruption in our activities, any of which could adversely affect our business.

20. Any failure to maintain, protect and enhance our brand and reputation could have a material adverse effect on our business, financial condition and results of operations.

Our brand recognition and reputation depend on our ability to provide quality and differentiated services, address consumer and merchants needs, maintain relationships with consumers, merchants, Lending Partners and other partners, and provide a consumer-friendly platform. If we are unable to maintain, protect and enhance our brand, expand our existing base of consumers and merchants, increase their engagement with our platform in a cost-effective manner, it could reduce the number and deteriorate our relationships with consumers, merchants and other partners as well as have a material adverse effect on our business and financial performance. In addition, we have received significant media coverage in India and any unfavourable publicity or negative media attention regarding our business model, revenue model, consumer support, technology, platform changes, platform quality, actions of our merchants and other partners, privacy or security practices, or management team could adversely affect our reputation. A public perception that we, merchants on our platform or our Lending Partners or other participants do not provide satisfactory services to consumers, even if factually incorrect or based on isolated incident or based on the aggregate effect of individually insignificant incidents, could damage our reputation, diminish the value of our brands, undermine the trust and credibility we have established, increased litigation, which may further increase our costs of doing business, and have a negative impact on our ability to attract and retain consumers and merchants.

In recent years, there has been a significant increase in the use of social media platforms in India, including blogs, social media websites and applications, and other forms of internet-based communications which allow individuals access to a broad audience of consumers and other interested persons and post, often without filters or checks on accuracy of the content posted. The dissemination of inaccurate information online could harm our business, reputation, prospects, financial condition and operating results, regardless of the information's accuracy. The damage may be immediate without affording us an opportunity to redress or correction. Other risks associated with the use of social media include improper disclosure of proprietary information, negative comments about us, exposure of personally identifiable information, fraud, hoaxes or malicious exposure of false information. Such inappropriate, unverifiable or false information regarding us or our platform may be published online or on social media by third parties which could increase our costs, lead to litigation or result in negative publicity that could damage our reputation and adversely affect our business, results of operations and financial condition. Additionally, post listing of our equity shares on stock exchanges, it could also affect the share prices and lead to loss of investment by prospective investors. Further, while we have implemented certain checks and procedures to ensure the content posted on our platform meet a minimum criteria, there can be no assurance that all the content displayed on our platform is not obscene, offensive or otherwise damaging to our business reputation and brand name, or the reputation of the supplier of the listing, or any third party since we do not have control over such third parties. Damage caused to our business reputation and brand name may deter consumers and merchants from using our platforms, which may have an adverse effect on our financial performance and prospects.

While we have been developing and promoting our brand since inception and will continue to invest in building and maintaining our brand's value in future to compete effectively, we may not be able to do so successfully or in a cost-effective manner. Further, unauthorized use of our brand name or logo by third parties could adversely affect our reputation, which could in turn adversely affect our business, financial condition, cash flows and results of operations. In addition, our agreements with merchants provide them the right to use the *MobiKwik* logo for execution/ implementation/ branding/ advertisement/ promotion of their own platform, which could have an adverse effect on our brand and reputation if such merchants are involved in malpractices or not able to provide satisfactory services to *MobiKwik* consumers.

21. We depend on internet search engines, mobile operating systems and application marketplaces to drive traffic and make our platform available to consumers and merchants. If we do not effectively operate with or receive favourable placements within such engines and operating systems, and maintain high consumers or merchants' reviews, our usage or brand recognition could decline and our business, financial results, cash flows and results of operations could be adversely affected.

Our success depends in part on our ability to attract consumers through unpaid internet search results on search engines. The number of consumers we attract to our platform from search engines is due, in large part, to how and where our platform ranks in unpaid search results. These rankings can be affected by a number of factors, many of which are not under our direct control and may change frequently. For example, a search engine may change its ranking algorithms, methodologies, or design layouts, and as a result, links to our platform may not be prominent enough to drive traffic to our website, and we may not know how or otherwise be in a position to influence the results. Search engines may also adopt a more aggressive auction-pricing system for keywords that may cause the fintech industry, including us to incur higher advertising costs or reduce our market visibility to prospective consumers. Our platform has experienced fluctuations in search result rankings in the past, and we anticipate similar fluctuations in the future. In addition, our competitors may be ranked higher and be able to attract more consumers through search results, which could have a negative impact on the discoverability of our platform. Any reduction in the number of consumers directed to our platform could adversely affect our business, financial condition, cash flows and results of operations.

We also depend on mobile operating systems, such as Android and iOS, and their respective application marketplaces to make our applications available to all participants that utilize our platform. Changes made by application marketplaces to their applicable terms and policies are mostly without notice or consultation and non-negotiable.

Therefore, failure to adhere to the required changes in such systems and policies of the application stores could adversely affect distribution, accessibility and availability of our mobile application. If such mobile operating systems or application marketplaces limit or prohibit us from making our platform available to participants that utilize our mobile application, make changes that degrade the functionality of our mobile application, increase the cost of using our mobile application, impose terms of use unsatisfactory to us, or modify their search or ratings algorithms in ways that are detrimental to us, or if our competitors' placement in such mobile operating systems' application marketplace is more prominent than the placement of our application, our consumer growth could slow down. In addition, our mobile application may experience technological glitches in the future. Any of the foregoing risks could adversely affect our business, financial condition, cash flows and results of operations.

As new mobile devices and mobile platforms are released, there is no guarantee that certain mobile devices will continue to support our platform or effectively roll out updates to our application. In addition, in order to deliver high-quality applications, we need to ensure that our platform is designed to work effectively with a range of mobile technologies, systems, networks, and standards. Further, the introduction of new operating systems would require us to adapt and/ or adjust our platform with their technology, which could entail significant cost and resources. If consumers or merchants that utilize our platform encounter any difficulty accessing or using our application on their mobile devices or if we are unable to adapt to changes in popular mobile operating systems, our consumer or merchant growth and consumer or merchant engagement would be adversely affected.

22. We rely on third parties to provide reliable and satisfactory products and services, and any disruption of or interference of the services provided by such third parties could adversely affect our business, financial condition, cash flows and results of operations.

We rely on third parties in many aspects of our business, including: merchants; networks, banks and payment processors that link us to the payment card and bank clearing networks to process transactions; Lending Partners who provide us with credit lines and enable operationalization of our *MobiKwik ZIP* and *ZIP EMI* products; and external business partners and contractors who provide key functions, such as, outsourced consumer support and product development functions, facilities, collections, information technology, data center facilities and cloud computing. Accordingly, our success depends on our ability to manage various partners including merchants, Lending Partners and independent service vendors, to provide reliable and satisfactory products and services to consumers on our platform. We do not have control over the operations of the services provided by the third-party service providers that we use. The third party service providers' facilities may be vulnerable to damage or interruption from natural disasters, cybersecurity attacks, terrorist attacks, power outages, and similar events or acts of misconduct. We have experienced, and expect that in the future we will experience, interruptions, delays, and outages in the services provided by third parties, particularly outages in banks processing networks. Any such disruption in service levels may adversely affect our ability to meet the requirements of consumers, merchants and other partners on our platform. Further, it may become increasingly difficult to maintain and improve our performance, especially during peak usage times, in the event our third party service providers levels do not increase at the same pace as we expand and the usage of our platform increases. These instances could lead to a significant short-term loss of revenue, increase our costs, and impair our ability to attract new consumers and merchants, any of which could adversely affect our business, cash flows, financial condition and results of operations.

We also depend on our merchants who generally accept most major credit cards and other forms of payment, to present our platform as a payment option and integrate our platform onto their platform or in their store. We do not have any recourse against merchants when they do not prominently present our platform as a payment option. The failure by our merchants to effectively present, integrate, and support our platform would have a material and adverse effect on our business, results of operations, financial condition, and future prospects. In addition, our ability to manage our partners or properly monitor the quality and efficacy of their service or product delivery may be limited in certain circumstances. For example, although we screen our partners' products and product providers before distributing them on our platform, we do not have control over the performance of their investment products or the coverage of their insurance products. Despite a clear disclaimer on risks associated with the quality of these products, we may be perceived as endorsing the quality of these products, such as the investment returns of wealth-tech products, and the terms and coverage of insurance products distributed through our platform. Any unsatisfactory performance for these products or services may potentially harm our reputation. We also rely on partners for complete, accurate and timely disclosure of their product information. While product information from these partners has been generally reliable, there can be no assurance that the same degree of reliability will be maintained in the future. Any incomplete, misleading, inaccurate or fraudulent information provided by our partners could result in investment and other losses by our consumers, harm our reputation and drive consumers away from our platform, or subject us to claims or litigation, which in turn could materially and adversely affect our business, financial condition and results of operations. In addition, there can be no assurance that third parties who provide services directly to us or our consumers will continue to do so on acceptable terms, or at all. If any third parties were to stop providing services to us or our consumers on acceptable terms, including as a result of bankruptcy, we may be unable to procure alternatives from other third parties in a timely and efficient manner and on acceptable terms, or at all. Further, our ability to switch to other third party providers may be restricted on account of high levels of cost associated with integration of our systems with new third party service providers.

23. Our investments in sales and marketing may fail to drive attention to our platform and may not result in additional transactions completed through our platform.

We have made, and will continue to make, investments in our marketing efforts, including search engine marketing and other forms of online marketing, such as social media posts and influencer campaigns, and offline touchpoints, such as, QR code and merchant posters, to attract large numbers of consumers and merchants. Our total customer acquisition costs (calculated on the basis of our total marketing spend comprising of business promotion expenses less user incentives) was ₹ 240.15 million, ₹ 388.96 million, ₹ 331.43 million and ₹ 220.57 million in Fiscal 2021, Fiscal 2022, Fiscal 2023 and in the six months ended September 30, 2023, respectively. The CAC per New Registered User (acquired inorganically and organically) was ₹ 13.02, ₹ 17.53, ₹ 20.30 and ₹ 31.29 in Fiscal 2021, Fiscal 2022, Fiscal 2023 and the six months ended September 30, 2023, respectively. We also focus on promoting our brand through partnerships or alliances with various consumer packaged brands, e-commerce partners and strategic business-to-business partners. In Fiscal 2021, 2022 and 2023 and in the six months ended September 30, 2023, our marketing expenditure (comprising of advertising and business promotion expenses) was ₹ 867.42 million, ₹ 1,130.14 million, ₹ 889.67 million and ₹ 466.23 million, respectively and accounted for 0.58%, 0.48%, 0.34% and 0.27% respectively, of our total Platform Spend GMV in such periods.

Particulars	Six months ended September 30, 2023	Fiscal 2023	Fiscal 2022	Fiscal 2021
Total customer acquisition cost (₹ million)	₹ 220.57	₹ 331.43	₹ 388.96	₹ 240.15
CAC per New Registered User (₹)*	₹ 31.29	₹ 20.30	₹ 17.53	₹ 13.02
Marketing Spend (business promotion expenses) (₹ million)	₹ 466.23	₹ 889.67	₹ 1,130.14	₹ 867.42
Marketing Spend as a % of Platform Spend GMV	0.27%	0.34%	0.48%	0.58%

** Represents organic and inorganic growth*

We may, however, not be able to accurately measure the effectiveness of our sales and marketing expenses. Our marketing initiatives may become increasingly expensive and generating a meaningful return on these initiatives may be difficult. In particular, as we grow our Financial Services offerings, we may have to include higher marketing/ promotion costs which may result in an increase in our customer acquisition costs and may not lead to a proportionate increase in our revenues, if our Financial Services offerings do not achieve the growth we anticipate. Even if we successfully increase revenue as a result of our paid marketing efforts, it may not offset the additional marketing expenses we incur. If our marketing efforts to help grow our business are not effective, we expect that our business, financial condition, cash flows and results of operations would be adversely affected. In addition, our sales and marketing activities may not be well received by consumers and merchants, and may not attract additional consumers and merchants as anticipated.

The evolving marketing approaches and tools may require us to experiment with new marketing methods to keep pace with industry trends and consumer and merchant preferences. Failure to refine our existing marketing approaches or to introduce new effective marketing approaches in a cost-effective manner could reduce our market share and negatively impact our results of operations. In addition, we have a limited operating history in certain of our products and services, including products in our Financial Services business. There can be no assurance that we will be able to recover costs of our sales and marketing activities or that these activities will be effective in generating new consumers and merchants for us. Further, new regulations may adversely affect certain marketing channels, in particular regulation aimed at controlling and censoring social media and increasing data protection. If we are not able to attract sufficient traffic to our platform and translate a sufficient number of visits into transactions, it could adversely affect our future growth and competitive position.

24. We are dependent on our Promoters, a number of Key Managerial Personnel and Senior Management and our inability to attract or retain such persons or finding equally skilled personnel could adversely affect our business, results of operations, cash flows and financial condition.

We are highly dependent on our Promoters, a number of Senior Management and Key Managerial Personnel for formulating our business strategies and managing our business. For further information, see "*Our Management*" on page 265. Our ability to meet continued success and future business challenges depends on our ability to attract, recruit and retain experienced, talented and skilled professionals. The market for skilled employees is extremely competitive, and the process of hiring employees with the necessary skills requires the diversion of significant time and resources. The specialized skills we require can be difficult and time-consuming to acquire and develop and, as a result, such skilled personnel are often in short supply. Competition remains intense for well-qualified employees in certain aspects of our business, including information technology, product management and development with focus on the digital payment and financial services industry. To attract and retain top talent, we have had to offer, and we believe we will need to continue to offer, competitive compensation and benefits packages. Competition for talent in the Indian internet industry is intense, and we may need to offer more attractive compensations and other benefits packages to attract and retain them.

We may need to invest significant amounts of cash and equity to attract and retain new employees and expend significant time and resources to identify, recruit, train, and integrate such employees, and we may never realize returns on these investments. During Fiscal 2021, 2022, 2023 and the six months ended September 30, 2023, four Key Managerial Personnel and one Senior Management Personnel had resigned from our Company. During Fiscal 2021, 2022, 2023 and the six months ended September 30, 2023, our attrition rate for employees was 30%, 46%, 41% and 25%, respectively. For details of changes in Key Managerial Personnel in the last three years, please see the section titled "*Our Management – Changes in Key Management Personnel during the last three years*" on page 287. The loss of the services of our Senior Management or any Key Managerial Personnel and our inability to locate suitable or qualified replacements or our inability to recruit or train a sufficient number of experienced personnel or our inability to manage the attrition levels in different employee categories may incur additional expenses which could severely disrupt our business and have an adverse effect on our financial results and business prospects.

25. We may be unable to successfully protect our intellectual property rights from being infringed by others, including competitors.

As of the date of this Draft Red Herring Prospectus, our Company had obtained 10 registered trademarks and applied for 12 trademark applications under the Trade Mark Act, 1999, and such applications have objections pending against them before the Registry of Trademarks, which are under the process of clarification and resolution. For further information, see "*Our Business – Intellectual Property Rights*" on page 225. However, we cannot guarantee that any of our pending trademark applications will be approved by the applicable governmental authorities or that it will not be abandoned.

Our intellectual property is not limited to the trademarks we have registered but also includes our proprietary and in-house developed algorithms we use for our platform and the databases of information we maintain. We protect our intellectual property in India through a combination of trademark statutes and laws and contractual provisions. While we protect our intellectual property through intellectual property protection and confidentiality clauses in agreements entered into with our employees and certain third parties, these agreements may not effectively prevent unauthorized use or disclosure of our confidential information, intellectual property, or technology and may not provide an adequate remedy in the event of unauthorized use or disclosure of our confidential information or technology, or infringement of our intellectual property. Despite our efforts to protect our proprietary rights, unauthorized parties may copy aspects of our platform or other software, technology, and functionality or obtain and use information that we consider proprietary. Policing unauthorized use of our intellectual property is often difficult and the steps taken may not be sufficient to prevent the infringement by unauthorized third parties of our intellectual property. In addition, unauthorized parties may also attempt, or successfully endeavor, to obtain our intellectual property, domain names, confidential information, and trade secrets through various methods, including through cybersecurity attacks, and legal or other methods of protecting this data may be inadequate.

Our failure to protect our intellectual property rights in a meaningful manner or challenges to related contractual rights could result in erosion of brand value and limit our ability to control marketing on or through the internet using our various domain names or otherwise, which could adversely affect our business, financial condition and results of operations. Litigation may be necessary in the future to enforce our intellectual property rights and protect our branding and reputation. Any litigation of this nature, regardless of outcome or merit, could result in substantial costs and diversion of management and technical resources, any of which could adversely affect our business, financial condition and results of operations. If the outcome of any such legal proceedings is adverse to us, we may not be able to adequately protect our reputation, which could have a material adverse effect on our business operations.

In addition, certain aspects of our platform include software covered by open source licenses. Companies that incorporate open source software into their products and services have, from time to time, faced claims challenging the ownership of open source software and compliance with open source license terms. As a result, we could be subject to suits by parties claiming ownership of what we believe to be open source software or noncompliance with open source licensing terms. Some open source software licenses require consumers who distribute open source software as part of their software to publicly disclose all or part of the source code to such software and make available any derivative works of the open source code on unfavourable terms or at no cost. Any requirement to disclose our source code or pay damages for breach of contract could be harmful to our business, financial condition, cash flows and results of operations.

26. Business interruptions or systems failures may impair the availability of our platform and inability to keep pace with rapid technological developments to provide new and innovative products and services, could result in a decline in the use of our products and services which may adversely affect our business, financial condition and results of operations.

Our platform depends on the efficient and uninterrupted operation of our technology systems. Reliability is particularly critical for us because the full-time availability of our platform is critical to our goal of gaining widespread acceptance among consumers and merchants for Payments and Financial Services. Our systems, or those of third parties upon which we rely upon, may experience service interruptions or degradation on account of hardware and software defects or malfunctions, computer denial-of-service and other cyberattacks, human error, earthquakes, hurricanes, floods, fires, natural disasters, power losses, disruptions in telecommunications services, fraud, military or political conflicts, terrorist attacks, computer viruses or other malware, or other events. There can be no assurance that we will not experience, in the future, system failures, denial of service attacks and other events or conditions from time to time that interrupt the availability or reduce or affect the speed or functionality of our products and services. In addition, our systems, application components and softwares that are developed internally may contain undetected errors, defects or bugs, that we may not be able to detect and repair in due time and in a cost-effective manner or at all. In such events, we may be liable for all or some costs and damages, as we would not be entitled to any indemnification or warranty that may have been available if we had obtained such systems or software from third-party providers. Disruptions or instabilities in telecommunications networks, our platforms, servers and databases as well as the functioning of internet service providers could lead to dissatisfaction and damage our reputation.

We have undertaken certain system upgrades and re-platforming efforts designed to improve our reliability and speed. These efforts are costly and time-consuming, involve significant technical risk and may divert our resources from new features and products, and there can be no guarantee that these efforts will succeed. Frequent or persistent interruptions in our services could cause current or potential consumers to believe that our systems are unreliable, leading them to switch to our competitors or to avoid our products and services, and could permanently harm our reputation and brands. Moreover, to the extent that any system failure or similar event results in damages to our consumers or merchants or Lending Partner(s) or their businesses, these consumers and merchants and Lending Partners could seek significant compensation or contractual penalties from us for their losses and those claims, even if unsuccessful, would likely be time-consuming and costly for us to address. In addition, as a provider of payments and Financial Services, we are subject to increased scrutiny by regulators that may require specific business continuity, resilience and disaster recovery plans and more rigorous testing of such plans. Further, any frequent or persistent site interruptions could lead to regulatory scrutiny, significant fines and penalties, and mandatory and costly changes to our business practices, and ultimately could cause us to lose existing licenses that we need to operate or prevent or delay us from obtaining additional licenses that we need to expand our business.

We do not carry business interruption insurance sufficient to compensate us for all losses that may result from interruptions in our service as a result of systems failures and similar events. Further, as we continue to grow our consumer base and integrate more merchants, Lending Partners and other business partners, we will experience high growth rates in transaction volumes, which will place a significant strain on our platform’s processing capacity. We cannot assure you that our current processing capacity will be able to handle the growth of the transaction volumes on our platform. A failure to adequately scale the processing capacity of our platform could therefore materially and adversely affect our consumer experience, business, financial condition, results of operations and prospects. In addition, our efforts to further scale the processing capacity of our platform involve significant technical risks and will increase our capital expenditure, which may divert our resources from new features and products, and there can be no guarantee that these efforts will succeed due to technical difficulties.

We also expect that new services and technologies applicable to the industries in which we operate will continue to emerge and may be superior to, or render obsolete, the technologies we currently use in our products and services. To remain competitive, we must continue to stay abreast of the constantly evolving industry trends and enhance and improve the responsiveness, functionality and features of our mobile application, website and systems. Developing and incorporating new technologies into our products and services may require significant investment, take considerable time, demand adaptability from our consumers and merchants and ultimately may not be successful. If we are unable to do so in a timely or cost-effective manner, our business could be adversely impacted. Failure to continue to innovate, or effectively identify and address new consumer needs could severely damage our position and diminish our market share, which in turn would materially and adversely affect our business, financial condition, results of operations and prospects.

27. Any failure to offer quality support and maintain high level of consumer satisfaction may harm our relationships with our consumers, Lending Partners and merchants and could adversely affect our business, financial condition, cash flows and results of operations.

Our ability to attract consumers, Lending Partners and merchants is dependent in part on our ability to provide them with high-quality support. Merchants, Lending Partners and consumers depend on our support organization to resolve any issues relating to our platform. If consumers do not trust our brand or do not have a positive experience or are not provided with quality support, they will not use our platform. If consumers do not use our platform, we cannot attract or retain merchants or Lending Partners. As a result, we have invested heavily in both technology and our customer support team. In addition, we rely on third parties to provide some support services such as, support through call centers to our consumers and merchants, and our ability to provide effective support is partially dependent on our ability to attract and retain third-party service providers who are not only qualified to support our consumers and merchants but are also well versed with our offerings and platform. If any of the personnel deployed by call centers engaged by us indulge in unprofessional or illegal behavior while interacting with our merchants or consumers, our brand and reputation will be adversely affected.

While we endeavour to provide quality support, we receive a large number of consumer and merchant complaints/ grievances and there can be no assurance that we will not receive such complaints/ grievances in the future and that we will be able to resolve all of them and continue to provide a high level of consumer satisfaction. Any failure to control the number of complaints/ grievances in the future may affect our market perception and the consumer trust in us and thereby might affect our future financial results adversely. If we are unable to maintain a consistently high level of positive consumer experience and offer quality support, we will lose existing consumers, merchants and Lending Partners. In addition, our ability to attract new consumers, Lending Partners and merchants is highly dependent on our reputation and on positive recommendations from our existing consumers, Lending Partners and merchants. As we continue to grow our business and improve our offerings, we will face challenges related to providing high-quality support services at scale. Any failure to offer quality support, maintain a consistently high level of customer service, or a market perception that we do not maintain high-quality customer service, would adversely affect our reputation and the number of positive consumer, Lending Partner and merchant referrals that we receive. It may also result in penalties from the regulators as certain customer grievance frameworks have been mandated by the regulator, such as the "Harmonisation of Turn Around Time (TAT) and customer compensation for failed transactions using authorised Payment Systems" issued by the RBI. As a result, our business, results of operations, financial condition, and future prospects would be materially and adversely affected.

28. If we are unable to cross-sell our Investments and Insurance products, our ability to generate additional revenue from consumers could be negatively impacted, which would adversely affect our business, financial condition and results of operations.

We distribute micro insurance (life, health and general) products, mutual fund investments, digital gold and distribution of Alternative Investment products. Accordingly, our ability to generate additional revenue from consumers depends on our ability to offer commercially viable Financial Service Products that identify and anticipate consumer needs. Our ability to attract consumers, to use, and build trust in, our wealthTech products distribution is significantly dependent on our ability to match suitable products to our consumers, which we determine based on the consumer insights generated from our platform. However, the complex nature of such wealthTech products may constrain our partners' ability to design new products that can sufficiently address the consumers' needs or our ability to distribute such products on our platform. Our proprietary algorithms also may not be effective in predicting the propensity of consumers to use wealthTech products distributed on our platform. Changes in the interest rate environment may result in lower investment returns which could impact our partners' liquidity and financial condition. Lower investment returns can also make our partners' products less attractive, resulting in lower sales. If any of the foregoing were to occur, our partners may be hesitant to continue to partner with us, and we may be unable to offer additional Financial Service Products to our consumers. In addition, increased insurance and wealth management regulations may complicate, delay and increase the costs of innovating, marketing and distributing such new products or services on our platform.

Further, we have limited experience and operating history in cross-selling such additional Financial Service Products and certain of our competitors may have a longer operating history and more experience as compared to us in these businesses. Further, such Financial Service Products may be accompanied by operating and marketing challenges that may be different from those we currently encounter. In addition, if we fail to successfully offer our new Financial Service Products in an increasingly competitive market or continue to maintain and build relationships with our partners who develop/ offer such Financial Service Products, we may not be able to capture the growth opportunities associated with them or recover the development and marketing costs, and our future results of operations and growth strategies could be adversely affected.

29. We rely on card issuers, banks and/ or payment processors. Changes to payment card networks or bank fees, rules, or practices could reduce our operating income and failure to comply with the applicable requirements of payment processors could result in termination or suspension, which could have a material adverse affect our business, financial condition and results of operations

We rely on card issuers, banks and/ or payment processors, and must pay a fee for this service. From time to time, payment processors may increase the interchange fees that they charge for each transaction using one of their cards. Any increase in interchange fees, special fees, or assessments for transactions that we pay to our payment processors could make our pricing less competitive, increase our operating costs, and reduce our operating income, which could materially harm our business, financial condition, and results of operations. The payment processors routinely update and modify their requirements. Changes in the requirements, including changes to risk management and collateral requirements, may impact our ongoing cost of doing business and we may not, in every circumstance, be able to pass through such costs to our merchants or associated participants. Furthermore, if we do not comply with the payment processors' requirements (for example, their rules, bylaws, and charter documentation), the payment processors could seek to fine us, suspend us or terminate our registrations that allow us to process transactions on their networks. The termination of our registration due to failure to comply with the applicable requirements of payment processors, or any changes in the payment processors' rules that would impair our registration, could require us to stop providing payment services to payment processors, which could have a material adverse effect on our business, results of operations, financial condition, and future prospects.

30. We have in this Draft Red Herring Prospectus included certain non-GAAP financial measures and certain other industry measures related to our operations and financial performance that may vary from any standard methodology that is applicable across the fintech industry. We rely on certain assumptions and estimates to calculate such measures, therefore such measures may not be comparable with financial, operational or industry related statistical information of similar nomenclature computed and presented by other similar companies.

This Draft Red Herring Prospectus contains certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance, such as EBITDA, EBITDA Margin, Overall Contribution Margin, Overall Credit Operating Cost, Gross Margin – Financial Services(%) and Gross Margin – Payment Services (%) and certain other industry metrics relating to our operations and financial performance, such as Platform Spend GMV, Customer Acquisition Cost, Registered Users, Activated MobiKwik ZIP consumers, MobiKwik ZIP GMV (Disbursements), ZIP EMI GMV (Disbursements) and Repeat MobiKwik ZIP Users, that are not required by, or presented in accordance with, Ind AS, or Indian GAAP. We compute and disclose such non-GAAP financial measures and such other industry related statistical and operational 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 fintech businesses, many of which provide such non-GAAP financial measures and other industry related statistical and operational information. These non-GAAP financial measures and such other industry related statistical and operational 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 and operational measures, and industry related statistical information of similar nomenclature that may be computed and presented by other fintech companies. 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 Restated Consolidated Financial Information disclosed elsewhere in this Draft Red Herring Prospectus.

We track our industry measures, with our internal systems and tools, which have a number of limitations, and our methodologies for tracking these metrics may change over time, which could result in unexpected changes to our metrics, including the metrics we publicly disclose. If the internal systems and tools we use to track these metrics undercount or over count performance or contain algorithmic or other technical errors, the data we report may not be accurate. While these numbers are based on what we believe to be reasonable estimates of our metrics for the applicable period of measurement, there are inherent challenges in measuring how our platform are used across large populations. For example, the accuracy of our industry measures could be impacted by fraudulent consumers of our platform, and further, we believe that there are consumers who have multiple accounts, even though this is prohibited under our terms of use, and we implement measures to detect and prevent this behaviour. Consumer usage of multiple accounts may cause us to overstate the number of consumers on our platform. In addition, limitations or errors with respect to how we measure data or with respect to the data that we measure may affect our understanding of certain details of our business, which could affect our long-term strategies. If our industry measures are not accurate representations of our business, if investors do not perceive our industry measures to be accurate, or if we discover material inaccuracies with respect to these figures, we expect that our business, reputation, financial condition, cash flows and results of operations would be adversely affected.

31. There are outstanding litigation proceedings against our Company and one of our Subsidiaries, Zaak ePayment Services Private Limited. Any adverse outcome in such proceedings may have an adverse impact on our reputation, business, financial condition, results of operations and cash flows.

There are outstanding legal proceedings against our Company and certain of our Subsidiaries, our Promoters and our Directors, which are pending at various levels of adjudication before various courts, tribunals and other authorities. The summary of outstanding matters set out below includes details of criminal proceedings, tax proceedings and other material pending litigation (as defined in the section "*Outstanding Litigation and Material Developments*" on page 415) involving our Company, Directors, Subsidiaries and Promoters.

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters	Material civil litigations	Aggregate amount involved* (₹ in million)
Company						
By the Company	4**	Nil	Nil	Nil	Nil	274.93
Against the Company	1***	10	Nil	Nil	1	1,617.13
Subsidiaries						
By the Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil
Against the Subsidiaries	Nil	5	Nil	Nil	Nil	165.51
Directors						
By the Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	2***	1	Nil	Nil	Nil	16.14
Promoters						
By the Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoters	2***	1	Nil	Nil	Nil	16.14

* *Amount to the extent quantifiable*
** *This includes a first information report filed against seventy-two individuals. For further details of the outstanding litigation proceedings, see "Criminal proceedings initiated by our Company" beginning on page 415.*
*** *This includes a case involving our Company, our Directors, and our Promoters. For further details of the outstanding litigation proceedings, see "Criminal proceedings against our Directors" beginning on page 418.*

In addition to the above, our Company is also involved in 39 consumer related proceedings currently pending before various fora such as district consumer disputes redressal forum and consumer courts.

There can be no assurance that these legal proceedings will be decided in our favor. In addition, we cannot assure you that no additional liability will arise out of these proceedings, and the same could divert our management's time and attention and consume financial resources. Any adverse order or direction in these cases by the concerned authorities even though not quantifiable, may have an adverse effect on our business, results of operations and financial condition. For further details, please refer to "*Outstanding Litigation and Material Developments*" on page 415.

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

32. We have not obtained credit ratings and may not be able to access capital to finance our operations and future growth of our business, which could have a material adverse effect on our business, results of operations, financial condition, cash flows, and future prospects.

The cost and availability of capital, among other factors, depends on our credit rating. We have not received any credit ratings, as of the date of this Draft Red Herring Prospectus. Credit ratings typically reflect, amongst other things, the rating agency's opinion of the financial strength, operating performance, strategic position, and ability to meet obligations of a company. The non-availability of credit ratings may increase borrowing costs and constrain our access to capital and lending markets and, as a result, could adversely affect our business and results of operations. In addition, non-availability of credit ratings could increase the possibility of additional terms and conditions being added to any new or replacement financing arrangements.

Further, in the future, we may seek to access the capital markets to obtain capital to finance growth. However, our future access to the capital markets could be restricted due to a variety of factors, including a deterioration of our earnings, cash flows, balance sheet quality, or overall business or industry prospects, adverse regulatory changes, a disruption to or volatility or deterioration in the state of the capital markets, or a negative bias toward our industry by market participants. Future prevailing capital market conditions and potential disruptions in the capital markets may adversely affect our efforts to arrange additional financing on terms that are satisfactory to us, if at all. If adequate funds are not available, or are not available on acceptable terms, we may not have sufficient liquidity to fund our operations, make future investments, take advantage of acquisitions or other opportunities, or respond to competitive challenges and this, in turn, could adversely affect our ability to advance our strategic plans. In addition, if the capital and credit markets experience volatility, and the availability of funds is limited, third parties with whom we do business may incur increased costs or business disruption and this could adversely affect our business relationships with such third parties, which in turn could have a material adverse effect on our business, results of operations, financial condition, cash flows, and future prospects.

33. Acquisitions, strategic investments, and other strategic transactions could result in operating difficulties and could harm our business.

We expect to continue to consider and evaluate a wide range of potential strategic transactions as part of our overall business strategy, including, business combinations, acquisitions, and dispositions of certain businesses, technologies, services, products, and other assets; strategic investments; and commercial and strategic partnerships. There can be no assurance that we will be successful in identifying, negotiating, and consummating favourable transaction opportunities. Strategic transactions may involve additional significant challenges, uncertainties, and risks, including, but not limited to, challenges of integrating new employees, systems, technologies, and business cultures; failure to develop the acquired business adequately; disruption of our ongoing operations and diversion of our management's attention; inadequate data security, cybersecurity and operational and information technology resilience; failure to identify, or our underestimation of, commitments, liabilities, deficiencies and other risks associated with acquired businesses or assets; and potential exposure to new or increased regulatory oversight and uncertain or evolving legal, regulatory, and compliance requirements; potential reputational risks that could arise from transactions with, or investments in, companies involved in new or developing businesses or industries, which may be subject to uncertain or evolving legal, regulatory, and compliance requirements; failure of the transaction to advance our business strategy and of its anticipated benefits to materialize; potential impairment of goodwill or other acquisition-related intangible assets; and the potential for our acquisitions to result in dilutive issuances of our equity securities or significant additional debt. Strategic transactions are inherently risky, may not be successful, and may harm our business, results of operations, and financial condition.

34. Any failure by us or our partners who work with us in connection with our digital payment and finance services to comply with applicable Anti-Money Laundering ("AML"), counter-terrorist financing and economic sanction laws and regulations could lead to significant penalties and damages to our reputation.

We and our partners who work with us in connection with our digital payment and finance services businesses are required to comply with certain AML requirements. These requirements include the establishment of a client identification program, the monitoring and reporting of suspicious transactions, the preservation of client information and transaction records, and the provision of assistance in investigations and proceedings in relation to AML matters. We and our partner financial institutions are also subject to various counter-terrorist financing and economic sanction laws and regulations that prohibit, among other things, any involvement in transferring the proceeds of criminal activities. These laws and regulations require us and our partners to establish sound internal control policies and procedures with respect to AML, counter-terrorist financing and economic sanction monitoring and reporting obligations. In particular, U.S. law generally prohibits U.S. persons from directly or indirectly investing or otherwise doing business in or with certain countries that are the subject of comprehensive sanctions and with certain persons or businesses that have been specially designated by the Office of Foreign Assets Control ("**OFAC**") or other U.S. government agencies. Other governments and international or regional organizations also administer similar economic sanctions.

We provide services to our consumers and merchants, who may be doing business with, or located in, countries to which certain OFAC-administered and other sanctions apply. Although we believe we have compliance systems in place that are sufficient to block prohibited transactions, there can be no assurance that we will be able to fully monitor all of our transactions for any potential violation. Although we do not believe that we are in violation of any applicable sanctions, if it were determined that transactions in which we participate violate U.S. or other sanctions, we could be subject to U.S. or other penalties, and our future business prospects could be adversely affected. We rely on our staff to be up-to-date and aware of the latest sanctions in place. Further, investors in the Equity Shares could incur reputational or other risks as the result of our consumers' dealings in or with countries or with persons that are the subject of U.S. sanctions.

The policies and procedures we and our partners have adopted may not be effectively implemented in protecting our services from being exploited for money laundering, terrorist financing and other illegal purposes. If we fail to comply with AML, anti-terrorist and economic sanction laws and regulations, we will be subject to fines, enforcement actions, regulatory sanctions, additional compliance requirements, increased regulatory scrutiny of our business, or other penalties levied by regulators, and damages to our reputation, all of which may adversely affect our business operations, and results of operations. In particular, if we were publicly named as a sanctioned entity by relevant regulatory authorities or become subject to investigation, our business may be significantly interrupted and our reputation will be severely damaged. Similarly, if our partners fail to comply with applicable laws and regulations, it could disrupt our services and could result in potential liability for us and damage our reputation. We and our partners have been and will continue to be required to make changes to our and their respective compliance programs in response to any new or revised laws and regulations on AML, counter-terrorist financing and economic sanctions, which could make compliance more costly and operationally difficult to manage.

35. We are required to comply with certain restrictive covenants under our financing agreements. Any non-compliance may lead to, amongst others, suspension of further drawdowns, which may adversely affect our business, results of operations, financial condition and cash flows.

We have incurred indebtedness, and we may incur additional indebtedness in the future. Our Company and our Subsidiaries have availed loans and bank facilities in the ordinary course of business, primarily for funding working capital and capital expenditure requirements. As of March 31, 2023, we had total borrowings of ₹ 1,922.73 million consisting of secured short term borrowings of ₹ 1,697.77 million (including bank overdraft of ₹ 1,230.32 million). Total borrowings consisting of secured short term borrowings excluding bank overdraft is ₹ 692.41 million, as of March 31, 2023. As of September 30, 2023, we had total borrowings of ₹ 1,511.79 million consisting of secured short term borrowings of ₹ 1,438.85 million (including bank overdraft of ₹ 949.20 million). Total borrowings consisting of secured short term borrowings excluding bank overdraft is ₹ 562.59 million, as of September 30, 2023. Our Company and our Promoters have provided guarantee(s) in relation to certain of these loans as and when required. Our ability to pay interest and repay the principal for our indebtedness is dependent upon our ability to manage our business operations and generate sufficient cash flows to service such debt. Our outstanding indebtedness and any additional indebtedness we incur may have significant consequences, including, without limitation: requiring us to use a significant portion of our cash flow from operations and other available cash to service our indebtedness, thereby reducing the funds available for other purposes, including capital expenditures, acquisitions, and strategic investments; reducing our flexibility in planning for or reacting to changes in our business, competition pressures and market conditions; and limiting our ability to obtain additional financing for working capital, capital expenditures, acquisitions, share repurchases, or other general corporate and other purposes.

Some of the financing arrangements entered into by us include conditions that require our Company to obtain respective lenders' consent prior to carrying out certain activities and entering into certain transactions. Failure to meet these conditions or obtain these consents could have significant consequences on our business and operations. These covenants vary depending on the requirements of the financial institution extending such loan and the conditions negotiated under each financing agreement. Some of the corporate actions that require prior consents from certain lenders including to undertake actions in relation to this Issue which include, amongst others, changes to the capital structure of the Company, mergers, reorganisation, declaration of dividend and changes in the MoA and AoA of the Company. The Company has obtained all consents required under its relevant loan documentation from the relevant lenders to undertake all required actions in relation to this Issue. Failure to comply with such covenants may restrict or delay certain actions or initiatives that we may propose to take from time to time. Some of our lenders are also entitled to appoint directors on the Board of our Company. A failure to observe the covenants under our financing arrangements or to obtain necessary waivers may lead to the termination of our credit facilities, acceleration of amounts due under such facilities, suspension of further access/ withdrawals, either in whole or in part, for the use of the facility and/or restructuring of our debt.

36. Changes in how consumers fund their MobiKwik Wallet could negatively impact our business, financial condition and results of operations.

Consumers can fund their *MobiKwik Wallet* using various funding sources, including (i) from their bank account through debit card, net banking or UPI; and (ii) peer-to-peer transfers, such as, wallet-to-wallet or UPI. We incur a bank processing cost, which is paid to the acquiring bank, when our consumers fund their *MobiKwik Wallet* using some of these funding sources. However, we do not incur a bank processing cost when consumers fund their *MobiKwik Wallet* from UPI or another consumers' *MobiKwik Wallet*. We also charge a convenience fee in certain cases to consumers for funding their *MobiKwik Wallet* with a credit card. Accordingly, our financial success is sensitive to changes in the rate at which our consumers fund their *MobiKwik Wallet* using funding sources which involve a bank processing cost, which can significantly increase our costs. Some of our consumers may prefer to use cards, especially if these cards offer functionality and benefits not associated with the use of their bank accounts, UPI, mobile wallets or our ZIP and EMI products. An increase in the portion of the *MobiKwik Wallet* being funded using cards or other events or developments that make it more difficult or costly for us to fund transactions by electronic transfer of funds from bank accounts, UPI, our ZIP and EMI products or *MobiKwik Wallet*, could materially and adversely affect our financial performance and significantly harm our business.

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

We have entered into transactions with certain related parties, including our Subsidiaries, our Promoters, certain KMPs. In particular, we have entered into various transactions with such parties in relation to, amongst others, investment in Subsidiaries, payment for services received from Subsidiary and remuneration to KMPs.

(₹ in million)

Transactions with related parties	**For the six months period ended September 30, 2023**	**For the year ended March 31, 2023**	**For the year ended March 31, 2022**	**For the year ended March 31, 2021**
(a) Investment in Subsidiary				
- Zaak ePayments Services Private Limited	-	89.94	124.16	350.27
- MobiKwik Investment Adviser Private Limited (formerly known as Harvest Fintech Private Limited)	-	5.00	-	9.07
(b) Payment Gateway Cost				
- Zaak ePayments Services Private Limited	473.88	1,109.32	2,004.00	1,397.26
(c) Business Promotion Cost				
- MobiKwik Investment Adviser Private Limited (formerly known as Harvest Fintech Private Limited)	0.83	2.36	-	-
(d) Revenue from Consumer payments				
- Zaak ePayment Services Private Limited	1.70	5.17	1,388.00	17.03
- MobiKwik Investment Adviser Private Limited (formerly known as Harvest Fintech Private Limited)	-	-	0.41	-

Transactions with related parties	For the six months period ended September 30, 2023	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
(e) Funds transferred to Subsidiary Company				
- Zaak ePayment Services Private Limited	210.00	285.00	248.00	310.14
- MobiKwik Finance Private Limited	-	25.00	58.00	26.77
- MobiKwik Credit Private Limited	-	29.00	57.00	26.65
- MobiKwik Investment Adviser Private Limited (formerly known as Harvest Fintech Private Limited)	-	-	2.10	-
(e) Funds received from Subsidiary Company				
- Zaak ePayment Services Private Limited	301.00	473.26	197.48	676.62
- MobiKwik Finance Private Limited	25.00	25.00	58.00	-
- MobiKwik Credit Private Limited	29.00	29.00	57.00	-
- MobiKwik Investment Adviser Private Limited (formerly known as Harvest Fintech Private Limited)	-	2.10	-	1.67
(f) Advance received from Subsidiary Company				
- MobiKwik Finance Private Limited	-	-	-	-
- MobiKwik Credit Private Limited	-	-	-	-
(f) Service Income				
- Zaak ePayment Services Private Limited	6.71	16.41	84.61	61.64
- MobiKwik Investment Adviser Private Limited (formerly known as Harvest Fintech Private Limited)	0.37	0.42	-	-
(j) Reimbursement (Paid by Subsidiary on behalf of Company)				
- Zaak ePayment Services Private Limited	-	-	71.63	-
- MobiKwik Investment Adviser Private Limited (formerly known as Harvest Fintech Private Limited)	-	-	1.42	-
(k) Reimbursement (Paid by Company on behalf of Subsidiary)				
- Zaak ePayment Services Private Limited	-	-	51.81	21.52
- MobiKwik Finance Private Limited	-	-	-	0.81
- MobiKwik Credit Private Limited	-	-	-	0.46
(j) Interest income from loan to the Subsidiary Company				
- Zaak ePayment Services Private Limited	-	0.02	6.65	19.43
- MobiKwik Investment Adviser Private Limited (formerly known as Harvest Fintech Private Limited)	-	0.10	0.03	0.20
(k) Interest Cost on loan from the Subsidiary Company				
- MobiKwik Finance Private Limited	1.24	0.66	1.33	2.84
- MobiKwik Credit Private Limited	1.43	0.77	1.33	2.83
- Zaak ePayment Services Private Limited	14.44	4.65	-	-
(h) ESOP of Company issued to employees of Subsidiary Company				
- Zaak ePayment Services Private Limited	0.27	0.19	-	-

Transactions with related parties	**For the six months period ended September 30, 2023**	**For the year ended March 31, 2023**	**For the year ended March 31, 2022**	**For the year ended March 31, 2021**
(i) ESOP of Subsidiary Company issued to employees of Company				
- Zaak ePayment Services Private Limited	1.25	0.90	-	-
(a) Remuneration to Key Management Personnel (KMP)				
Short-term employee benefits	49.31	90.39	104.99	28.42
Post-employment gratuity	0.87	1.28	8.17	0.76
Other long term employee benefits	(0.69)	0.15	1.81	0.36
Share based payments	0.01	6.19	87.99	0.13
Director's sitting fees and remuneration	6.70	9.60	9.09	-
(b) Legal and professional				
- Utma Taku	-	-	1.64	-

For further information relating to our related party transactions, see "*Financial Information - Restated Consolidated Financial Information – Note 34: Related Party Transactions*" on page 297. While we believe that all such transactions have been conducted on an arm's length basis, we cannot assure you that we might have obtained more favourable terms had such transactions been entered into with unrelated parties. While we will conduct all related party transactions post listing of the Equity Shares subject to the Board's or Shareholders' approval, as applicable, and in compliance with the applicable accounting standards, provisions of Companies Act, 2013, as amended, provisions of the SEBI Listing Regulations and other applicable law, such related party transactions may potentially involve conflicts of interest. Our Company will endeavor to duly address such conflicts of interest as and when they may arise, however, we cannot assure you that such transactions, individually or in the aggregate, may not involve potential conflict of interest which will not have an adverse effect on our business, results of operations, cash flows and financial condition.

38. Our insurance coverage could prove inadequate to satisfy potential claims or protect us from potential operational hazards and losses which may have a material adverse effect on our financial condition, results of operations and cash flows.

We have obtained insurance policies that we believe are customary in our industry and provide for commercially appropriate insurance coverage for a variety of risks. For further information regarding the insurance policies obtained by us, see "*Our Business – Insurance*" on page 225. As of March 31, 2021, March 31, 2022, March 31, 2023 and the six months ended September 30, 2023, respectively, our insurance coverage was for ₹ 26.38 million, ₹ 27.11 million, ₹ 30.39 million, and ₹ 30.39 million, respectively, which was 280.96 %, 102.50%, 143.63% and 140.18%of the written down value of tangible assets in the respective periods. However, there can be no assurance that our current insurance policies will insure us fully against all risks and losses that may arise in the future. We currently have not obtained a cyber liability insurance policy. Further, there can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time. In cases where certain loss or damages are not covered under our insurance policies, or even if such losses are insured, we are required to pay a significant deductible on any claim for recovery of such a loss, or the amount of the loss may exceed our coverage for the loss or the premium charged is significantly increased, our results of operations and cash flows could be adversely affected. In addition, our insurance policies are subject to annual review, and we cannot assure you that we will be able to renew these policies on similar or otherwise acceptable terms, or at all. If we were to incur a serious uninsured loss or a loss that significantly exceeds the limits of our insurance policies, it could have a material adverse effect on our financial condition, results of operations and cash flows.

39. Our Promoters and certain of our Directors, Key Managerial Personnel and Senior Management have interests in our Company other than their normal remuneration or benefits and reimbursement of expenses.

Our Promoters and certain of our Directors, Key Managerial Personnel and Senior Management are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses. Our Promoters and certain of our Directors (namely, Bipin Preet Singh, Upasana Rupkrishan Taku, and Punita Kumar Sinha) are interested in our Company to the extent of their respective shareholding in our Company as well as to the extent of any dividends, bonus or other distributions on such Equity Shares, and certain of our Key Managerial Personnel and Senior Management (namely, Chandan Joshi, Saurabh Diwedi, Anurag Jain and Ankita Sharma) are interested in our Company to the extent of employee stock options held by them. Additionally, one of the companies on which our director, Vineet Bansal, is also a director, has entered into a service agreement with our Company for offering services to process information. For details, please see the sections entitled "Our *Management – Shareholding of our Directors in our Company*" and "*Capital Structure – Employee Stock Option Plan 2014*" on pages 270 and 132. We cannot assure you that our Promoters, Directors, Key Managerial Personnel and Senior Management will exercise their rights as shareholders to the benefit and best interest of our Company. Further, our Promoters holding Equity Shares may take or block actions with respect to our business which may conflict with the best interests of our Company or that of minority shareholders. For further information on the interest of our Promoters and Directors, other than reimbursement of expenses incurred or normal remuneration or benefits, see "*Our Management*" and "*Our Promoters and Promoter Group*" on pages 265 and 289, respectively.

40. Our offices are located on leased premises and there can be no assurance that these leases will be renewed upon termination or that we will be able to obtain other premises on lease on same or similar commercial terms.

We operate entirely out of leased premises and do not own the underlying property for any of our offices in India, including our registered office and corporate office. Since incorporation, we have changed our registered office on seven occasions. For further details, see "*History and Certain Corporate Matters – Changes in the Registered Office*" on page 238. Our registered and corporate office is currently located at Unit No. 102, 1st Floor, Block-B, Pegasus One, Golf Course Road, Sector-53, Gurugram, Haryana - 122 003, India, for which we have entered into a lease agreement from Pegasus Buildtech Private Limited for a period of six years. There can be no assurance that we will be able to retain or renew such leases on same or similar terms, or that we will find alternate locations for the existing offices on terms favorable to us, or at all. Certain of the lease deeds for the properties in which our offices and facilities are located and may have expired or may not be adequately stamped or registered. While we renew these lease agreements and deeds periodically in the ordinary course of business, in the event that these existing leases are terminated or they are not renewed on commercially acceptable terms, we may suffer a disruption in our operations. If alternative premises are not available at the same or similar costs, sizes or locations, our business, financial condition, cash flows and results of operations may be adversely affected. In addition, any regulatory non-compliance by the landlords or adverse development relating to the landlords' title or ownership rights to such properties, including as a result of any non-compliance by the landlords, may entail significant disruptions to our operations, especially if we are forced to vacate leased spaces following any such developments, and expose us to reputational risks.

41. We have certain contingent liabilities that have not been provided for in our financial statements, which if they materialise, may adversely affect our financial condition.

The summary of our contingent liabilities on September 30, 2023, as indicated in our Restated Consolidated Financial Information are as follows:

Particulars	**As of September 30, 2023**
	(₹ million)
(a) Claims against the Group not acknowledged as debts:	
- Income tax matters for financial year 2016-17*	-
- Other income tax matters	4.14
- Amount paid under protest relating to the above matter	1.83
(b) The Group does not have any long term commitments/ contracts including derivative contracts for which there will be any material foreseeable losses.	-
(c) The Group does not have any amounts which were required to be transferred to the Investor Education and Protection Fund	-

* *During Fiscal 2022, our Company had received an assessment order dated June 15, 2021 imposing a demand of ₹ 583.00 million on account of additions made under section 68 of the Income Tax Act, 1961 for the financial year 2016-17. The said demand has been made by the assessing officer, in respect of documents sought for the identity of the investor, their creditworthiness and genuineness of the funding received*

by our Company during the said financial year. Basis the facts of the matter and the advice obtained from tax counsel, our Company filed a writ petition with High Court and the said order has been set aside by the High Court on July 7, 2021.

For further details of our contingent liabilities as on September 30, 2023, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Outstanding Litigation and Material Developments*" and "*Financial Statements*" beginning on pages 369, 415 and 296, respectively.

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

42. After the completion of the Issue, our Promoters will continue to collectively hold substantial shareholding in our Company.

After the completion of the Issue, our Promoters will continue to collectively hold substantial shareholding in our Company. Our Promoters will continue to exercise significant influence over our business policies and affairs and all matters requiring shareholders' approval, including the composition of our Board, 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. This concentration of ownership also may delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of these shareholders. Further, the Promoters' shareholding may limit the ability of a third party to acquire control of our Company. The interests of the Promoters as our controlling shareholder could conflict with our interests or the interests of its other shareholders. We cannot assure you that our Promoters will act to resolve any conflicts of interest in our favour and any such conflict may adversely affect our ability to execute our business strategy or to operate our business.

43. Certain of our corporate filings with the RoC have discrepancies. We cannot assure you that regulatory proceedings or actions will not be initiated against us in the future and we will not be subject to any penalty imposed by the competent regulatory authority in this regard.

We manage regulatory compliance by monitoring and evaluating our internal controls, and ensuring that we are in compliances with all relevant statutory and regulatory requirements. There can be no assurance that deficiencies in our filings will not arise in future, or that we will be able to implement, or continue to maintain, adequate measures to rectify or mitigate any deficiencies in our internal control. Any inability on our part to adequately detect, rectify any deficiencies in our internal controls may adversely impact our ability to accurately report, or successfully manage, our financial risks and to avoid frauds. As we continue to grow, there can be no assurance that there will be no other instances of such inadvertent non-compliances with statutory requirements, which may subject us to regulatory action, including monetary penalties, which may adversely affect our business and reputation.

Further, our Company has not complied with the requirements as prescribed under Section 203(4) of the Companies Act, 2013 with respect to the appointment of a company secretary within six months from the date of a vacancy. Our Company appointed Renu Kwatra, Company Secretary on September 5, 2016, after she had resigned as the Company Secretary of our Company on September 30, 2015, leaving the office of the Company Secretary vacant for more than a period of six months. In this regard, the Company and the Founder Promoters had filed a compounding application dated June 10, 2021 before the Regional Director, Northern Region, Registrar of Companies, Delhi and Haryana ("**Regional Director**") under the provisions of the Companies Act, 2013. Subsequently, the Regional Director passed on order dated August 13, 2021, for compounding of the aforesaid offence. In a separate instance, the Company received certain amounts under placement/ preferential allotment of preference shares, which were utilized towards business purposes before the allotment of shares to investors was completed in violation of Sections 42(4), 42(6) and 42(10) of the Companies Act, 2013. In this regard, the Company and one of our Founder Promoters, Bipin Preet Singh, have filed an application dated April 19, 2021, for compounding of the aforesaid non-compliances before the Regional Director. Subsequently, the Regional Director passed on order dated August 13, 2021, for compounding of the aforesaid offence.

44. We are unable to trace some of our historical corporate and secretarial records. We cannot assure you that no legal proceedings or regulatory actions will be initiated against our Company in the future in relation to the missing corporate records which may impact our financial condition and reputation.

We have been unable to locate Form PAS-5 and Form GNL-2 for: (i) allotment of 62,341 Series B4 CCCPS dated November 27, 2015; (ii) allotment of 5,810 Series C9 CCCPS dated July 6, 2017; and (iii) allotment of 120,665 Series C3 CCCPS dated July 21, 2017. Additionally, we have been unable to locate certain past Form-PAS 4s, Form PAS -5s and challans in relation to certain past allotments. While no legal proceeding or regulatory action has been initiated against our Company in relation to such untraceable records as of the date of this Draft Red Herring Prospectus, we cannot assure you that such proceedings will not be initiated against our Company in the future or that such records will be available to us in the future.

45. Industry information included in this Draft Red Herring Prospectus has been derived from an industry report commissioned and paid for by us as well as exclusively prepared for the purposes of the Issue. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.

We have availed the services of an independent third party research agency, Redseer Strategy Consultants Private Limited, to prepare an industry report titled "*Deep dive into India Fintech Market*" dated January 2, 2024, for purposes of inclusion of such information in this Draft Red Herring Prospectus. The RedSeer Report is subject to various limitations and based upon certain assumptions that are subjective in nature. Our Company commissioned and paid for this report for the purpose of confirming our understanding of the industry in connection with the Issue. The RedSeer Report has been exclusively prepared for the purposes of the Issue. All such information in this Draft Red Herring Prospectus indicates the RedSeer Report as its source. Accordingly, any information in this Draft Red Herring Prospectus derived from, or based on, the RedSeer Report should be read taking into consideration the foregoing.

Further, due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. In addition, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Red Herring Prospectus. Accordingly, prospective investors should not place undue reliance on, or base their investment decision solely on this information. While these industry sources and publications may take due care and caution while preparing their reports, they do not guarantee the accuracy, adequacy or completeness of the data.

The prospective investors should not place undue reliance on, or base their investment decision solely on this information. You should consult your own advisors and undertake an independent assessment of information in this Draft Red Herring Prospectus based on, or derived from, the RedSeer Report before making any investment decision regarding the Issue. See "*Industry Overview*" on page 164. For the disclaimers associated with the RedSeer Report, see "*Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Disclaimer of Redseer*" on page 21.

46. Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.

We have not declared dividend during the current Fiscal Year and in the last three Fiscal Years or the six months ended September 30, 2023. Our Board has approved the formal dividend policy of the Company, which includes parameters to be considered by the Board for declaration of dividend, with an objective of rewarding the shareholders of the Company. The declaration and payment of dividends, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, in accordance with provisions of our Articles of Association and applicable law, including the Companies Act. For further information, see "*Dividend Policy*" on page 295. We may retain all future earnings, if any, for use in the operations and expansion of the business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. We cannot assure you that we will be able to pay dividends in the future. 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 our Equity Shares will appreciate in value.

External Risk Factors

Risks Relating to India

47. Political, economic or any other prevailing conditions in India that are beyond our control may have an adverse effect on our business, results of operations, financial condition, and cash flows.

Our Company is incorporated in India and derives the majority of its revenue from operations in India. Consequently, our performance and the market price of the Equity Shares may be affected by interest rates, government policies, taxation, and other social, political and economic developments affecting India. The Indian economy and capital markets are influenced by economic, political and market conditions in India and globally. Adverse economic developments, such as rising fiscal or trade deficit, in other emerging market countries may result in a loss of investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, results of operations, financial condition and cash flows and reduce the price of our Equity Shares.

We are dependent on prevailing economic conditions in India and our results of operations are affected by factors influencing the Indian economy. The following external risks may have an adverse impact on our business and results of operations, should any of them materialize:

- increase in interest rates may adversely affect our access to capital and increase our borrowing costs, which may constrain our ability to grow our business and operate profitably;
- any exchange rate fluctuations, the imposition of currency controls and restrictions on the right to convert or repatriate currency or export assets;
- any scarcity of credit or other financing in India, or change in India's credit rating, resulting in an adverse effect on economic conditions in India and scarcity of financing of our developments and expansions;
- political instability, resulting from a change in government or economic and fiscal policies, may adversely affect economic conditions in India. In recent years, India has implemented various economic and political reforms. Reforms in relation to land acquisition policies and trade barriers have led to increased incidents of social unrest in India over which we have no control;
- changes in India's tax, trade, fiscal or monetary policies, such as the application of GST;
- instability in other countries and adverse changes in geopolitical situations;
- protectionist and other adverse public policies, including local content requirements, import/export tariffs, increased regulations or capital investment requirements;
- strikes, lock-outs, work stoppages or increased wage demands by employees, suppliers or other service providers;
- civil unrest, acts of violence, terrorist attacks, regional conflicts, or war;
- India has experienced epidemics and natural calamities such as earthquakes, tsunamis, floods and drought in recent years;
- instability in the financial markets and volatility in, and actual or perceived trends in trading activity on India's principal stock exchanges;
- a decline in India's foreign exchange reserves which may affect liquidity in the Indian economy;
- macroeconomic factors and central bank regulation, including in relation to interest rates movements which may in turn adversely impact our access to capital and increase our borrowing costs;
- high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins;
- epidemics, pandemics, or any other public health concerns in India or in countries in the region or globally, including in India's various neighbouring countries, such as the contagious COVID-19 pandemic, the highly pathogenic H7N9, H5N1 and H1N1 strains of influenza in birds and swine. Any

future outbreaks of COVID-19, avian or swine influenza or a similar contagious disease could adversely affect the Indian economy and economic activity in the region;

- downgrading of India's sovereign debt rating by an independent agency; and
- international business practices that may conflict with other customs or legal requirements to which we are subject to, including anti-bribery and anti-corruption laws; 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, financial condition and cash flows and the price of the Equity Shares. Our performance and the growth of our business depend on the overall performance of the Indian economy as well as the economies of the regional markets in which we operate. Moreover, we are dependent on the various policies, initiatives and schemes proposed or implemented in India, however, there can be no assurance that such policies, initiatives and schemes will yield the desired results or benefits which we anticipate and rely upon for our growth.

48. The successful operation of our business depends upon the performance, reliability and security of the internet infrastructure in India, which could impair our ability to effectively operate our platform or provide our services and adversely impact our business.

All of our products and services are made through our platform using the internet. Accordingly, our business depends on the performance, reliability and security of the telecommunications and internet infrastructure in India. In addition, to perform reliably, the fixed telecommunications networks and internet infrastructure of internet service providers in India, require maintenance and periodic upgrading of the appropriate networks and infrastructure which are beyond our control. We cannot assure you that our back-up and disaster recovery measures and business continuity planning would effectively eliminate or alleviate the risks arising from such contingencies. There can be no assurance that a more technologically sophisticated and reliable fixed telecommunications network or internet infrastructure will be developed in India that will ensure our ability to deliver smooth and reliable provision of our services to our merchants and consumers on our platform. Our success will depend upon third parties maintaining and improving internet infrastructure to provide a reliable network with adequate speed and data capacity and telecommunication networks with good quality of services and lower congestion.

49. Changing laws, rules or regulations and legal uncertainties in India, including adverse application of taxation laws and regulations, may adversely affect our business, results of operations, financial condition and cash flows.

The regulatory and policy environment in which we operate is evolving and is subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of operations, financial condition, cash flows and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

The Government of India may implement new laws or other regulations and policies that could affect the digital payment and financial service industry in general, which could lead to new compliance requirements, including requiring us to obtain approvals and licenses from the Government and other regulatory bodies, or impose onerous requirements. New compliance requirements could increase our costs or otherwise adversely affect our business, financial condition, cash flows and results of operations. Further, the manner in which new requirements will be enforced or interpreted can lead to uncertainty in our operations and could adversely affect our operations.

For instance, prior to the enactment of Taxation Laws (Amendment) Act, 2021 the Ministry of Finance issued the Taxation Laws (Amendment) Act, 2019, effective as of September 20, 2019, which prescribed certain changes to the income tax rate applicable to companies in India. According to this legislation, companies can henceforth voluntarily opt in favour of a concessional tax regime (subject to no other special benefits and/or exemptions being claimed), which reduces the rate of income tax payable to 22% subject to compliance with conditions prescribed. Domestic companies are otherwise subject to tax at the rate of 25% or 30% depending upon their total turnover or gross receipt in the relevant period. Any such future amendments may affect other benefits such as exemption for income earned by way of dividend from investments in other domestic companies and units of mutual funds, exemption for interest received in respect of tax-free bonds, and long-term capital gains on equity shares if withdrawn by the statute in the future, and the same may no longer be available to us. Any adverse order passed by the appellate authorities, tribunals or courts would have an effect on our profitability. In addition, due to COVID-19 pandemic, the Government of India had also passed the Taxation and Other Laws (Relaxation of Certain Provisions) Act, 2020, implementing relaxations from certain requirements under, amongst others, the Central Goods and Service Tax Act, 2017 and Customs Tariff Act, 1975.

Further, the Government of India has announced the Union Budget for Fiscal 2024, pursuant to which the Finance Act, 2023 has introduced various amendments to taxation laws in India. In addition, unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs relating to compliance with such new requirements, which may also require management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. We may incur increased costs relating to compliance with such new requirements, which may also require management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation, or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

A change of law that requires us to increase the benefits to the employees from the benefits now being provided may create potentially liability for us. Such benefits could also include provisions which reduce the number of hours an employee may work for or increase in number of mandatory casual leaves, which all may affect the productivity of the employees. For example, the GoI has introduced (a) the Code on Wages, 2019; (b) the Code on Social Security, 2020 ("**Social Security Code**"); (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020 which consolidate, subsume and replace numerous existing central labour legislations. The rules for the implementation of these codes have not been announced, and as such, the full impact of such laws on our business, operations and growth prospects, remain uncertain. For example, the Social Security Code aims to provide uniformity in providing social security benefits to employees which were previously segregated under different acts and had different applicability and coverage.

The Government of India has also enacted the Digital Personal Data Protection Act, 2023 ("**Data Protection Act**") on personal data protection for implementing organizational and technical measures in processing personal data and lays down norms for cross-border transfer of personal data including ensuring the accountability of entities processing personal data. The Data Protection Act requires companies that collect and deal with high volumes of personal data to fulfil certain additional obligations such as appointment of a data protection officer for grievance redressal and a data auditor to evaluate compliance with the Data Protection Act. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects.

We cannot predict whether any new tax laws or regulations impacting our services will be enacted, what the nature and impact of the specific terms of any such laws or regulations will be or whether, if at all, any laws or regulations would have an adverse effect on our business.

50. The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.

We are dependent on domestic, regional and global economic and market conditions. The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, infectious disease outbreaks such as the COVID-19 pandemic and man-made disasters, including acts of terrorism and military actions, 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, cash flows financial condition, and results of operations.

Developments in the ongoing international conflicts have resulted in and may continue to result in a period of sustained instability across global financial markets, induce volatility in commodity prices, adversely impact availability of natural gas, increase in supply chain, logistics times and costs, increase borrowing costs, cause outflow of capital from emerging markets and may lead to overall slowdown in economic activity in India. Our operations may be adversely affected by fires, natural disasters, and/or severe weather, which can result in damage to our property or inventory 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.

51. A slowdown in economic growth in India could cause our business to suffer.

Our performance and the growth of our business are necessarily dependent on the health of the overall Indian economy. Any slowdown or perceived slowdown in the Indian economy or future volatility in global commodity prices could adversely affect our business. Additionally, an increase in trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and our business. Any downturn in the macroeconomic environment in India could also adversely affect our business, results of operations, financial condition and the trading price of the Equity Shares.

India's economy could be adversely affected by a general rise in interest rates, adverse weather conditions affecting agriculture, commodity and energy prices as well as various other factors. A slowdown in the Indian economy could adversely affect the policy of the GoI towards our industry, which may in turn adversely affect our financial performance and our ability to implement our business strategy. The Indian economy is also influenced by economic and market conditions in other countries, particularly emerging market conditions in Asia. A decline in India's foreign exchange reserves may also affect liquidity and interest rates in the Indian economy, which could adversely impact our financial condition. A loss of investor confidence in other emerging market economies or any worldwide financial instability may adversely affect the Indian economy, which could materially and adversely affect our business and results of operations and the market price of the Equity Shares.

India has from time to time experienced instances of social, religious and civil unrest and hostilities between neighbouring countries. Military activity or terrorist attacks in the future could influence the Indian economy by disrupting communications and making travel more difficult and such political tensions could create a greater perception that investments in Indian companies involve higher degrees of risk. A loss of investor confidence in other emerging market economies or any worldwide financial instability may adversely affect the Indian economy, which could materially and adversely affect our business and results of operations and the market price of the Equity Shares.

Other factors which may adversely affect the Indian economy are scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing of our developments and expansions; 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, like political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries; occurrence of natural or man-made disasters; infectious disease outbreaks or other serious public health concerns; prevailing regional or global economic conditions, including in India's principal export markets; and other significant regulatory or economic developments in or affecting India.

52. 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. Financial turmoil in emerging economies in Asia, United States, United Kingdom, Russia and elsewhere in the world in recent years has adversely affected the Indian economy. 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. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby negatively affect the Indian economy. Financial disruptions could materially and adversely affect our business, prospects, financial condition, results of operations and cash flows. Further, economic developments globally can have a significant impact on our principal markets. 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. Following the United Kingdom's exit from the European Union ("**Brexit**"), there still remains significant uncertainty around the impact of Brexit on the general economic conditions in the United Kingdom and the European Union and any consequential impact on global financial markets.

In addition, China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries. The sovereign rating downgrades for Brazil and Russia (and the imposition of sanctions on Russia in connection with the Russia-Ukraine war) have also added to the growth risks for these markets. These factors may also result in a slowdown in India's export growth. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term effect of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. Any significant financial disruption could have a material adverse effect on our business, financial condition and results of operation. These developments, or the perception that any of them could occur, have had and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. This could have a material adverse effect on our business, financial condition and results of operations and reduce the price of the Equity Shares.

53. A downgrade in ratings of India, may affect the trading price of the Equity Shares.

The borrowing costs of our Company, its customers' and our access to the debt capital markets depends significantly on the credit ratings of India. India's sovereign rating improved from Baa3 with a "negative" outlook to Baa3 with "stable" outlook by Moody's in October 2021and improved from BBB –with "negative" outlook to BBB –with "stable" outlook by Fitch in June 2022. DBRS confirmed India's rating as BBB "low" in May 2023. India's sovereign ratings from S&P is BBB with a "stable" outlook. Any further adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available, including raising any overseas additional financing.

India's sovereign debt rating could be downgraded due to several factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, all which are outside the control of our Company. Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional external financing, and the interest rates and other commercial terms at which such additional financing is available.

54. Investors may not be able to enforce a judgment of a foreign court against us, our Directors, the Book Running Lead Managers or any of their directors and executive officers in India respectively, except by way of a law suit in India.

We are incorporated under the laws of India and apart from two of our Independent Directors, all of our Directors, Key Managerial Personnel and Senior Management reside in India. All of our assets are also located in India. A substantial portion of our assets and the assets of our Directors and executive officers resident in India is located in India. As a result, it may be difficult for investors to effect service of process upon us or such persons outside India or to enforce judgments obtained against us or such parties outside India. India exercises reciprocal recognition and enforcement of judgments in civil and commercial matters with a limited number of jurisdictions. In order to be enforceable, a judgment obtained in a jurisdiction which India recognises as a reciprocating territory must meet certain requirements of the Code of Civil Procedure, 1908 (the "**CPC**").

India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. Recognition and enforcement of foreign judgments is provided for under Section 13, Section 14 and Section 44A of the CPC on a statutory basis. Section 44A of the CPC provides that where a certified copy of a decree of any superior court, within the meaning of that Section, obtained in any country or territory outside India which the government has by notification declared to be in a reciprocating territory, may be enforced in India by proceedings in execution as if the judgment had been rendered by a district court in India. However, Section 44A of the CPC is applicable only to monetary decrees and does not apply to decrees for amounts payable in respect of taxes, other charges of a like nature or in respect of a fine or other penalties and does not apply to arbitration awards (even if such awards are enforceable as a decree or judgment).

Among other jurisdictions, the United Kingdom, United Arab Emirates, Singapore and Hong Kong have been declared by the government to be reciprocating territories for the purposes of Section 44A of the CPC. The United States has not been declared by the Government of India to be a reciprocating territory for the purposes of Section 44A of the CPC. A judgment of a court of a country which is not a reciprocating territory may be enforced in India only by a suit upon the judgment under Section 13 of the CPC, and not by proceedings in execution. Section

13 of the CPC provides that foreign judgments shall be conclusive regarding any matter directly adjudicated upon except: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or refusal to recognize the law of India in cases to which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud; and/ or (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. The suit must be brought in India within three years from the date of judgment in the same manner as any other suit filed to enforce a civil liability in India.

It cannot be assured that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it views the amount of damages awarded as excessive or inconsistent with Indian practice or public policy in India. A party seeking to enforce a foreign judgment in India is required to obtain prior approval from the RBI under the Foreign Exchange Management Act, 1999, to repatriate any amount recovered pursuant to the execution of such foreign judgment, and we cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approvals would be acceptable. Such amount may also be subject to income tax in accordance with applicable law.

55. 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 financings 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.

For additional details, please refer to "*Risk Factors – 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.*" on page 74.

56. If inflation were to rise in India, we might not be able to increase the prices of our products at a proportional rate in order to pass costs on to our clients thereby reducing our margins.

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of transportation, wages, raw materials, and other expenses relevant to our business.

High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our clients, whether entirely or in part, and may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or entirely offset any increases in costs with increases in prices for our products. In such case, our business, results of operations, cash flows and financial condition may be adversely affected.

Further, the Government has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

Risks Relating to the Issue And The Equity Shares

57. 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, including in relation to class actions, under Indian law 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.

58. A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.

There are provisions in Indian law that may delay, deter, or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of our Company. Under the SEBI 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. 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 its stakeholders, it is possible that such a takeover would not be attempted or consummated because of the SEBI Takeover Regulations.

59. Investors may be subject to Indian taxes arising out of income from capital gains and stamp duty on the sale of the Equity Shares and on the payment of dividends.

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any capital gain realized on the sale of listed equity shares on a 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 specified rates depending on certain factors, such as whether the sale is undertaken on or off the Stock Exchanges, the quantum of gains and any available treaty relief. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of Securities Transaction Tax ("**STT**"), on the sale of any Equity Shares held for more than 12 months immediately preceding the date of transfer. Such long-term capital gains exceeding ₹100,000 arising from the sale of listed equity shares on the stock exchange are subject to tax at the rate of 10% (plus applicable surcharge and cess). STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold.

Further, any capital gains realized on the sale of listed 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. 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 and the seller is entitled to avail benefits thereunder, subject to certain conditions. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

The Finance Act, 2019, amended the Indian Stamps Act, 1899, and had clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. These provisions have been notified with effect from July 1, 2020.

Further, the GoI has notified the Finance Act, 2023, which has introduced various amendments to the Income Tax Act, 1961. There is no certainty on the impact that the Finance Act, 2023 may have on our business and operations. We cannot predict whether any tax laws or other regulations impacting us will be enacted or predict the nature and impact of any such laws or regulations or whether, if at all, any laws or regulations would have a material adverse effect on our business, financial condition, results of operations and cash flows. 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. 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.

Additionally, no dividend distribution tax is required to be paid in respect of dividends declared, distributed, or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident. The Company 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.

Further, our Company cannot predict whether any tax laws or other regulations impacting it will be enacted or predict the nature and impact of any such laws or regulations or whether, if at all, any laws or regulations would have a material adverse effect on our Company's business, financial condition, results of operations and cash flows. Uncertainty in the applicability, interpretation, or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares.

60. The determination of the Price Band is subject to various factors and assumptions and the Issue Price may not be indicative of the trading price of the Equity Shares, upon listing on the Stock Exchanges subsequent to the Issue. Further, the current trading price of equity shares listed pursuant to certain past issues handled by the BRLMs is below their respective issue price.

The determination of the Price Band is based on various factors and assumptions, and was determined by our Company in consultation with the BRLMs. Further, the Issue Price of the Equity Shares was determined by our Company in consultation with the BRLMs through the Book Building Process. This price is based on certain factors, as described under "*Basis for Issue Price*" on page 149 and may not be indicative of the trading price of the Equity Shares, upon listing on the Stock Exchanges subsequent to the Issue. We cannot assure you that an active market will develop or sustained trading will take place in the Equity Shares and the trading price of the Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. In addition to the above, the current trading price of equity shares listed pursuant to certain past issues handled by the BRLMs is below their respective issue price.

There has been significant volatility in the Indian stock markets in the recent past, and 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, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors. Consequently, the price of our Equity Shares may be volatile, and there can be no assurance that the investors will be able to resell Equity Shares at or above the Issue Price resulting in a loss of all or part of the investment.

61. 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.

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 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.

62. 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. Further, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior regulatory 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. Further, this conversion is subject to the shares having been held on a repatriation basis and, either the security having been sold in compliance with the pricing guidelines or, the relevant regulatory approval having been obtained for the sale of shares and corresponding remittance of the sale proceeds.

In addition, pursuant to the Press Note 3 of 2020, 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 circular of 2020 dated October 15, 2020, issued by DPIIT, and the FEMA Rules. 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.

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 463.

Further, in terms of notification dated June 14, 2021 issued by the RBI, new investors from FATF non-compliant jurisdictions such as Mauritius, Cayman Islands and Uganda are not permitted to acquire, directly or indirectly, 20% or more of the voting power of any existing payment system operators ("PSOs") or any entity seeking authorization as a PSO. However, existing investors may continue holding their investments in PSOs made prior to classification of their jurisdiction as FATF non-compliant and/or bring in additional investments as per the extant regulations.

63. Any future issuance of Equity Shares 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 or the exercise of employee stock options, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us (including under an employee benefit scheme) 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 the Issue (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 Issue 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. We cannot predict what effect, if any, market sales of our Equity Shares held by our Promoter or other major shareholders or the availability of these Equity Shares for future sale will have on the market price of our Equity Shares.

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

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 Issue and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately five Working Days from the Bid/ Issue 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/ Issue 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.

65. 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, 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 of the Equity Shares who have voted on such resolution. However, if the laws of the jurisdiction the investors are located in do not permit them to exercise their pre-emptive rights without us 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 ownership position will be diluted and their proportional interest in us would be reduced.

66. QIBs and Non-Institutional Bidders 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 Bidders are not permitted to withdraw their Bids after Bid/Issue Closing Date.

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are required to pay 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. Similarly, Retail Individual Bidders can revise or withdraw their Bids at any time during the Bid/Issue Period and until the Bid/ Issue 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/ Issue 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 Issue or cause the trading price of the Equity Shares to decline on listing. Therefore, QIBs and Non-Institutional Bidders 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.

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

Prior to the Issue, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained after the Issue. Listing and quotation does not guarantee that a market for our Equity Shares will develop or, if developed, the liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares is proposed to be determined through a book building process. This price will be based on numerous factors, as described in the section "*Basis for Issue Price*" on page 149. This price may not necessarily be indicative of the market price of our Equity Shares after the Issue is completed. You may not be able to re-sell your Equity Shares at or above the Issue price and may as a result lose all or part of your investment.

Our Equity Shares are expected to trade on NSE and BSE after the Issue, but there can be no assurance that active trading in our Equity Shares will develop after the Issue, or if such trading develops that it will continue. Investors may not be able to sell our Equity Shares at the quoted price if there is no active trading in our Equity Shares.

There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after this Issue 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 Draft Red Herring Prospectus. The market price of our Equity Shares may be influenced by many factors, some of which are beyond our control, including:

- the failure of security analysts to cover the Equity Shares after this Issue, or changes in the estimates of our performance by analysts;
- our financial condition, results of operations, cash flows and our prospects and variations in our quarterly financial results
- the activities of competitors and suppliers;
- announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations or capital commitments;
- 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;
- developments affecting fiscal, industrial, or environmental regulations;
- new laws and governmental regulations or changes in laws and governmental regulations applicable to our industry;
- the public's reaction to our press releases and adverse media reports; and
- general economic conditions.

A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment. The trading price of our Equity Shares may also decline in reaction to events that affect the entire market and/or other companies in our industry even if these events do not directly affect us and/or are unrelated to our business or operating results.

68. Compliance with provisions of Foreign Account Tax Compliance Act may affect payments on the Equity Shares.

The U.S. "Foreign Account Tax Compliance Act" (or "**FATCA**") imposes a new reporting regime and potentially, imposes a 30% withholding tax on certain "foreign passthru payments" made by certain non-U.S. financial institutions (including intermediaries).

If payments on the Equity Shares are made by such non-U.S. financial institutions (including intermediaries), this withholding may be imposed on such payments if made to any non-U.S. financial institution (including an intermediary) that is not otherwise exempt from FATCA or other holders who do not provide sufficient identifying information to the payer, to the extent such payments are considered "foreign passthru payments". Under current guidance, the term "foreign passthru payment" is not defined and it is therefore not clear whether and to what extent payments on the Equity Shares would be considered "foreign passthru payments". The United States has entered into intergovernmental agreements with many jurisdictions (including India) that modify the FATCA withholding regime described above. It is not yet clear how the intergovernmental agreements between the United States and these jurisdictions will address "foreign passthru payments" and whether such agreements will require us or other financial institutions to withhold or report on payments on the Equity Shares to the extent they are treated as "foreign passthru payments". Prospective investors should consult their tax advisors regarding the consequences of FATCA, or any intergovernmental agreement or non-U.S. legislation implementing FATCA, to their investment in Equity Shares.

69. U.S. holders should consider the impact of the passive foreign investment company rules in connection with an investment in our Equity Shares.

A foreign corporation will be treated as a passive foreign investment company ("**PFIC**") for U.S. federal income tax purposes for any taxable year in which either: (i) at least 75% of its gross income is "passive income" or (ii) at least 50% of its gross assets during the taxable year (based on of the quarterly values of the assets during a taxable year) are "passive assets," which generally means that they produce passive income or are held for the production of passive income.

The determination of whether or not our Company is a PFIC is a factual determination that is made annually after the end of each taxable year, and there can be no assurance that our Company will not be considered a PFIC in the current taxable year or any future taxable year because, among other reasons, (i) the composition of our Company's income and assets will vary over time, and (ii) the manner of the application of relevant rules, is uncertain in several respects. Further, our Company's PFIC status may depend on the market price of its Equity Shares, which may fluctuate considerably. If we are a PFIC for any taxable year during which a U.S. Holder holds Equity Shares, we generally would continue to be treated as a PFIC with respect to that U.S. Holder for all succeeding years during which the U.S. Holder holds Equity Shares, even if we ceased to meet the threshold requirements for PFIC status. Such a U.S. Holder may be subject to adverse U.S. federal income tax consequences, including (i) the treatment of all or a portion of any gain on disposition as ordinary income, (ii) the application of a deferred interest charge on such gain and the receipt of certain dividends and (iii) compliance with certain reporting requirements. Certain elections exist that may alleviate some of the adverse U.S. federal income tax consequences of PFIC status and would result in an alternative treatment (such as "mark-to-market" treatment or treatment as a "qualified electing fund"). However, we do not intend to provide the information that would enable U.S. Holders to make a qualified electing fund election, or "QEF Election". A "mark-to-market" election may be available, if the Equity Shares are regularly traded on a qualified exchange. We intend to list Equity Shares on BSE Limited and National Stock Exchange of India Limited, which must meet certain trading, listing, financial disclosure and other requirements to be treated as a qualified exchange for these purposes, and no assurance can be given that the Equity Shares will be "regularly traded" for purposes of the mark-to-market election, which requires that more than a de minimis quantity of the ordinary shares, are traded on a qualified exchange on at least 15 days during each calendar quarter.

70. Any future changes in accounting standards may cause adverse unexpected operating results, affect our reported results of operations or otherwise harm our business and financial results.

A change in accounting standards can also have a significant effect on our reported results and may affect our reporting of transactions before the change is effective. New pronouncements and varying interpretations of pronouncements have occurred and may occur in the future. Changes to existing accounting rules or the application of current accounting practices may adversely affect our reported financial results. Additionally, our assumptions, estimates and judgments related to complex accounting matters could significantly affect our financial results. Generally accepted accounting principles and related accounting pronouncements, implementation guidelines and interpretations with regard to a wide range of matters that are relevant to our business, including but not limited to, revenue recognition, fair value of investments, impairment of long-lived assets, leases and related economic transactions, derivatives, pension and post-retirement benefits, intangibles, self-insurance, income taxes, property and equipment, unclaimed property laws and litigation, and stock-based compensation are highly complex and involve many subjective assumptions, estimates and judgments by us. Changes in these rules or their interpretation or changes in underlying assumptions, estimates or judgments by us could significantly change our reported or expected financial performance or otherwise harm our business and financial results.

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

Subsequent to the listing of the Equity Shares, we may be subject to Additional Surveillance Measures ("**ASM**") and Graded Surveillance Measures ("**GSM**") by the Stock Exchanges. These measures are in place to enhance the integrity of the market and safeguard the interest of investors. The criteria for shortlisting any security trading on the Stock Exchanges for ASM is based on objective criteria, which includes market based parameters such as high low price variation, concentration of client accounts, close to close price variation, market capitalization, average daily trading volume and its change, and average delivery percentage, among others. Securities are subject to GSM when its price is not commensurate with the financial health and fundamentals of the issuer. Specific parameters for GSM include net worth, net fixed assets, price to earnings ratio, market capitalization and price to book value, among others. Factors within and beyond our control may lead to our securities being subject to GSM or ASM. In the event our Equity Shares are subject to such surveillance measures implemented by any of the Stock Exchanges, we may be subject to certain additional restrictions in connection with trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active trading market for our Equity Shares.

72. Difficulties faced by other financial institutions or the Indian financial sector generally could adversely affect us.

We are exposed to the risks of the Indian financial system, which may be affected by the financial difficulties faced by certain Indian financial institutions because the commercial soundness of many financial institutions may be closely related as a result of credit, trading, clearing or other relationships. This risk, which is referred to as "systemic risk", may adversely affect financial intermediaries, such as banks and NBFCs. Our transactions with these financial institutions expose us to credit risk in the event of default by the counterparty, which can be exacerbated during periods of market illiquidity. The problems faced by individual Indian financial institutions and any instability in or difficulties faced by the Indian financial system generally could create adverse market perception about Indian financial institutions. This in turn could adversely affect our business, results of operations and financial condition.

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

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

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

The Competition Act aims to, among others, prohibit all agreements and transactions, including agreements between vertical trading partners, i.e., entities at different stages or levels of the production chain in different markets, which may have an AAEC in India. Consequently, all 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. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. We may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it could adversely affect our business, results of operations, cash flows and prospects.

74. India's existing credit information infrastructure may cause increased risks of loan defaults. All of our business is located in India.

India's existing credit information infrastructure may pose problems and difficulties in running a robust credit check on our borrowers. We may also face difficulties in the due diligence process relating to our clients. We may not be able to run comprehensive searches and there are no assurances that any searches we undertake will be accurate or reliable. Hence, our overall credit analysis could be less robust as compared to similar transactions in more developed economies. Any inability to undertake a comprehensive due diligence or credit check might result in an increase in defaults. Any of the foregoing may have a material adverse effect on our business, financial condition, results of operations and cash flows.

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

We are not a listed company and have historically not been subjected to the compliance requirements and increased scrutiny of our affairs by shareholders, regulators and the public at large associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the SEBI Listing Regulations which will require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations or cash flows as promptly as other listed companies.

Further, as a listed company, we will be required to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, our management's attention may be diverted from our business concerns, which may adversely affect our business, prospects, financial condition, results of operations and cash flows. In addition, we may need to hire additional legal and accounting staff with appropriate experience and technical accounting knowledge, but we cannot assure you that we will be able to do so in a timely and efficient manner.

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

In accordance with Indian law and practice, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Issue and until Allotment of Equity Shares pursuant to this Issue. In accordance with current regulations and circulars issued by SEBI, our Equity Shares are required to be listed on the BSE and NSE within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

SECTION III – INTRODUCTION

SUMMARY FINANCIAL INFORMATION

The following tables set forth summary financial information derived from our Restated Consolidated Financial Information as of and for the six months ended September 30, 2023, and as of and for the Fiscal Years ended March 31, 2023, March 31, 2022 and March 31, 2021.

The summary financial information presented below should be read in conjunction with "*Financial Statements*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 296 and 369, respectively.

[***Remainder of this page intentionally kept blank***]

SUMMARY OF RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES INFORMATION

(₹ in million unless otherwise stated)

Particulars	As at September 30 2023	As at March 31		
		2023	2022	2021
Assets				
Non-current assets				
Property, plant and equipment	21.68	21.16	26.45	9.39
Right-of-use asset	111.27	124.21	66.53	-
Goodwill	-	-	-	-
Other intangible assets	-	-	-	-
Financial assets				
(i) Investments	16.21	16.21	10.37	7.70
(ii) Others financial assets	24.15	17.66	41.79	83.59
Deferred tax assets	-	-	31.15	26.43
Non-current tax assets (net)	198.75	117.29	230.14	150.06
Other non-current assets	1,118.88	1,339.49	1,360.93	418.62
Total non-current assets	**1,490.94**	**1,636.02**	**1,767.36**	**695.79**
Current assets				
Financial assets				
(i) Trade receivables	675.73	758.53	294.39	376.04
(ii) Cash and cash equivalents	737.54	936.78	477.49	603.33
(iii) Bank balances other than (iii) above	2,352.10	2,680.15	3,364.05	1,439.96
(iv) Loans	-	-	-	-
(v) Others financial assets	885.31	835.90	2,266.65	992.91
Other current assets	731.85	295.96	191.36	123.36
Total current assets	**5,382.53**	**5,507.32**	**6,593.94**	**3,535.60**
Total assets	**6,873.47**	**7,143.34**	**8,361.30**	**4,231.39**
Equity and liabilities				
Equity				
Equity share capital	114.38	114.38	114.38	10.05
Instruments entirely equity in nature	-	-	-	144.27
Other equity	1,419.46	1,312.56	2,051.04	(354.45)
Total equity	**1,533.84**	**1,426.94**	**2,165.42**	**(200.13)**
Liabilities				
Non-current liabilities				
Financial liabilities				
(i) Borrowings	72.94	224.96	-	-
(ii) Lease liabilities	103.42	113.78	59.54	-
(iii) Other financial liabilities	0.35	0.35	0.35	0.35
Provisions	24.83	22.04	20.28	23.14
Total non-current liabilities	**201.54**	**361.13**	**80.17**	**23.49**
Current liabilities				
Financial liabilities				
(i) Borrowings	1,438.85	1,697.77	1,509.14	605.93
(ii) Lease liabilities	20.18	19.19	8.47	-
(iii) Trade payables	-	-	-	-
(a) Total outstanding dues of micro enterprise and small enterprises	53.18	94.26	55.13	6.77
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	1,819.07	1,084.07	692.81	805.73
(iv) Other financial liabilities	1,684.13	2299.62	3,725.04	2,842.46
Other current liabilities	101.07	138.76	106.06	134.47
Provisions	21.61	21.60	19.06	12.67

Particulars	As at September 30 2023	As at March 31		
		2023	2022	2021
Total current liabilities	**5,138.09**	**5,355.27**	**6,115.71**	**4,408.03**
Total liabilities	**5,339.63**	**5,716.40**	**6,195.88**	**4,431.52**
Total equity and liabilities	**6,873.47**	**7,143.34**	**8,361.30**	**4,231.39**

SUMMARY OF RESTATED CONSOLIDATED STATEMENT OF PROFITS AND LOSS INFORMATION

(₹ in million unless otherwise stated)

Particulars	For the six months period ended 30 September 2023	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Income				
Revenue from operations	3,810.88	5,394.67	5,265.65	2,885.71
Other income	62.85	216.49	166.54	136.85
Total income	**3,873.73**	**5,611.16**	**5,432.19**	**3,022.56**
Expenses				
Payment gateway cost	835.99	1,566.52	2,276.75	1,511.60
Lending operational expenses	1,026.93	685.04	176.07	67.04
Financial guarantee expenses	313.46	1,095.93	907.69	583.67
Employee benefits expense	516.63	982.25	1,072.46	530.31
Other expenses	975.33	1,840.62	2,153.28	1,348.08
Total expenses	**3,668.34**	**6,170.36**	**6,586.25**	**4,040.70**
Finance costs	90.38	204.24	109.13	71.35
Depreciation and amortisation expense	19.68	42.82	20.99	13.14
Profit/(loss) before tax	**95.33**	**(806.26)**	**(1,284.18)**	**(1,102.63)**
Tax expense				
Current tax	0.55	0.73	2.16	2.89
Deferred tax	-	31.15	(4.72)	7.48
Total tax expense/(credit)	**0.55**	**31.88**	**(2.56)**	**10.37**
Profit /(loss) for the period/year	**94.78**	**(838.14)**	**(1,281.62)**	**(1,113.00)**
Earnings before finance cost, depreciation, amortisation, and tax (EBITDA)	**205.39**	**(559.20)**	**(1,154.06)**	**(1,018.14)**
Other comprehensive income (OCI)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of net defined benefit liability	0.83	(1.42)	13.24	3.02
Fair value changes on equity investments through OCI	-	5.84	2.67	-
Income tax relating to above item	-	-	-	-
Other comprehensive income for the period/year	**0.83**	**4.42**	**15.91**	**3.02**
Total comprehensive income for the period/year	**95.61**	**(833.72)**	**(1,265.71)**	**(1,109.97)**
Earnings per share:				
(i) Basic	1.66	(14.66)	(23.04)	(22.18)
(ii) Diluted	1.61	(14.66)	(23.04)	(22.18)

SUMMARY OF RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS INFORMATION

(₹ in million unless otherwise stated)

Particulars	For the six months period ended 30 September 2023	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Cash flow from operating activities				
Profit/ (Loss) before tax	**95.33**	**(806.26)**	**(1,284.18)**	**(1,102.63)**
Adjustments for:				
Depreciation of property, plant and equipment	6.74	19.80	16.01	4.28
Depreciation of right of use asset	12.94	23.02	4.98	8.86
Bad debts	-	13.00	-	6.98
Advances written off	-	10.29	12.37	-
Interest income	(59.06)	(94.72)	(69.71)	(59.09)
Exceptional items	-	-	61.12	-
Provision for doubtful advances	-	56.90	2.76	1.01
Loss on sale/disposal of property, plant and equipment (net)	-	-	0.38	0.43
Gain on disposal of investments	-	-	-	(1.40)
Gain on termination of lease contract	-	-	-	(8.48)
Share-based payment expense	11.29	95.24	260.04	31.16
Finance costs	90.38	204.24	109.13	71.35
Financial guarantee expense	313.46	1,095.93	907.69	583.67
Provision for loss on ZIP product (refer note 40)	-	-	106.91	-
Liabilities / provisions no longer required written back	-	(67.32)	-	-
Impairment loss on trade receivables	-	4.95	-	1.15
Reversal of impairment loss on trade receivables	(1.48)	-	(5.02)	-
Operating Profit before working capital changes	**469.60**	**555.07**	**122.48**	**(462.71)**
Working capital adjustments				
Decrease/(increase) in Trade receivables	84.28	(482.09)	99.04	(209.59)
Decrease/(increase) in Other financial assets	(100.53)	1,186.19	(1,391.50)	(459.85)
Decrease/(increase) in Other current assets	(215.28)	(84.35)	(1,010.31)	(353.38)
Decrease/(increase) in Other bank balances (Escrow and Nodal accounts)	45.79	754.32	(1,012.87)	570.19
Increase/(decrease) in Other financial liabilities	(910.12)	(2,303.91)	(11.26)	134.75
Increase/(decrease) in Trade payables	693.77	497.21	92.44	376.93
Increase/(decrease) in Other liabilities	(37.69)	32.70	(28.41)	38.82
Increase/(decrease) in Provisions	3.63	2.88	16.77	14.13
Cash generated from/(used in) operations	**33.45**	**158.02**	**(3,123.62)**	**(350.71)**
Income tax (paid)/refund, net	(82.01)	112.11	(82.24)	5.65
Net cash generated from/(used in) operating activities	**(48.56)**	**270.13**	**(3,205.86)**	**(345.06)**
Cash flow from investing activities				
Purchase of property, plant and equipment	(7.23)	(14.51)	(33.45)	(6.09)
Proceeds from sale of mutual funds	-	-	-	38.12
Investment in unquoted shares of National Payment Corporation of India (NPCI)	-	-	-	(7.70)
Interest received on bank deposits	85.95	65.40	48.20	60.09
Investments in bank deposits	(32.60)	(1,199.65)	(5,974.49)	-
Proceeds from maturity of bank deposits	313.78	1,141.98	5,112.02	20.50
Net cash used in investing activities	**359.90**	**(6.78)**	**(847.72)**	**104.92**
Cash flow from financing activities				
Proceeds from issue of equity shares	-	-	1,059.99	-
Proceeds from issue of preference shares	-	0.04	2,154.44	998.30
Proceeds from term loan	2,800.00	-	-	-
Repayment of term loan	(2,800.00)	-	-	-
Proceeds from borrowings	-	-	363.00	-
Repayment of borrowings	-	(95.08)	(67.92)	(75.00)
Proceeds of non-convertible debenture	-	543.04	-	-
Repayment of non-convertible debenture	(132.00)	(54.00)	(25.45)	(114.55)
Payment of lease liabilities	(15.75)	(25.44)	(3.71)	(10.84)

Particulars	For the six months period ended 30 September 2023	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Share issue expenses	-	-	(77.42)	-
Interest and other borrowing cost	(81.71)	(188.88)	(108.77)	(72.19)
Net cash generated from financing activities	**(229.46)**	**179.68**	**3,294.16**	**725.72**
Net (decrease)/ increase in cash and cash equivalents	**81.88**	**443.03**	**(759.42)**	**485.58**
Cash and cash equivalents at the beginning of the period/year	**(293.54)**	**(736.57)**	**22.85**	**(462.73)**
Cash and cash equivalents at the end of the period/year	**(211.66)**	**(293.54)**	**(736.57)**	**22.85**

THE ISSUE

The following table summarises details of the Issue.

Issue of Equity Shares[(1)(2)*]	Up to [•] Equity Shares aggregating up to ₹ 7,000.00 million
The Issue consists of:	
A. QIB Portion[(3) (4)]	Not less than [•] Equity Shares
Of which:	
Anchor Investor Portion	Up to [•] Equity Shares
Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	[•] Equity Shares
Of which:	
Available for allocation to Mutual Fund Portion (5% of the Net QIB Portion)	[•] Equity Shares
Balance of QIB Portion for all QIBs including Mutual Funds	[•] Equity Shares
B. Non-Institutional Portion[(5)]	Not more than [•] Equity Shares
Of which:	
- One-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹200,000 and up to ₹1,000,000	[•] Equity Shares
- Two-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹1,000,000	[•] Equity Shares
C. Retail Portion[(5)]	Not more than [•] Equity Shares
Pre and post-Issue Equity Shares	
Equity Shares outstanding prior to the Issue	57,184,521 Equity Shares
Equity Shares outstanding after the Issue	[•] Equity Shares
Use of Net Proceeds	See "*Objects of the Issue*" on page 137 for information about the use of the proceeds from the Fresh Issue.

**Subject to finalisation of the Basis of Allotment*

(1) Our Board has authorised the Fresh Issue, pursuant to its resolution dated December 5, 2023 and our Shareholders have authorised the Fresh Issue pursuant to their resolution dated December 27, 2023.

(2) Our Company, in consultation with the BRLMs, may consider a further issue of Specified Securities through private placement, preferential allotment, rights issue or any other method as may be permitted under applicable law to any person(s), for an aggregate amount not exceeding ₹ 1,400 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC ("Pre-IPO Placement"). If the Pre-PO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Issue complying with Rule 19(2)(b) of the SCRR.

(3) 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 QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation, in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid bids being received at or above the Issue 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 Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, see "Issue Procedure" on page 444.

(4) Subject to valid Bids being received at or above the Issue 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 BRLMs and the Designated Stock Exchange For further details, see, "Terms of the Issue" on page 435..

(5) 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 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 aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders. The 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.

Allocation to Bidders in all categories, except the Retail Portion and Anchor Investor Portion, if any, shall be made on a proportionate basis, subject to valid Bids received at or above the Issue Price. The Allocation to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. The allocation to each Non-Institutional Bidder shall not be less than the minimum application size, i.e., ₹ 200,000, subject to the availability of Equity Shares in Non-Institutional Investors' category, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis. For further details, see "*Issue Procedure*" and "*Terms of the Issue*" beginning on pages 444 and 435, respectively.

GENERAL INFORMATION

Our Company was incorporated in New Delhi under the name 'ONE MOBIKWIK SYSTEMS PRIVATE LIMITED' on March 20, 2008 as a private limited company, under the Companies Act, 1956 and was granted a certificate of incorporation by the RoC. Thereafter, our Company was converted into a public limited company, pursuant to a special resolution passed in the extraordinary general meeting of our Shareholders held on June 23, 2021 and the name of our Company was changed to 'ONE MOBIKWIK SYSTEMS LIMITED', and a fresh certificate of incorporation dated June 25, 2021 was issued to our Company by the RoC.

For details of changes in the name and registered office address of our Company, see '*History and Certain Corporate Matters*' on page 238.

Registered & Corporate Office:
Unit 102, 1st Floor, Block-B,
Pegasus One, Golf Course Road,
Sector-53, Gurugram,
Haryana-122003, India

Corporate Identity Number: U64201HR2008PLC053766

Registration Number: 053766

Address of the Registrar of Companies

Our Company is registered with the Registrar of Companies, National Capital Territory of Delhi and Haryana, situated at the following address:

Registrar of Companies, National Capital Territory of Delhi and Haryana

4th Floor, IFCI Tower
61, Nehru Place
New Delhi 110 019
India

Board of Directors

The table below sets forth the details of the constitution of our Board:

Name	Designation	DIN	Address
Bipin Preet Singh	Managing Director and Chief Executive Officer	02019594	D2, 303, Parsvnath Exotica, Sector 53, Golf Course Road, Gurgaon, Haryana, 122002
Upasana Rupkrishan Taku	Executive Director, Chairperson and Chief Financial Officer	02979387	D2, 303, Parsvnath Exotica, Sector 53, Golf Course Road, Gurgaon, Haryana, 122002
Punita Kumar Sinha	Independent Director	05229262	51, Gate House Road, Chestnut Hill, MA, USA, 02467
Sayali Karanjkar	Independent Director	07312305	Flat No. 401, 4th Floor, Bldg. 2, Rohan Sehar, PAN Card Club Road, Baner, Pune, Maharashtra, 411045
Navdeep Singh Suri	Independent Director	08775385	A-103, Block A, Sushant Lok 1, Near Office of DCP, Sector 28, Gurgaon, Haryana- 122009
Raghu Ram Hiremagalur Venkatesh	Independent Director	09202812	48998, Oat Grass Ter, Fremont, California, United States, 94539
Vineet Bansal	Non-Executive, Non-Independent, Nominee Director	05156956	A-190, Shastri Nagar, Near Lachoo College, Jodhpur, Rajasthan, India- 342003

For further details of our Directors, see "*Our Management*" on page 265.

Company Secretary and Compliance Officer

Ankita Sharma is the Company Secretary and Compliance Officer of our Company. Her contact details are as follows:

Address

Unit 102, 1st Floor, Block-B
Pegasus One, Golf Course Road,
Sector- 53, Gurugram
Haryana- 122003, India
Tel: +91 (124) 490 3344
E-mail: ipo@mobikwik.com

Statutory Auditors of our Company

B S R & Associates LLP, Chartered Accountants
Building No. 10, 12th Floor, Tower-C
DLF Cyber City, Phase II
Gurugram – 122 002, Haryana, India
Tel.: +91 124 719 1000
E-mail: girisharora@bsraffiliates.com
ICAI Firm Registration Number:116231W/W-100024
Peer Review Number: 014273

Changes in Statutory Auditors

There have been no changes to our statutory auditors in the last three years immediately preceding the date of this Draft Herring Prospectus:

Book Running Lead Managers

SBI Capital Markets Limited
Unit No. 1501, 15th floor, A & B Wing,
Parinee Creescenzo Building, Plot C-38, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai- 400 051, Maharashtra, India
Tel: +91 22 4006 9807
E-mail: mobikwik.ipo@sbicaps.com
Investor grievance e-mail: investor.relations@sbicaps.com
Contact person: Sambit Rath / Karan Savardekar
Website: www.sbicaps.com
SEBI Registration: INM000003531

DAM Capital Advisors Limited
One BKC, Tower C
15th Florr, Unit No. 1511,
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051, Maharashtra, India
Tel: +91 22 4202 2500
E-mail: mobikwik.ipo@damcapital.in
Investor grievance email: complaint@damcapital.in
Contact person: Arpi Chheda
Website: www.damcapital.in
SEBI Registration No.: MB/INM000011336

Statement of inter-se allocation of responsibilities among the BRLMs

The responsibilities and coordination by the BRLMs for various activities in this Issue are as follows:

S. No.	Activity	Responsibility	Coordinator
1	Capital structuring with the relative components and formalities such as type of instruments, size of the Issue, allocation between primary and secondary, etc. and due diligence of our 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, the RoC and the SEBI including finalisation of Prospectus and RoC filing	SBICAPS, DAM	SBICAPS
2	Drafting and approval of statutory advertisements	SBICAPS, DAM	SBICAPS
3	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, etc. and filing of media compliance report	SBICAPS, DAM	DAM
4	Appointment of intermediaries - Registrar to the Issue, Printer and advertising agency (including coordination of all agreements)	SBICAPS, DAM	SBICAPS
5	Appointment of other intermediaries – Monitoring agency, Banker to the Issue, Share Escrow Agent, etc (including coordination of all agreements)	SBICAPS, DAM	DAM
6	Preparation of road show presentation and frequently asked questions	SBICAPS, DAM	DAM
7	International institutional marketing of the Issue, which will cover, *inter alia*: · Institutional marketing strategy; · Finalizing the list and division of investors for one-to-one meetings; and · Finalizing international road shows and investor meeting schedule	SBICAPS, DAM	DAM
8	Domestic institutional marketing of the Issue, which will cover, *inter alia*: · Institutional Marketing strategy; · Finalizing the list and division of investors for one-to-one meetings; and · Finalizing road show and investor meeting schedule	SBICAPS, DAM	SBICAPS
9	Retail marketing of the Issue, which will cover, *inter alia*: · Finalising media, marketing, public relations strategy and publicity budget, frequently asked questions at retail road shows · Finalising brokerage, collection centres · Finalising centres for holding conferences for brokers etc. · Follow-up on distribution of publicity and Issue material · including form, RHP/ Prospectus and deciding on the quantum of the Issue material	SBICAPS, DAM	SBICAPS
10	Non-institutional marketing of the Issue, which will cover, *inter alia*: · Finalising media, marketing, public relations strategy and publicity budget · Formulating strategies for marketing to Non – Institutional Investors	SBICAPS, DAM	DAM
11	Coordination with Stock Exchanges for Anchor coordination, Anchor CAN and intimation of anchor allocation, book building software, bidding terminals and mock trading and deposit of 1% security deposit with the designated stock exchange	SBICAPS, DAM	DAM
12	Managing the book and finalization of pricing in consultation with our Company	SBICAPS, DAM	DAM
13	Post-Issue activities, which shall involve essential follow-up with Banker(s) to the Issue and SCSBs to get quick estimates of collection and advising Company about the closure of the Issue, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, unblocking of application monies, listing of instruments, dispatch of certificates or demat credit and refunds, and coordination with various agencies connected with the post-Issue activity such as Registrar to the Issue, Banker(s) to the Issue, Sponsor Bank(s), SCSBs including responsibility for underwriting arrangements, as applicable. Coordinating with Stock Exchanges and SEBI for submission of all post-Issue reports including the initial and final post-Issue report to SEBI, release of 1% security deposit post closure of the Issue.	SBICAPS, DAM	DAM

Registrar to the Issue

Link Intime India Private Limited
C 101, 1st floor, 247 Park, Lal Bahadur Shastri Marg
Vikhroli (West)
Mumbai, Maharashtra, India- 400 083
Tel: +91 8108114949
E-mail: mobikwik.ipo@linkintime.co.in
Investor grievance e-mail: mobikwik.ipo@linkintime.co.in
Contact person: Shanti Gopalkrishnan
Website: www.linkintime.co.in
SEBI Registration No.: INR000004058

Legal Counsel to our Company as to Indian Law

IndusLaw
2nd Floor, Block D
The MIRA, Mathura Road
New Delhi 110 065
Tel: +91 11 4782 1000

Bankers to our Company

Axis Bank
Vipul Plaza, Suncity, Sector 54 Gurgaon, Haryana-122001
Contact Person: Anita Khurana
Tel: 9582808462
E-mail ID: sector54gurgaon.operationshead@axisbank.com
Website: www.axisbank.com
CIN: L65110GJ1993PLC020769

ICICI Bank Limited
ICICI Bank Tower, Near Chakli Circle
Old Padra Road, Vadodra, Gujarat 390007
Tel: 8527098527
Contact Person: Mayank Mishra
Website: www.icicibank.com
Email: companysecretary@icicibank.com, mishra.mayank@icicibank.com
CIN: L65190GJ1994PLC021012

Syndicate Member(s)

[•]

Escrow Collection Bank(s)/ Refund Bank(s)/ Public Issue Account Bank/ Sponsor Bank

[•]

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 RII using the UPI Mechanism), 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.

SCSBs eligible as Issuer Banks for UPI Mechanism and mobile application enabled for UPI Mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors using the UPI Mechanism may only apply through the SCSBs and mobile applications using the UPI handles specified on the website of SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and updated from time to time.

A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43, respectively. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors and RIIs) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the Members of the Syndicate is available on the website of the SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35, which may be and 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 http://www.sebi.gov.in/sebiweb/other/OtherAction.do? Do Recognised=yes & in tm Id=35 or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

The list of the Registered Brokers, eligible to accept ASBA forms, including details such as postal address, telephone number, and e - mail address, is provided on the websites of BSE and NSE at http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3 and http://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively, or such other websites as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number, and e-mail address, are provided on the websites of BSE and NSE at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, or such other websites as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the websites of BSE and NSE at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, or such other websites as updated from time to time.

Credit Rating

As this is an issue of Equity Shares, there is no credit rating for the Issue.

Grading of the Issue

No credit agency registered with SEBI has been appointed in respect of obtaining grading for the Issue.

Debenture Trustees

As this is an issue of Equity Shares, there are no debenture trustees appointed for the Issue.

Monitoring Agency

Our Company will appoint a monitoring agency prior to filing of the Red Herring Prospectus, in accordance with Regulation 41 of SEBI ICDR Regulations for monitoring the utilisation of the Net Proceeds from the Fresh Issue.

Appraising Entity

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

Green Shoe Option

No green shoe option is contemplated under the Issue.

Experts to the Issue

Except as stated herein, our Company has not obtained any expert opinions.

Our Company has received written consent dated January 4, 2024 from B S R & Associates LLP, Chartered Accountants, to include their name as required under section 26 (1) and 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated January 1, 2024 on our Restated Consolidated Financial Information; and (ii) their report dated January 4, 2024 on the Statement of Possible Special Tax Benefits in this Draft Red Herring Prospectus and such consent will not been withdrawn up to the filing of the Red Herring Prospectus with the RoC.

In addition, our Company has received written consent dated January 4, 2024, V P G S & Co., Chartered Accountants, holding a valid peer review certificate from ICAI, to include its name as an "expert" under Section 2(38) of the Companies Act, and other applicable provisions of the Companies Act in its capacity as an independent chartered accountant, in respect of their certificates and such consent will not be withdrawn up to the filing of the Red Herring Prospectus with the RoC.

However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Filing

A copy of this Draft Red Herring Prospectus has been filed through the SEBI Intermediary Portal at https://sipotal.sebi.gov.in, in accordance with Regulation 25(8) of SEBI ICDR Regulations read with SEBI master circular bearing reference SEBI/HO/CFD/PoD2/P/CIR/2023/0094 dated June 21, 2023, in accordance with the instructions issued by the SEBI on March 27, 2020, in relation to "*Easing of Operational Procedure – Division of Issues and Listing – CFD*". Further, physical copies of this Draft Red Herring Prospectus may be filed with the Securities and Exchange Board of India 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 the Red Herring Prospectus, along with the material contracts and documents required to be filed, will be filed with the RoC in accordance with Section 32 of the Companies Act, 2013, and a copy of the Prospectus required to be filed under Section 26 of the Companies Act, 2013 will be filed with the RoC at its office, and through the electronic portal at http://www.mca.gov.in/mcafoportal/loginvalidateuser.do

Book Building Process

"Book building", in the context of the Issue, refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus, the Bid cum Application Forms and the Revision Forms within the Price Band.

The Price Band and minimum Bid Lot will be decided by our Company in consultation with the BRLMs, and advertised in all editions of the English national daily newspaper [•], all editions of the Hindi national daily newspaper [•] (Hindi being the regional language of Delhi NCR wherein our Registered Office is located), each with wide circulation, respectively, at least two Working Days prior to the Bid/ Issuer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Issue Price shall be determined by our Company in consultation with the BRLMs, after the Bid/ Issue Closing Date.

All Bidders, other than Anchor Investors, shall participate in the Issue mandatorily through the ASBA process by providing the details of their respective bank accounts in which the corresponding Bid Amount will be blocked by the SCSBs and Sponsor Bank, as the case may be. Anchor Investors are not permitted to participate in the Issue through the ASBA process. Retail Individual Investors 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. Non-Institutional Investors with an application size of up to ₹ 0.50 million 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

In accordance with the SEBI ICDR Regulations, QIBs Bidding in the Net QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bid(s) (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Investors (subject to the Bid Amount being up to ₹ 200,000) can revise their Bids during the Bid/ Issue Period and withdraw their Bids until the Bid/ Issue Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. Further, allocation to QIBs in the Net QIB Portion will be on a proportionate basis and allocation to Anchor Investors in the Anchor Investor Portion will be on a discretionary basis.

For further details, see "*Issue Structure*" and "*Issue Procedure*" on pages 441 and 444, respectively.

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

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

Bidders should note the Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the final approval of the RoC after the Prospectus is registered with the RoC.

Illustration of Book Building Process and the Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, see "*Issue Procedure*" on page 444.

Underwriting Agreement

After the determination of the Issue Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC, our Company intends to enter into the Underwriting Agreement with the Underwriters for the Equity Shares proposed to be issued in the Issue. The extent of underwriting obligations and the Bids to be underwritten in the Issue shall be as per the Underwriting Agreement. Pursuant to the terms of the Underwriting Agreement, the obligations of each of the Underwriters will be several and will be subject to certain conditions specified therein.

The 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 the filing of the Red Herring Prospectus or Prospectus with the RoC.)

Name, address, telephone number and email address of the Underwriters	Indicative Number of Equity Shares to be underwritten	Amount underwritten (₹ million)
[•]	[•]	[•]
[•]	[•]	[•]
[•]	[•]	[•]
Total	[•]	[•]

The above-mentioned amount is indicative and will be finalised after determination of the Issue Price and finalisation of the Basis of Allotment and subject to the provisions of the SEBI ICDR Regulations.

In the opinion of our Board (based on representations given by the Underwriters), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or are registered as brokers with the Stock Exchange(s). The Board of Directors/ 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 the proportion of their underwriting commitments set forth in the table above. Notwithstanding the above table, each of the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to Bidders 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 purchasers for or purchase the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement.

The Underwriting Agreement has not been entered into as on the date of this Draft Red Herring Prospectus. The Underwriting Agreement shall be entered into on or after the Pricing Date but prior to filing of the Prospectus with the RoC.

CAPITAL STRUCTURE

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

(In ₹, except share data)

Sr. No.	Particulars	Aggregate nominal value	Aggregate value at Issue Price*
(A)	**AUTHORISED SHARE CAPITAL**		
	80,000,000 Equity Shares of face value of ₹ 2 each	160,000,000	-
	156,899 compulsorily convertible preference shares of ₹ 10 each	1,568,990	-
	1,816,592 compulsorily convertible preference shares of ₹ 100 each	181,659,200	-
(B)	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE ISSUE**		
	57,184,521 Equity Shares of face value of ₹ 2 each(a)(b)	114,369,042	-
(C)	**PRESENT ISSUE**		
	Fresh Issue of up to [•] Equity Shares aggregating up to ₹ 7,000.00 million **	[•]	[•]
(D)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE+**		
	[•] Equity Shares of face value of ₹ 2 each	[•]	[•]
(E)	**SECURITIES PREMIUM ACCOUNT**		
	Before the Issue (in ₹ million)		11543.40
	After the Issue* (in ₹ million)		[•]

* *To be included upon determination of the Issue Price.*

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

\+ *Assuming full subscription in the Issue.*

(a) *Our Board has authorised the Issue, pursuant to their resolution dated December 5, 2023. Our Shareholders have authorised the Issue pursuant to special resolution dated December 27, 2023.*

(b) *Our Company had allotted 30,910 partly paid-up Series H CCCPS to Blacksoil Capital Private Limited and 8,832 partly paid-up CCCPS to Blacksoil India Credit Fund on January 16, 2023 (on both of which an amount of ₹ 1 was paid up on each CCCPS only at the time allotment). Such CCPS were forfeited pursuant to a resolution passed by the Board of Directors on December 5, 2023, due to non-payment of the balance of a total sum of ₹ 44,960,124.60 on such CCCPS when called upon. The amounts originally paid up on the CCCPS has been categorized as liability and grouped under other financial liabilities in the Restated Consolidated Financial Information. See also "Financial Information – Restated Consolidated Financial Information – Note 44" on page 444.*

Changes in our Authorised Share Capital

For details in relation to the changes in the authorised share capital of our Company, see "*History and Certain Corporate Matters – Amendments to our Memorandum of Association*" on page 238.

Notes to Capital Structure

1. Share Capital History

A. History of Equity Share capital of our Company

[*Remainder of this page intentionally kept blank*]

The following table sets forth the history of the Equity Share capital of our Company:

Date of allotment	Number of equity shares allotted	Details of allottees	Face value (₹)	Offer price per equity share (₹)	Nature of consideration	Nature of allotment	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
March 20, 2008	10,000	Bipin Preet Singh 9,000 Pooja Chauhan 1,000	10	10	Cash	Initial subscription to the Memorandum of Association	10,000	100,000
September 29, 2012	691,000	Bipin Preet Singh 691,000	10	10	Cash	Preferential allotment	701,000	7,010,000
	299,000	Upasana Rupkrishan Taku 299,000	10	10	Cash	Preferential allotment	1,000,000	10,000,000
March 11, 2017	4	Bennett, Coleman and Company Limited 4	10	5,594	Cash	Private placement	1,000,004	10,000,040
August 8, 2017	10	Bajaj Finance Limited 10	10	8,300.75	Cash	Private placement	1,000,014	10,000,140
January 31, 2019	4,960	Refer to footnote (1)	10	10,307	Other than cash	Allotment as part of consideration for the acquisition of Harvest Fintech	1,004,974	10,049,740
May 26, 2021	36,201	Cloud Ranger Limited 36,201	10	5,594	Cash	Conversion of 36,201 Series C1 CCCPS	1,041,175	10,411,750
June 10, 2021	1	Abu Dhabi Investment Authority 1	10	17,916	Cash	Private placement	1,041,176	10,411,760
Pursuant to the resolution of the shareholders dated June 21, 2021, 20 Class A Equity Shares held by SCIIH III and SCII IV were reclassified as 20 ordinary equity shares.							1,041,196	10,411,960
Our Company sub-divided each equity share of a face value of ₹ 10 each to five Equity Shares of a face value of ₹ 2 each, with effect from June 21, 2021.							5,205,980	10,411,960
June 22,	15,617,940	Refer to footnote (2)	2	NA	NA	Bonus issue	20,823,920	41,647,840

Date of allotment	Number of equity shares allotted	Details of allottees		Face value (₹)	Offer price per equity share (₹)	Nature of consideration	Nature of allotment	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
2021	482,680	GMO Global Payment Fund Investment Partnership	482,680	2	279.70	Cash	Conversion of 24,134 Series C1 CCCPS	21,306,600	42,613,200
	116,200	GMO Global Payment Fund Investment Partnership	116,200	2	279.70	Cash	Conversion of 5,810 Series C9 CCCPS	21,422,800	42,845,600
	36,440	GMO Global Payment Fund Investment Partnership	36,440	2	411.68	Cash	Conversion of 1,822 Series E1 CCCPS	21,459,240	42,918,480
	139,440	New Delhi Television Limited	139,440	2	411.68	Cash	Conversion of 6,972 Series E5 CCCPS	21,598,680	43,197,360
June 29, 2021	6,306,080	Bajaj Finance Limited	6,306,080	2	356.79	Cash	Conversion of 271,050 Series D CCCPS	27,904,760	55,809,520
	1,444,020	Bajaj Finance Limited	1,444,020	2	411.68	Other than cash	Conversion of 68,269 Series E3 CCCPS and 3,932 Other CCCPS	29,348,780	58,697,560
	150,760	Bajaj Finance Limited	150,760	2	501.50	Other than cash	Conversion of 7,538 Other CCCPS	29,499,540	58,999,080
	78,380	Bajaj Finance Limited	78,380	2	622.50	Other than cash	Conversion of 3,919 Other CCCPS	29,577,920	59,155,840
	944,300	Refer to footnote (3)		2	622.50	Cash	Conversion of 47,215 Other	30,522,220	61,044,440

Date of allotment	Number of equity shares allotted	Details of allottees	Face value (₹)	Offer price per equity share (₹)	Nature of consideration	Nature of allotment	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
						CCCPS		
	243,680	Refer to footnote (4)	2	777.80	Cash	Conversion of 12,184 Other CCCPS	30,765,900	61,531,800
July 29, 2021	155,040	Anupam Mittal: 8,040 Leposhe Trading Enterprises LLP: 117,280 Deepan Kapadia: 29,720	2	622.50	Cash	Conversion of 7,752 Other CCCPS	30,920,940	61,841,880
	2,311,220	Tree Line Asia Master Fund (Singapore) Pte Ltd: 2,311,220	2	180.28	Cash	Conversion of 88,058 Series B1 CCCPS and 27,503 Series B4 CCCPS	33,232,160	66,464,320
	241,340	Tree Line Asia Master Fund (Singapore) Pte Ltd: 241,340	2	279.70	Cash	Conversion of 12,067 Series C1 CCCPS	33,473,500	66,947,000
August 19, 2021	199,400	S. Gopalakrishnan (Trustee of Pratithi Investment Trust): 199,400	2	501.50	Cash	Conversion of 9,970 Series E8 CCCPS	33,672,900	67,345,800
	107,580	Hindustan Media Ventures Limited: 107,580	2	501.50	Cash	Conversion of 5,379 Series E7 CCCPS	33,780,480	67,560,960
October 1, 2021	273,260	Bennett, Coleman and: 273,260	2	356.79	Cash	Conversion of 13,363 Series C7 CCCPS	34,053,740	68,107,480

Date of allotment	Number of equity shares allotted	Details of allottees		Face value (₹)	Offer price per equity share (₹)	Nature of consideration	Nature of allotment	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
		Company Limited							
	348,580	Bennett, Coleman and Company Limited	348,580	2	279.70	Cash	Conversion of 17,729 Series C7 CCCPS	34,402,320	68,804,640
	719,920	Hindustan Media Ventures Limited	719,920	2	501.50	Cash	Conversion of 35,996 Series E7 CCCPS	35,122,240	70,244,480
	192,840	DMI Alternative Investment Fund – The Sparkle Fund	192,840	2	777.80	Cash	Conversion of 9,642 Other CCCPS	35,315,080	70,630,160
	27,320	Gaurav Manglik	27,320	2	411.68	Cash	Conversion of 1,366 Series E3 CCCPS	35,342,400	70,684,800
	27,320	Tianying Fu (Trustee of The Fu Family Trust)	27,320	2	411.68	Cash	Conversion of 1,366 Series E3 CCCPS	35,369,720	70,739,440
	942,400	American Express Travel Related Services Company, Inc	942,400	2	180.28	Cash	Conversion of 47,120 Series B2 CCCPS	36,312,120	72,624,240

Date of allotment	Number of equity shares allotted	Details of allottees		Face value (₹)	Offer price per equity share (₹)	Nature of consideration	Nature of allotment	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
	101,340	American Express Travel Related Services Company, Inc	101,340	2	279.70	Cash	Conversion of 5,067 Series C6 CCCPS	36,413,460	72,826,920
	72,860	Trifecta Venture Debt Fund – I	72,860	2	411.68	Cash	Conversion of 3,643 Series E4 CCCPS	36,486,320	72,972,640
	78,280	Nicolas Jarosson	78,280	2	456.70	Cash	Conversion of 3,914 Series E6A CCCPS	36,564,600	73,129,200
	1,056,680	Cisco Systems (USA) Pte. Ltd.	1,056,680	2	180.28	Cash	Conversion of 52,834 Series B3 CCCPS	37,621,280	75,242,560
	144,080	Cisco Systems (USA) Pte. Ltd.	144,080	2	279.70	Cash	Conversion of 7,204 Series C5 CCCPS	37,765,360	75,530,720
	8,040	Sidharth Aloke Choudhary	8,040	2	622.50	Cash	Conversion of 402 Other CCCPS	37,773,400	75,546,800
	6,033,440	Net1 Applied Technologies Netherlands B.V.	6,033,440	2	279.70	Cash	Conversion of 181,007 Series C2 CCCPS and 120,665 Series C3 CCCPS	43,806,840	87,613,680
	182,180	Net1 Applied Technologies Netherlands B.V.	182,180	2	411.68	Cash	Conversion of 9,109 Series E2 CCCPS	43,989,020	87,978,040
	2,420	Manas Tamotia	2,420	2	622.50	Cash	Conversion of 121 Other CCCPS	43,991,440	87,982,880

Date of allotment	Number of equity shares allotted	Details of allottees		Face value (₹)	Offer price per equity share (₹)	Nature of consideration	Nature of allotment	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
	1,663,300	Abu Dhabi Investment Authority	1,663,300	2	895.80	Cash	Conversion of 83,165 Series G CCCPS	45,654,740	91,309,480
	2,183,008	Sequoia Capital India Investment Holdings III	2,183,008	2	2	Cash	Conversion of 109,779 Series A CCCPS	47,837,748	95,675,496
	3,430,961	Sequoia Capital India Investments IV	3,430,961	2	43.72	Cash	Conversion of 172,536 Series A1 CCCPS	51,268,709	102,537,418
	352,240	Sequoia Capital India Investments IV	352,240	2	180.27	Cash	Conversion of 23,615 Series A2 CCCPS	51,620,949	103,241,898
	3,360,220	Sequoia Capital India Investments IV	3,360,220	2	180.28	Cash	Conversion of 17,806 Series A3 CCCPS, 87,864 Series B1 CCCPS and 62,341 Series B4 CCCPS	54,981,169	109,962,338
	241,340	Sequoia Capital India Investments IV	241,340	2	279.70	Cash	Conversion of 12,067 Series C1 CCCPS	55,222,509	110,445,018
	364,360	Sequoia Capital India Investments IV	364,360	2	411.68	Cash	Conversion of 18,218 Series E1 CCCPS	55,586,869	111,173,738

Date of allotment	Number of equity shares allotted	Details of allottees	Face value (₹)	Offer price per equity share (₹)	Nature of consideration	Nature of allotment	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
October 13, 2021	272,915	Refer to footnote (5)	2	2	Cash	Exercise of ESOPs	55,859,784	111,719,568
	252,112	Refer to footnote (6)	2	34.75	Cash	Exercise of ESOPs	56,111,896	112,223,792
	97,158	Refer to footnote (7)	2	223.75	Cash	Exercise of ESOPs	56,209,054	112,418,108
	42,240	Anand Kumar: 2,940 Chandan Joshi: 36,420 Shivanee Patiyal: 320 Sandeep GR: 2,560	2	285.40	Cash	Exercise of ESOPs	56,251,294	112,502,588
	39,458	Refer to footnote (8)	2	329.35	Cash	Exercise of ESOPs	56,290,752	112,581,504
	10,610	Rajesh Kumar: 180 Sarah Banerjee: 160 Amit Kumar Singh: 160 Chandan Joshi: 10, 110	2	365.35	Cash	Exercise of ESOPs	56,301,362	112,602,724
December 29, 2021	883,159	Bennett, Coleman and Company Limited: 883,159	2	1132.30	Cash	Preferential Allotment	57,184,521	114,369,042
Total	**57,184,521**						**57,184,521**	**114,369,042**

(1) Allotment of 376 equity shares to AlphaGrep Securities Private Limited, 115 equity shares to Arindam Banerrji, 187 equity shares to Dhruv Shah, 288 equity shares to Govindarajan Chellappa, 288 equity shares to Jamil Khatri, 115 equity shares to Jitendra Panjabi, 786 equity shares to Kunal R Bajaj, 230 equity shares to Madhur Rao, 193 equity shares jointly to Nagarajan Sankaranarayanan and Swati Prakash Pandit, 388 equity shares jointly to Shital Bhagvanji Raiyani and Nilesh Surendra Rai Jasani, 173 equity shares to Pankaj Kapoor, 173 equity shares to Rahul Chadha, 760 equity shares to RS Partners I LLC, 6 equity shares to Sandhya Rohit Kapadia, 76 equity shares to Mihir Doshi, 56 equity shares to Sarosh Sorab Irani, 375 equity shares to Soheljeet Lalvani and 375 equity shares to Vineet Nagrani.

(2) Allotment of 8,730,930 Equity Shares to Bipin Preet Singh, 31,560 Equity Shares to Polaris Banyan Holding Private Limited, 12,510 Equity Shares to Acumen Wealth Private Limited, 6,180,900 Equity Shares to Upasana Rupkrishan Taku, 12,510 Equity Shares to Ashika Global Securities Private Limited, 10,530 Equity Shares to Jayantilal Mistrimal Sanghvi, Shobhnadevi Jayantilal Sanghvi and Prakash Mishrimal Sanghvi, 10,530 Equity Shares to Siddharth Kothari, 10,530 Equity Shares to Ramiladevi Sanwalchand Gandhi, 150 Equity Shares to Sequoia Capital India Investment IV, 150 Equity Shares to Sequoia Capital India Investment Holdings III, 150 Equity Shares to Bajaj Finance Limited, 60 Equity Shares to Bennett, Coleman and Company Limited, 5,640 Equity Shares to AlphaGrep Securities Private Limited, 1,725 Equity Shares jointly to Arindam Banerrji and Rajasree Banerrji, 5,395 Equity Shares to Spark Fund Advisors LLP, 4,320 Equity Shares to Govindrajan Chellappa, 4,320 Equity Shares to Neeru Kulbhushan Khanna, 1,725 Equity Shares jointly to Jitendra H Panjabi and Supriya J Panjabi, 11,790 Equity Shares to Kunal Bajaj, 3,450 Equity Shares to Madhur Rao, 1,140 Equity Shares to Mihir Joshi, 2,895 Equity Shares jointly to Nagarajan

Sankaranarayanan and Swati Prakash Pandit, 5,820 Equity Shares jointly to Shital Bhagvanji Raiyani and Nilesh Surendra Rai Jasani, 2,595 Equity Shares to Pankaj Kapor, 11,400 Equity Shares to RS Partners I LLC, 90 Equity Shares jointly to Sandhya Rohit Kapadia and Rohit Amritlal Kapadia, 840 Equity Shares to Sarosh S Irani, 5,625 Equity Shares to Soheljeet Lalvani, 5,625 Equity Shares to Vineet Nagrani, 9,375 Equity Shares to P Deepak, 18,750 Equity Shares to Kurush Noshir Jungalwala and Shireen K Jungalwala, 18,750 Equity Shares to Jamshed Jal Vakharia and Navaz Jamshed Vakharia, 12,075 Equity Shares to Rajaram Moreshwar Ajgaonkar, 24,090 Equity Shares to Aamir Khan, 15,000 Equity Shares to MSR Karthik, 45,000 Equity Shares to MVN Sesha Chary, 9,375 Equity Shares to Kapil Kailash Suneja, 9,375 Equity Shares to Anamitra Roy, 2,475 Equity Shares to Ashish Sharma, 9,375 Equity Shares to Madhu Sanwal, 9,375 Equity Shares to Sumit Hero Chuganee, 23,250 Equity Shares to Shanno Ravi, 23,250 Equity Shares to Hedge Finance Limited, 23,250 Equity Shares to Manish Jain Bafna, 23,250 Equity Shares to Plant Lipids Private Limited, 22,500 Equity Shares to Advik Tecnocommercial Private Limited, 11,250 Equity Shares to Rajesh Mannalal Agrawal, 23,250 Equity Shares to Duro Shox Private Limited, 9,375 Equity Shares to Atul Dua, 9,375 Equity Shares to Charishma Hotels Private Limited, 9,375 Equity Shares to Bujorjee Family Private Trust, 9,375 Equity Shares to Vicky Hemchand Gala and Hemchand Lalji Gala, 9,375 Equity Shares to Aman Tandon, 9,375 Equity Shares to Rajesh Sud and Simi Saberwal Sud, 9,375 Equity Shares to Pravin Shripad Bhalerao and Neeta Pravin Bhalerao, 22,500 Equity Shares to J B Mody Enterprises LLP, 18,750 Equity Shares to Sandeep Kumar Shah, 9,375 Equity Shares to Ravi Venkatesan, 9,375 Equity Shares to Hema Ravichandar and V Ravichandar, 9,375 Equity Shares to Mili Sameer Joshi and Hemchand Lalji Gala, 9,375 Equity Shares to Bharat Tandon, 9,375 Equity Shares to Vijay Mohan and Rajul Mohan, 9,375 Equity Shares to Nagaraj Azhakesan and Azhagammal A, 28,125 Equity Shares to Vicco Products (Bombay) Private Limited, 9,375 Equity Shares to Manish Satyanarayan Nuwal, 9,375 Equity Shares to BML Enterprises LLP, 15 Equity Shares to Abu Dhabi Investment Authority. The bonus issue was undertaken by our Company by capitalizing an amount of ₹ 31.24 million from the securities premium account and not from free reserves. The balances in the securities premium account of our Company prior to and after the bonus issue were ₹ 10,215.24 million and ₹ 10,184.00 million, respectively.

(3) Allotment of 240,960 Equity Shares to Elizabeth Mathew, 144,580 Equity Shares to Mauryan First, 120,500 Equity Shares to Orios Select Fund – I, 117,420 Equity Shares to Vineet Kulbandhu Sharma, 23,480 Equity Shares to Rajes K Parikh HUF, 23,480 Equity Shares to Infinity Alternatives Advisors LLP, 14,680 Equity Shares to Atul Bhushan Hajela, 11,740 Equity Shares to S. Vijayaraghavan, 58,640 Equity Shares to Vijay Kedia, 48,200 Equity Shares to Bharat Vinod Daftary, 29,240 Equity Shares to Madhavi Srihari, 23,460 Equity Shares to Aryana Trust, 16,080 Equity Shares to Satya Srini Vasan, 16,080 Equity Shares to S. Sambath Kumar, 16,080 Equity Shares to Ankur Healthcare Private Limited, 8,020 Equity Shares to Punita Kumar Sinha, 2,420 Equity Shares to Vega Tamotia and 29,240 Equity Shares to Sundar Ram Enterprises Private Limited.

(4) Allotment of 95,800 Equity Shares to Khattar Holdings Private Limited, 90,000 Equity Shares to Dheeshjith G Vattaparambil, 25,720 Equity Shares to Padma Lochan Mohanty, 6,440 Equity Shares to Phani Kumar Mantha, 6,440 Equity Shares to Vijaya Kamesh Mantha and 19,280 Equity Shares to Vardhman Holdings Limited.

(5) Allotment of 230,000 Equity Shares to Kunal Raj Bajaj, 40,000 Equity Shares to Sarosh Sorab Irani, 260 Equity Shares to Rameez Ahmed Reza, 490 Equity Shares to Vijay Narayan Borhade, 620 Equity Shares to Aranta Hanumant Kadam, 900 Equity Shares to Pritam Bhowal and 645 Equity Shares to Navneet Pandey, upon exercise of vested ESOPs.

(6) Allotment of 68,295 Equity Shares to Nikhil Narang, 41,558 Equity Shares to Ankur Shrivastava, 30,000 Equity Shares to Abhishek Chandra, 21,220 Equity Shares to Chirag Jain, 40,420 Equity Shares to Atul Goyal, 6,340 Equity Shares to Kumar Arindam Sadhu, 340 Equity Shares to Badri Nath, 25,900 Equity Shares to Kunal Mehta, and 18,039 Equity Shares to Mrinal Sinha, upon exercise of vested ESOPs.

7) Allotment of 3,510 Equity Shares to Mohammad Faisal, 4,700 Equity Shares to Badal Verma, 8,787 Equity Shares to Rachit Raj, 2,227 Equity Shares to Prashant Gandhi, 1,414 Equity Shares to Akhilesh Kalra, 2,000 Equity Shares to Saurabh Gupta, 2,000 Equity Shares to Mayank Sharma, 8,000 Equity Shares to Mayank Suneja, 940 Equity Shares to Parul Jain, 1,080 Equity Shares to Bharat Verma, 34,840 Equity Shares to Pretty Pandey, 4,000 Equity Shares to Chirag Jain, 3,660 Equity Shares to Kumar Arindam Sadhu, and 20,000 Equity Shares to Badri Nath, upon exercise of vested ESOPs.

(8) Allotment of 80 Equity Shares to Chanpreet Singh, 40 Equity Shares to Sushant Sood, 220 Equity Shares to Himanshu Aggarwal, 100 Equity Shares to Shashank Tiwari, 30 Equity Shares to Arjit Gupta, 240 Equity Shares to Ankush Arora, 3,640 Equity Shares to Dheeraj Aneja, 180 Equity Shares to Angad Wadia, 2,180 Equity Shares to Gaurav Kumar, 1,680 Equity Shares to Tusharika Tyagi, 2,160 Equity Shares to Abhishek Barnwal, 300 Equity Shares to Kshitij Anand, 1,540 Equity Shares to Lokesh Chadha, 2,380 Equity Shares to Arindam Deb, 400 Equity Shares to Shrey Sharma, 1,080 Equity Shares to Ch. Kamlesh Rao, 620 Equity Shares to Biren Nayak, 700 Equity Shares to Rajat Chopra, 560 Equity Shares to Sidhanshu Gupta, 280 Equity Shares to Mahesh Chand Yadav, 120 Equity Shares to Vikas Sirohi, 640 Equity Shares to Paraj Jain, 420 Equity Shares to Anubhav Jain, 900 Equity Shares to Parinita Puri, 880 Equity Shares to Esha Satishraj Jagdale, 460 Equity Shares to Shivani Kocchar, 320 Equity Shares to Sanjay Rawat, 350 Equity Shares to Nitish Kumar Chand, 560 Equity Shares to Rakhi Bansal, 280 Equity Shares to Deepansh Bhutani, 420 Equity Shares to Gaurav Mishra, 240 Equity Shares to Noopur Gupta, 140 Equity Shares to Vijay Singh Sinhmar, 140 Equity Shares to Kapil Arora, 80 Equity Shares to Rishabh Rastogi, 240 Equity Shares to Pallavi Kumari, 700 Equity Shares to Shruti Rohatgi, 100 Equity Shares to Kashish Soni, 240 Equity Shares to Nikhil Aggarwal, 98 Equity Shares to Nikhil Sharma, 40 Equity Shares to Divyanshi Sharma, 380 Equity Shares to Ankit Kumar, 140 Equity Shares to Bhavya Raheja, 360 Equity Shares to Kanika Singhal, 780 Equity Shares to Vijayendra Bawa, 660 Equity Shares to Sandeep GR, 2,480 Equity Shares to Saurabh Gupta, 2,100 Equity Shares to Mayank Sharma, 2,280 Equity Shares to Mayank Suneja, 1,440 Equity Shares to Bharat Verma, and 3,060 Equity Shares to Pretty Pandey, upon exercise of vested ESOPs.

B. History of Class A Equity Shares of our Company

The history of the Class A Equity Shares of our Company issued by our Company is provided in the following table:

Date of allotment	Number of Class A Equity Shares allotted	Details of allottees		Face value (₹)	Offer price per Equity Share (₹)	Nature of consideration	Nature of allotment	Cumulative number of Class A Equity Shares	Cumulative paid-up Class A Equity Share Capital (₹)
March 28, 2014	10	Sequoia Capital India Investment Holdings III	Class A Equity Shares	10	24.59	Cash	Preferential allotment	10	100
March 28, 2014	10	Sequoia Capital India Investments IV	Class A Equity Shares	10	869.30	Cash	Preferential allotment	20	200
Pursuant to a resolution of the shareholders dated June 21, 2021, 20 Class A Equity Shares were reclassified as 20 ordinary equity shares.									

C. History of preference share capital of our Company

The history of the preference share capital of our Company issued by our Company is provided in the following table:

Date of allotment	Number of preference shares allotted	Details of allottees		Face value (₹)	Offer price per preference share (₹)	Nature of consideration	Nature of allotment	Cumulative number of preference shares	Cumulative paid-up preference share capital (₹)
Series A CCCPS									
March 28, 2014	109,779	Sequoia Capital India Investment Holdings III	109,779	10	24.59	Cash	Preferential allotment	109,779	1,097,790
October 1, 2021	(109,779)	Sequoia Capital India Investment Holdings III	2,183,008	10	NA	NA	Conversion of 109,779 Series A CCCPS	0	0
Series A1 CCCPS									

Date of allotment	Number of preference shares allotted	Details of allottees	Face value (₹)	Offer price per preference share (₹)	Nature of consideration	Nature of allotment	Cumulative number of preference shares	Cumulative paid-up preference share capital (₹)
March 28, 2014	172,536	Sequoia Capital India Investments IV: 172,536	100	869.33	Cash	Preferential allotment	172,536	17,253,600
October 1, 2021	(172,536)	Sequoia Capital India Investments IV: 3,430,961	100	NA	NA	Conversion of 172,536 Series A1 CCCPS.	0	0
Series A2 CCCPS								
February 11, 2015	23,615	Sequoia Capital India Investments IV: 23,615	100	2,688.94	Cash	Rights issue	23,615	2,361,500
October 1, 2021	(23,615)	Sequoia Capital India Investments IV: 352,240	100	NA	NA	Conversion of 23,615 Series A2 CCCPS.	0	0
Series A3 CCCPS								
February 25, 2015	17,806	Sequoia Capital India Investments IV: 17,806	100	3,605.57	Cash	Rights issue	17,806	1,780,600
October 1, 2021	(17,806)	Sequoia Capital India Investments IV: 17,806	100	NA	NA	Conversion of 17,806 Series A3 CCCPS.	0	0
Series B1 CCCPS								

Date of allotment	Number of preference shares allotted	Details of allottees		Face value (₹)	Offer price per preference share (₹)	Nature of consideration	Nature of allotment	Cumulative number of preference shares	Cumulative paid-up preference share capital (₹)
February 27, 2015	87,864	Sequoia Capital India Investments IV	87,864	100	3,605.57	Cash	Private placement	87,864	8,786,400
	88,058	Tree Line Asia Master Fund (Singapore) Pte Ltd	88,058	100	3,605.57	Cash	Private placement	175,922	17,592,200
July 29, 2021	(88,058)	Tree Line Asia Master Fund (Singapore) Pte Ltd	1,761,160	100	NA	NA	Conversion of 88,058 Series B1 CCCPS	87,864	8,786,400
October 1, 2021	(87,864)	Sequoia Capital India Investments IV		100	NA	NA	Conversion of 87,864 Series B1 CCCPS.	0	0
Series B2 CCCPS									
February 27, 2015	47,120	American Express Travel Related Services Company, Inc	47,120	10	3,605.57	Cash	Private placement	47,120	471,200
October 1, 2021	(47,120)	American Express Travel Related Services Company, Inc	942,400	10	NA	NA	Conversion of 47,120 Series B2 CCCPS.	0	0
Series B3 CCCPS									

Date of allotment	Number of preference shares allotted	Details of allottees	Face value (₹)	Offer price per preference share (₹)	Nature of consideration	Nature of allotment	Cumulative number of preference shares	Cumulative paid-up preference share capital (₹)
May 5, 2015	52,834	Cisco Systems (USA) Pte. Ltd: 52,834	100	3,605.57	Cash	Preferential allotment	52,834	5,283,400
October 1, 2021	(52,834)	Cisco Systems (USA) Pte. Ltd: 1,056,680	100	NA	NA	Conversion of 52,834 Series B3 CCCPS.	0	0
Series B4 CCCPS								
November 27, 2015	62,341	Sequoia Capital India Investments IV: 62,341	100	3,605.57	Cash	Preferential allotment	62,341	6,234,100
	27,503	Tree Line Asia Master Fund (Singapore) Pte Ltd: 27,503	100	3,605.57	Cash	Private placement	89,844	8,984,400
July 29, 2021	(27,503)	Tree Line Asia Master Fund (Singapore) Pte Ltd: 550,060	100	NA	NA	Conversion of 27,503 Series B4 CCCPS	62,341	6,234,100
October 1, 2021	(62,341)	Sequoia Capital India Investments IV: 3,360,220	100	NA	NA	Conversion of 62,341 Series B4 CCCPS.	0	0
Series C1 CCCPS								
June 24, 2016	36,201	Cloud Ranger Limited: 36,201	100	5,594.00	Cash	Preferential allotment	36,201	3,620,100

Date of allotment	Number of preference shares allotted	Details of allottees		Face value (₹)	Offer price per preference share (₹)	Nature of consideration	Nature of allotment	Cumulative number of preference shares	Cumulative paid-up preference share capital (₹)
	24,134	GMO Global Payment Fund Investment Partnership	24,134	100	5,594.00	Cash	Private placement	60,355	6,035,500
	12,067	Sequoia Capital India Investments IV	12,067	100	5,594.00	Cash	Private placement	72,402	7,240,200
	12,067	Tree Line Asia Master Fund (Singapore) Pte Ltd	12,067	100	5,594.00	Cash	Private placement	84,469	8,446,900
May 26, 2021	(36,201)	Cloud Ranger Limited	36,201	100	NA	NA	Conversion of 36,201 Series C1 CCCPS	48,268	4,826,800
June 22, 2021	(24,134)	GMO Global Payment Fund Investment Partnership	482,680	100	NA	NA	Conversion of 24,134 Series C1 CCCPS	24,134	2,413,400
July 29, 2021	(12,067)	Tree Line Asia Master Fund (Singapore) Pte Ltd	241,340	100	NA	NA	Conversion of 12,067 Series C1 CCCPS	12,067	1,206,700
October 1, 2021	(12,067)	Sequoia Capital India Investments IV	241,340	100	NA	NA	Conversion of 12,067 Series C1 CCCPS	0	0

Date of allotment	Number of preference shares allotted	Details of allottees		Face value (₹)	Offer price per preference share (₹)	Nature of consideration	Nature of allotment	Cumulative number of preference shares	Cumulative paid-up preference share capital (₹)
Series C2 CCCPS									
September 2, 2016	181,007	Net1 Applied Technologies Netherlands B.V	181,007	100	5,594.00	Cash	Preferential Allotment	181,007	18,100,700
October 1, 2021	(181,007)	Net1 Applied Technologies Netherlands B.V	6,033,44	100	NA	NA	Conversion of 181,007 Series C2 CCCPS	0	0
Series C5 CCCPS									
January 9, 2017	7,204	Cisco Systems (USA) Pte. Ltd	7,204	100	5,594.00	Cash	Preferential Allotment	7,204	720,400
October 1, 2021	(7,204)	Cisco Systems (USA) Pte. Ltd	144,080	100	NA	NA	Conversion of 7,204 Series C5 CCCPS.	0	0
Series C6 CCCPS									
June 14, 2017	5,067	American Express Travel Related Services Company, Inc	5,067	100	5,594.00	Cash	Preferential Allotment	5,067	506,700
October 1, 2021	(5,067)	American Express Travel Related Services Company, Inc	101,340	100	NA	NA	Conversion of 5,067 Series C6 CCCPS	0	0
Series C9 CCCPS									

Date of allotment	Number of preference shares allotted	Details of allottees	Face value (₹)	Offer price per preference share (₹)	Nature of consideration	Nature of allotment	Cumulative number of preference shares	Cumulative paid-up preference share capital (₹)
July 6, 2017	5,810	GMO Global Payment Fund Investment Partnership 5,810	100	5,594.00	Cash	Preferential Allotment	5,810	581,000
June 22, 2021	(5,810)	GMO Global Payment Fund Investment Partnership 116,200	100	NA	NA	Conversion of 5,810 Series C9 CCCPS	0	0
Series C3 CCCPS								
July 21, 2017	120,665	Net1 Applied Technologies Netherlands B.V 120,665	100	5,594.00	Cash	Preferential Allotment	120,665	12,066,500
October 1, 2021	(120,665)	Net1 Applied Technologies Netherlands B.V	100	NA	NA	Conversion of 120,665 Series C3 CCCPS	0	0
Series C7 CCCPS								
March 28, 2018	17,429	Bennett, Coleman and Company Limited 17,429	100	5,594.12	Cash	Conversion of one Series C7A Warrant into 17,429 Series C7 CCCPS	17,429	1,742,900
June 22, 2021	13,663	Bennett, Coleman and Company Limited 13,663	100	7,135.74	Cash	Conversion of one Class C7B Warrant into 13,663 Series C7 CCCPS	31,092	3,109,200

Date of allotment	Number of preference shares allotted	Details of allottees		Face value (₹)	Offer price per preference share (₹)	Nature of consideration	Nature of allotment	Cumulative number of preference shares	Cumulative paid-up preference share capital (₹)
October 1, 2021	(31,092)	Bennett, Coleman and Company Limited	6,21,840	100	NA	NA	Conversion of 31,092 Series C7 CCCPS	0	0
Series D CCCPS									
August 8, 2017	271,050	Bajaj Finance Limited	271,050	100	8,300.75	Cash	Private placement	271,050	27,105,000
June 29, 2021	(271,050)	Bajaj Finance Limited	6,306,080	100	NA	NA	Conversion of 271,050 Series D CCCPS	0	0
Series E1 CCCPS									
November 15, 2018	1,748	GMO Global Payment Fund Investment Partnership	1,748	100	8,233.50	Cash	Preferential Allotment	1,748	174,800
	18,218	Sequoia Capital India Investments IV	18,218	100	8,233.50	Cash	Private placement	19,966	1,996,600
December 14, 2018	74	GMO Global Payment Fund Investment Partnership	74	100	8,233.50	Cash	Preferential Allotment	20,040	2,004,000
June 22, 2021	(1,822)	GMO Global Payment Fund Investment Partnership	36,440	100	NA	NA	Conversion of 1,822 Series E1 CCCPS	18,218	1,821,800

Date of allotment	Number of preference shares allotted	Details of allottees	Face value (₹)	Offer price per preference share (₹)	Nature of consideration	Nature of allotment	Cumulative number of preference shares	Cumulative paid-up preference share capital (₹)
October 1, 2021	(18,218)	Sequoia Capital India Investments IV	100	NA	NA	Conversion of 18,218 Series E1 CCCPS.	0	0
Series E2 CCCPS								
December 14, 2018	9,109	Net1 Applied Technologies Netherlands B.V 9,109	100	8,233.50	Cash	Private placement	9,109	910,900
October 1, 2021	(9,109)	Net1 Applied Technologies Netherlands B.V 182,180	100	NA	NA	Conversion of 9,109 Series E2 CCCPS	0	0
Series E3 CCCPS								
March 1, 2019	1,366	Gaurav Manglik 1,366	100	8,233.50	Cash	Preferential Allotment	1,366	136,600
	1,366	Tianying Fu (Trustee of The Fu Family Trust) 1,366	100	8,233.50	Cash	Private placement	2,732	273,200
April 12, 2019	10,534	Bajaj Finance Limited 10,534	100	8,233.50	Other than cash	Preferential Allotment	13,266	1,326,600
August 20, 2019	7,707	Bajaj Finance Limited 7,707	100	8,233.50	Other than cash	Preferential Allotment	20,973	2,097,300
December 9, 2019	27,084	Bajaj Finance Limited 27,084	100	8,233.50	Other than cash	Preferential Allotment	48,057	4,805,700
April 10, 2020	12,754	Bajaj Finance Limited 12,754	100	8,233.50	Other than cash	Private placement	60,811	6,081,100

Date of allotment	Number of preference shares allotted	Details of allottees		Face value (₹)	Offer price per preference share (₹)	Nature of consideration	Nature of allotment	Cumulative number of preference shares	Cumulative paid-up preference share capital (₹)
October 19, 2020	10,190	Bajaj Finance Limited	10,190	100	8,233.50	Other than cash	Private placement	71,001	7,100,100
June 29, 2021	(68,269)	Bajaj Finance Limited	1,365,380	100	NA	NA	Conversion of 68,269 Series E3 CCCPS	2,732	273,200
October 1, 2021	(1,366)	Gaurav Manglik	27,320	100	NA	NA	Conversion of 1,366 Series E3 CCCPS	1,366	1,36,600
	(1,366)	Tianying Fu (Trustee of The Fu Family Trust)	27,320	100	NA	NA	Conversion of 1,366 Series E3 CCCPS	0	0
Series E5 CCCPS									
July 10, 2019	6,972	New Delhi Television Limited	6,972	100	8,233.50	Other than cash	Preferential Allotment	6,972	697,200
June 22, 2021	(6,972)	New Delhi Television Limited	139,440	100	NA	NA	Conversion of 6,972 Series E5 CCCPS	0	0
Series E4 CCCPS									
July 10, 2019	3,643	Trifecta Venture Debt Fund – I	3,643	100	8,233.50	Cash	Preferential Allotment	3,643	364,300
October 1, 2021	(3,643)	Trifecta Venture Debt Fund – I	72,860	100	NA	NA	Conversion of 3,643 Series E4 CCCPS	0	0
Series E6A CCCPS									
February 20, 2020	3,914	Nicolas Jarosson	3,914	100	9,134.00	Cash	Preferential Allotment	3,914	391,400

Date of allotment	Number of preference shares allotted	Details of allottees	Face value (₹)	Offer price per preference share (₹)	Nature of consideration	Nature of allotment	Cumulative number of preference shares	Cumulative paid-up preference share capital (₹)
October 1, 2020	(3,914)	Nicolas Jarosson 78,280	100	NA	NA	Conversion of 3,914 Series E6A CCCPS	0	0
Series E7 CCCPS								
November 3, 2020	41,375	Hindustan Media Ventures Limited 41,375	100	10,030.00	Cash	Preferential Allotment	41,375	4,137,500
August 19, 2021	(5,379)	Hindustan Media Ventures Limited 107,580	100	NA	NA	Conversion of 5,379 Series E7 CCCPS	35,996	3,599,600
October 1, 2021	(35,996)	Hindustan Media Ventures Limited 719,920	100	NA	NA	Conversion of 35,996 Series E7 CCCPS	0	0
Series E8 CCCPS								
December 2, 2020	9,970	S. Gopalakrishnan (Trustee of Pratithi Investment Trust) 9,970	100	10,030	Cash	Private placement	9,970	997,000
August 19, 2021	9,970	S. Gopalakrishnan (Trustee of Pratithi Investment Trust) 199,400	100	NA	NA	Conversion of 9,970 Series E8 CCCPS	0	0
Other CCCPS								
March 23, 2021	35,887	Refer to footnote (1)	100	12,450	Cash	Private placement	35,887	3,588,700
April 17, 2021	19,603	Refer to footnote (2)	100	12,450	Cash	Private placement	55,490	5,549,000

Date of allotment	Number of preference shares allotted	Details of allottees	Face value (₹)	Offer price per preference share (₹)	Nature of consideration	Nature of allotment	Cumulative number of preference shares	Cumulative paid-up preference share capital (₹)
May 19, 2021	4,790	Khattar Holdings Pte. Ltd: 4,790	100	15,556	Cash	Preferential Allotment	60,280	6,028,000
May 28, 2021	7,394	Dheeshjith G Vattaparambil: 4,500 Padma Lochan Mohanty: 1,286 Vardhman Holdings Limited: 964 Phani Kumar Mantha: 322 Vijaya Kamesh Mantha: 322	100	15,556	Cash	Preferential Allotment	67,674	6,767,400
May 31, 2021	3,932	Bajaj Finance Limited: 3,932	100	8,234	Other than cash	Preferential Allotment	71,606	7,160,600
	7,538	Bajaj Finance Limited: 7,538	100	10,030	Other than cash	Preferential Allotment	79,144	7,914,400
	3,919	Bajaj Finance Limited: 3,919	100	12,450	Other than cash	Preferential Allotment	83,063	8,306,300
June 2, 2021	9,642	DMI Alternative Investment Fund – The Sparkle Fund: 9,642	100	15,556	Cash	Preferential Allotment	92,705	9,270,500
June 29, 2021	(15,389)	Bajaj Finance Limited: 307,780	100	NA	NA	Conversion of 15,389 Other CCCPS	77,316	7,731,600

Date of allotment	Number of preference shares allotted	Details of allottees	Face value (₹)	Offer price per preference share (₹)	Nature of consideration	Nature of allotment	Cumulative number of preference shares	Cumulative paid-up preference share capital (₹)
	(59,399)	Refer to footnote (3)	100	NA	NA	Conversion of 59,399 Other CCCPS	17,917	1,791,700
July 29, 2021	(7,752)	Anupam Mittal: 8,040 Leposhe Trading Enterprises LLP: 117,280 Deepan Kapadia: 29,720	100	NA	NA	Conversion of 7,752 Other CCCPS	10,165	1,016,500
October 1, 2021	(9642)	DMI Alternative Investment Fund – The Sparkle Fund: 1,92,840	100	NA	NA	Conversion of 9,642 Other CCCPS	523	5,230
	(121)	Manas Tamotia: 2,420	100	NA	NA	Conversion of 121 Other CCCPS	402	4,020
	(402)	Sidharth Aloke Choudhary: 8,040	100	NA	NA	Conversion of 402 Other CCCPS	0	0
Series G CCCPS								
June 10, 2021	83,165	Abu Dhabi Investment Authority: 83,165	100	17,916	Cash	Private placement	83,165	8,316,500
October 1, 2021	(83,165)	Abu Dhabi Investment Authority: 16,63,300	100	NA	NA	Conversion of 83,165 Series G CCCPS	0	0
Series H CCCPS								

Date of allotment	Number of preference shares allotted	Details of allottees	Face value (₹)	Offer price per preference share (₹)	Nature of consideration	Nature of allotment	Cumulative number of preference shares	Cumulative paid-up preference share capital (₹)
January 16, 2023	39,742	Blacksoil Capital Private Limited: 30,910 Blacksoil India Credit Fund: 8,832	100	1132.30	Cash	Private placement	39,742	3,974,200(4)
December 20, 2023	39,742	Blacksoil Capital Private Limited: 30,910 Blacksoil India Credit Fund: 8,832	100	NA	NA	Forfeiture of Equity Shares due to non-payment of call(4)	0	0

(1) Allotment of 12,048 CCCPS to Elizabeth Mathew, 7,229 CCCPS to Mauryan First, 6,025 CCCPS to Orios Select Fund I, 5,871 CCCPS to Vineet Kulbandhu Sharma, 1,174 CCCPS to Rajesh K Parikh HUF, 1,174 CCPS to Infinity Investment Advisors LLP, 734 CCCPS to Atul Bhushan Hajela, 587 CCCPS to S Vijayaraghavan, 401 CCCPS to Punita Kumar Sinha, 402 CCCPS to Anupam Mittal, 121 CCCPS to Manas Tamotia, and 121 CCCPS to Vega Tamotia.

(2) Allotment of 5,864 CCCPS to Leposhe Trading Enterprises LLP, 2,932 CCCPS to Vijay Kedia, 2,410 CCCPS to Bharat Vinod Daftary, 1,486 CCCPS to Deepan Kapadia, 1,462 CCCPS to Madhavi Srihari, 1,462 CCCPS to Sundar Ram Enterprise Private Limited, 1,173 CCCPS to Rajesh Subramanian (Trustee of Aryana Trust), 804 CCCPS to Satya Srini Vasan, 804 CCCPS to Ankur Healthcare Private Limited, 804 CCCPS to S. Sambath Kumar, and 402 CCCPS to Sidharth Aloke Choudhary.

(3) Allotment of 240,960 Equity Shares to Elizabeth Mathew, 144,580 Equity Shares to Mauryan First, 120,500 Equity Shares to Orios Select Fund – I, 117,420 Equity Shares to Vineet Kulbandhu Sharma, 23,480 Equity Shares to Rajes K Parikh HUF, 23,480 Equity Shares to Infinity Alternatives Investment Advisors LLP, 14,680 Equity Shares to Atul Bhushan Hajela, 11,740 Equity Shares to S. Vijayaraghavan, 58,640 Equity Shares to Vijay Kedia, 48,200 Equity Shares to Bharat Vinod Daftary, 29,240 Equity Shares to Madhavi Srihari, 23,460 Equity Shares to Aryana Trust, 16,080 Equity Shares to Satya Srini Vasan, 16,080 Equity Shares to S. Sambath Kumar, 16,080 Equity Shares to Ankur Healthcare Private Limited, 95,800 Equity Shares to Khattar Holdings Private Limited, 90,000 Equity Shares to Dheeshjith G Vattaparambil, 25,720 Equity Shares to Padma Lochan Mohanty, 6,440 Equity Shares to Phani Kumar Mantha, 6,440 Equity Shares to Vijaya Kamesh Mantha, 19,280 Equity Shares to Vardhman Holdings Limited, 8,020 Equity Shares to Punita Kumar Sinha, 2,420 Equity Shares to Vega Tamotia, and 29,240 Equity Shares to Sundar Ram Enterprises Private Limited on conversion of 59,399 CCCPS.

(4) Our Company had allotted 30,910 partly paid-up Series H CCCPS to Blacksoil Capital Private Limited and 8,832 partly paid-up CCCPS to Blacksoil India Credit Fund on January 16, 2023 (on both of which an amount of ₹ 1 was paid up on each CCCPS only at the time allotment). Such CCCPS were forfeited pursuant to a resolution passed by the Board of Directors on December 5, 2023, due to non-payment of the balance of a total sum of ₹ 44,960,124.60 on such CCCPS when called upon. The amounts originally paid up on the CCCPS has been categorized as liability and grouped under other financial liabilities in the Restated Consolidated Financial Information. See also "Financial Information – Restated Consolidated Financial Information – Note 44" on page 364.

D. ***Shares issued for consideration other than cash or bonus or out of revaluation reserves***

Except as disclosed below, our Company has not issued Equity Shares or Preference Shares out of revaluation reserves or bonus or for consideration other than cash:

Equity Shares

Date of allotment	**Number of equity shares allotted**	**Details of allottees**	**Face value (₹)**	**Offer price per equity share (₹)**	**Nature of consideration**	**Nature of allotment**	**Benefits accrued to our Company**
January 31, 2019	4,960	Refer to footnote (1)	10	10,307.00	Other than cash	Allotment as part of consideration for the acquisition of Harvest Fintech	Acquisition of Harvest Fintech.
June 22, 2021	15,617,940*	Refer to footnote (2)	2	NA	NA	Bonus issue	Allotment of bonus shares in the proportion of three Equity Shares for each Equity Share held.
	139,440	New Delhi Television Limited: 139,440	2	411.68	Other than cash	Conversion of 6,972 Series E5 CCCPS	Allotment of Equity shares pursuant to conversion of 6,972 Series E5 CCCPS, which were allotted in lieu of payment for advertising services.

Date of allotment	Number of equity shares allotted	Details of allottees		Face value (₹)	Offer price per equity share (₹)	Nature of consideration	Nature of allotment	Benefits accrued to our Company
June 29, 2021	1,444,020	Bajaj Finance Limited	1,444,020	2	411.68	Other than cash	Conversion of 68,269 Series E3 CCCPS and 3,932 Other CCCPS	Allotment of Equity shares pursuant to conversion of 68,269 Series E3 CCCPS and 3,932 Other CCCPS, which were allotted in lieu of payment of outstanding acquisition and transaction fees to Bajaj Finance Limited.
	150,760	Bajaj Finance Limited	150,760	2	501.50	Other than cash	Conversion of 7,538 Other CCCPS	Allotment of Equity shares pursuant to conversion of 7,538 Other CCCPS, which were allotted in lieu of payment of outstanding acquisition and transaction fees to Bajaj Finance Limited.

Date of allotment	Number of equity shares allotted	Details of allottees	Face value (₹)	Offer price per equity share (₹)	Nature of consideration	Nature of allotment	Benefits accrued to our Company
	78,380	Bajaj Finance Limited — 78,380	2	622.50	Other than cash	Conversion of 3,919 Other CCCPS	Allotment of Equity shares pursuant to conversion of 3,919 Other CCCPS, which were allotted in lieu of payment of outstanding acquisition and transaction fees to Bajaj Finance Limited.

* *The impact of the bonus issue on the original conversion formula for all the Issued Preference Shares have been adjusted at the time of their conversion.*

(1) Allotment of 376 equity shares to AlphaGrep Securities Private Limited, 115 equity shares to Arindam Banerrji, 187 equity shares to Dhruv Shah, 288 equity shares to Govindarajan Chellappa, 288 equity shares to Jamil Khatri, 115 equity shares to Jitendra Panjabi, 786 equity shares to Kunal R Bajaj, 230 equity shares to Madhur Rao, 193 equity shares jointly to Nagarajan Sankaranarayanan and Swati Prakash Pandit, 388 equity shares jointly to Shital Bhagvanji Raiyani and Nilesh Surendra Rai Jasani, 173 equity shares to Pankaj Kapoor, 173 equity shares to Rahul Chadha, 760 equity shares to RS Partners I LLC, 6 equity shares to Sandhya Rohit Kapadia, 76 equity shares to Mihir Doshi , 56 equity shares to Sarosh Sorab Irani, 375 equity shares to Soheljeet Lalvani and 375 equity shares to Vineet Nagrani.

(2) Allotment of 8,730,930 Equity Shares to Bipin Preet Singh, 31,560 Equity Shares to Polaris Banyan Holding Private Limited, 12,510 Equity Shares to Acumen Wealth Private Limited, 6,180,900 Equity Shares to Upasana Rupkrishan Taku, 12,510 Equity Shares to Ashika Global Securities Private Limited, 10,530 Equity Shares to Jayantilal Mistrimal Sanghvi, Shobhnadevi Jayantilal Sanghvi and Prakash Mishrimal Sanghvi, 10,530 Equity Shares to Siddharth Kothari, 10,530 Equity Shares to Ramiladevi Sanwalchand Gandhi, 150 Equity Shares to Sequoia Capital India Investment IV, 150 Equity Shares to Sequoia Capital India Investment Holdings III, 150 Equity Shares to Bajaj Finance Limited, 60 Equity Shares to Bennett, Coleman and Company Limited, 5,640 Equity Shares to AlphaGrep Securities Private Limited, 1,725 Equity Shares jointly to Arindam Banerrji and Rajasree Banerrji, 5,395 Equity Shares to Spark Fund Advisors LLP, 4,320 Equity Shares to Govindrajan Chellappa, 4,320 Equity Shares to Neeru Kulbhushan Khanna, 1,725 Equity Shares jointly to Jitendra H Panjabi and Supriya J Panjabi, 11,790 Equity Shares to Kunal Bajaj, 3,450 Equity Shares to Madhur Rao, 1,140 Equity Shares to Mihir Joshi, 2,895 Equity Shares jointly to Nagarajan Sankaranarayanan and Swati Prakash Pandit, 5,820 Equity Shares jointly to Shital Bhagvanji Raiyani and Nilesh Surendra Rai Jasani, 2,595 Equity Shares to Pankaj Kapor, 11,400 Equity Shares to RS Partners I LLC, 90 Equity Shares jointly to Sandhya Rohit Kapadia and Rohit Amritlal Kapadia, 840 Equity Shares to Sarosh S Irani, 5,625 Equity Shares to Soheljeet Lalvani, 5,625 Equity Shares to Vineet Nagrani, 9,375 Equity Shares to P Deepak, 18,750 Equity Shares y to Kurush Noshir Jungalwala and Shireen K Jungalwala, 18,750 Equity Shares to Jamshed Jal Vakharia and Navaz Jamshed Vakharia, 12,075 Equity Shares to Rajaram Moreshwar Ajgaonkar, 24,090 Equity Shares to Aamir Khan, 15,000 Equity Shares to MSR Karthik, 45,000 Equity Shares to MVN Sesha Chary, 9,375 Equity Shares to Kapil Kailash Suneja, 9,375 Equity Shares to Anamitra Roy, 2,475 Equity Shares to Ashish Sharma, 9,375 Equity Shares to Madhu Sanwal, 9,375 Equity Shares to Sumit Hero Chuganee, 23,250 Equity Shares to Shanno Ravi, 23,250 Equity Shares to Hedge Finance Limited, 23,250 Equity Shares to Manish Jain Bafna, 23,250 Equity Shares to Plant Lipids Private Limited, 22,500 Equity Shares to Advik Tecnocommercial Private Limited, 11,250 Equity Shares to Rajesh Mannalal Agrawal, 23,250 Equity Shares to Duro Shox Private Limited, 9,375 Equity Shares to Atul Dua, 9,375 Equity Shares to Charishma Hotels Private Limited, 9,375 Equity Shares to Bujorjee Family Private Trust, 9,375 Equity Shares to Vicky Hemchand Gala and Hemchand Lalji Gala, 9,375 Equity Shares to Aman Tandon, 9,375 Equity Shares to Rajesh Sud and Simi Saberwal Sud, 9,375 Equity Shares to Pravin Shripad Bhalerao and Neeta Pravin Bhalerao, 22,500 Equity Shares to J B Mody Enterprises LLP, 18,750 Equity Shares to Sandeep Kumar Shah, 9,375 Equity Shares to Ravi Venkatesan, 9,375 Equity Shares to Hema Ravichandar and V Ravichandar, 9,375 Equity Shares to Mili Sameer Joshi and Hemchand Lalji Gala, 9,375 Equity Shares to Bharat Tandon, 9,375 Equity Shares to Vijay Mohan and Rajul Mohan, 9,375 Equity Shares to Nagaraj Azhakesan and Azhagammal A, 28,125 Equity Shares to Vicco Products (Bombay) Private Limited, 9,375 Equity Shares to Manish Satyanarayan Nuwal, 9,375 Equity Shares to BML Enterprises LLP, 15 Equity Shares to Abu Dhabi Investment Authority. The bonus issue was undertaken by our Company by capitalizing an amount of ₹ 31.24 million from the securities premium account and not from free reserves. The balances in the securities premium account of our Company prior to and after the bonus issue were ₹ 10,215.24 million and ₹ 10,184.00 million, respectively.

Preference Shares

Date of allotment	Number of preference shares allotted	Details of allottees		Face value (₹)	Offer price per preference share (₹)	Nature of consideration	Nature of allotment	Benefits accrued to our Company
Series E3 CCCPS								
April 12, 2019	10,534	Bajaj Finance Limited	10,534	100	8,233.50	Other than cash	Private placement	Allotment in lieu of payment of outstanding acquisition and transaction fees to Bajaj Finance Limited.
August 20, 2019	7,707	Bajaj Finance Limited	7,707	100	8,233.50	Other than cash	Private placement	
December 9, 2019	27,084	Bajaj Finance Limited	27,084	100	8,233.50	Other than cash	Private placement	
April 10, 2020	12,754	Bajaj Finance Limited	12,754	100	8,233.50	Other than cash	Private placement	
October 19, 2020	10,190	Bajaj Finance Limited	10,190	100	8,233.50	Other than cash	Private placement	
Series E5 CCCPS								
July 10, 2019	6,972	New Delhi Television Limited	6,972	100	8,233.50	Other than cash	Private placement	Allotment in lieu of payment for advertising services.
Other CCCPS								
May 31, 2021	3,932	Bajaj Finance Limited	3,932	100	8,234	Other than cash	Private Placement	Allotment in lieu of payment of acquisition and transaction fees to Bajaj Finance Limited.
May 31, 2021	7,538	Bajaj Finance Limited	7,538	100	10,030	Other than cash	Private Placement	
May 31, 2021	3,919	Bajaj Finance Limited	3,919	100	12,450	Other than cash	Private Placement	

E. ***Issue of shares pursuant to schemes of arrangement***

Our Company has not allotted any Equity Shares or Preference Shares pursuant to any scheme of arrangement approved under sections 391-394 of the Companies Act, 1956 or sections 230-234 of the Companies Act, 2013, as applicable.

F. ***Issue of shares at a price lower than the Issue Price in the last one year***

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

G. ***Issue of Equity Shares under employee stock option schemes***

For details of Equity Shares issued by our Company pursuant to the exercise of options which have been granted under the employee stock option schemes, see "*Capital Structure - History of Equity Share capital of our Company*" on page 97.

2. **History of build-up of Promoters' shareholding and lock-in of Promoters' shareholding including Promoters' contribution**

As on the date of this Draft Red Herring Prospectus, our Promoters hold, in aggregate, 19,560,928 Equity Shares, which constitutes 32.96% of the issued, subscribed and paid-up Equity Share capital of our Company on a fully diluted basis. The details regarding our Promoters' shareholding are set out below:

a) Build-up of Promoters' shareholding in our Company

Set forth below is the build-up of our Promoters' shareholding since the incorporation of our Company:

Date of allotment/ transfer	Number of equity shares allotted/ transferred	Face value per equity share (₹)	Issue/ acquisition/transfer price per equity share (₹)	Nature of consideration	Nature of transaction	Percentage of pre-Issue shareholding on a fully diluted basis#	Percentage of post-Issue shareholding on a fully diluted basis#
Bipin Preet Singh							
March 20, 2008	9,000	10	10	Cash	Initial subscription to the Memorandum of Association		
September 29, 2012	691,000	10	10	Cash	Preferential allotment		
March 7, 2014	(115,000)	10	10	Cash	Transfer from Bipin Preet Singh to Upasana Rupkrishan Taku		
June 2, 2021	(2,104)	10	14,260	Cash	Transfer from Bipin Preet Singh to Polaris Banyan Holding Private Limited		
June 2, 2021	(834)	10	12,000	Cash	Transfer from Bipin Preet Singh to Acumen Wealth Private Limited		
Our Company sub-divided each equity share of a face value of ₹ 10 each to five Equity Shares of a face value of ₹ 2 each, with effect from June 21, 2021.							
June 22, 2021	8,730,930	2	NA	NA	Bonus issue		
October 21, 2021	(210,762)	2	NA	Other than cash	Transfer from Bipin Preet Singh to Narinder Singh Family Trust by way of a gift		
Total (A)	**11,430,478**					**19.26**	[•]
Upasana Rupkrishan Taku							
October 19, 2011	1,000	10	10	Cash	Transfer from Pooja Chauhan to Upasana Rupkrishan Taku		
September 29, 2012	299,000	10	10	Cash	Preferential allotment		
March 7, 2014	115,000	10	10	Cash	Transfer from Bipin Preet Singh to Upasana Rupkrishan Taku		
June 2, 2021	(834)	10	12,000	Cash	Transfer from Upasana Rupkrishan Taku to Ashika Global		

Date of allotment/ transfer	Number of equity shares allotted/ transferred	Face value per equity share (₹)	Issue/ acquisition/transfer price per equity share (₹)	Nature of consideration	Nature of transaction	Percentage of pre-Issue shareholding on a fully diluted basis#	Percentage of post-Issue shareholding on a fully diluted basis#
					Securities Private Limited		
June 2, 2021	(702)	10	14,260	Cash	Transfer from Upasana Rupkrishan Taku to Jayantilal Mistrimal Sanghvi, Shobhnadevi Jayantilal Sanghvi and Prakash Mishrimal Sanghvi		
June 2, 2021	(702)	10	14,260	Cash	Transfer from Upasana Rupkrishan Taku to Ramiladevi Sanwalchand Gandhi		
June 2, 2021	(702)	10	14,260	Cash	Transfer from Upasana Rupkrishan Taku to Siddharth Kothari		
Our Company sub-divided each equity share of a face value of ₹ 10 each to five Equity Shares of a face value of ₹ 2 each, with effect from June 21, 2021.							
June 22, 2021	6,180,900	2	NA	NA	Bonus issue		
October 21, 2021	(149,205)	2	NA	Other than cash	Transfer from Upasana Rupkrishan Taku to Koshur Family Trust by way of a gift		
August 01, 2022	(245,077)	2	612.06	Cash	Transfer from Upasana Rupkrishan Taku to Ashish Kacholia		
October 04, 2022	(76,435)	2	NA	Other than cash	Transfer from Upasana Rupkrishan Taku to Elizabeth Mathew by way of a gift		
Total (B)	**7,770,483**					**13.09**	[•]
Narinder Singh Family Trust							
October 21, 2021	210,762	2	NA	Other than cash	Transfer from Bipin Preet Singh to Narinder Singh Family Trust by way of a gift		
Total (C)	**210,762**					**0.36**	[•]
Koshur Family Trust							
October 21, 2021	149,205	2	NA	Other than cash	Transfer from Upasana Rupkrishan Taku		

Date of allotment/ transfer	Number of equity shares allotted/ transferred	Face value per equity share (₹)	Issue/ acquisition/transfer price per equity share (₹)	Nature of consideration	Nature of transaction	Percentage of pre-Issue shareholding on a fully diluted basis#	Percentage of post-Issue shareholding on a fully diluted basis#
					to Koshur Family Trust by way of a gift		
Total (D)	**149,205**					**0.25**	[•]
Total (A + B + C + D)	**19,560,928**					**32.96**	[•]

Assuming exercise of vested stock options.

All the equity shares held by our Promoters were fully paid-up on the respective dates of allotment of such equity shares.

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

As of the date of this Draft Red Herring Prospectus, our Promoters do not hold any Preference Shares.

b) Shareholding of our Promoters and the members of our Promoter Group

Set forth below is the equity shareholding of our Promoters as on the date of this Draft Red Herring Prospectus. Additionally, none of the members of our Promoter Group hold Equity Shares in our Company.

S. no.	Name of shareholder	Pre-Issue			Post-Issue	
		No. of Equity Shares	No. of Equity Shares held on a fully diluted basis#	Percentage of pre-Issue shareholding on a fully diluted basis#	No. of Equity Shares	Percentage of post-Issue shareholding on a fully diluted basis#
1.	Bipin Preet Singh	11,430,478	11,430,478	19.26	[•]	[•]
2.	Upasana Rupkrishan Taku	7,770,483	7,770,483	13.09	[•]	[•]
3.	Narinder Singh Family Trust	210,762	210,762	0.36	[•]	[•]
4.	Koshur Family Trust	149,205	149,205	0.25	[•]	[•]
	Total	**19,560,928**	**19,560,928**	**32.96**	[•]	[•]

Assuming exercise of vested stock options.

c) Details of Promoters' contribution and lock in

Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Issue Equity Share capital of our Company held by our Promoters shall be considered as minimum promoters' contribution and locked-in for a period of eighteen months, or any period as may be prescribed under applicable law from the date of the Allotment ("**Promoters' Contribution**"). Our Promoters' shareholding in excess of 20% shall be locked in for a period of six months or any period as may be prescribed under applicable law from the date of the Allotment. As on the date of this Draft Red Herring Prospectus, our Promoters hold 19,560,928 Equity Shares, constituting 32.96% of our Company's issued, subscribed and paid-up Equity Share capital on a fully diluted basis, all of which are eligible for Promoters' Contribution.

Our Promoters have given consent to include such number of Equity Shares held by them, in aggregate, as may constitute 20% of the fully diluted post-Issue 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 this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI

ICDR Regulations. Details of Promoters' Contribution are as provided below:

Name of the Promoter	No. of Equity Shares* locked-in	Date of allotment/ transfer#	Face value per Equity Share (₹)	Allotment/ Acquisition price per Equity Share (₹)	Nature of transaction	% of the fully diluted post-Issue paid-up Capital
[•]	[•]	[•]	[•]	[•]	[•]	[•]
	[•]	[•]	[•]	[•]	[•]	[•]
Total	[•]	[•]	[•]	[•]	[•]	[•]

Note: To be updated at the Prospectus stage.
Equity Shares were fully paid-up on the date of allotment/acquisition.

The Equity Shares that are being locked-in for computation of Promoters' Contribution are not and will not be ineligible under Regulation 15 of the SEBI ICDR Regulations. In particular, these Equity Shares do not and shall not consist of:

(i) Equity Shares acquired during the three years preceding the date of this Draft Red Herring Prospectus (a) for consideration other than cash and revaluation of assets or capitalisation of intangible assets, or (b) as a result of bonus shares issued by utilization of revaluation reserves or unrealised profits or from bonus issue against Equity Shares which are otherwise ineligible for computation of Promoters' Contribution;

(ii) Equity Shares acquired during the one year preceding the date of this Draft Red Herring Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in the Issue;

(iii) Equity Shares issued to the Promoters in the last one year preceding the date of this Draft Red Herring Prospectus upon conversion of a partnership firm. Further, our Company has not been formed by the conversion of one or more partnership firms or a limited liability partnership firm; and

(iv) Equity Shares held by the Promoters that are subject to any pledge or any other form of encumbrance.

3. Other lock-in requirements

In terms of the SEBI ICDR Regulations, except for:

(i) the Promoters' Contribution which shall be locked in as above;

(ii) any Equity Share allotted to the employees of our Company under the ESOP Scheme; and

(iii) any Equity Shares held by a VCF or Category I AIF or Category II AIF or FVCI, as applicable, provided that such Equity Shares shall be locked in for a period of at least one year from the date of purchase by such shareholders. Accordingly, all Equity Shares held by (a) Sequoia Capital India Investment Holdings III, an FVCI registered with SEBI, (b) Trifecta Venture Debt Fund – I, a scheme of Trifecta Venture Debt Fund, a Category II AIF, c) Orios Select Fund, a Category I AIF, d) Rockstud Capital Investment Fund, a Category II AIF, and e) DMI Alternative Investment Fund, a category II AIF shall be exempt from the lock-in requirements in terms of the SEBI ICDR Regulations.

The entire pre-Issue Equity Share capital of our Company (including those Equity Shares held by our Promoters in excess of Promoters' Contribution), shall be locked in for a period of at least six months or any period as may be prescribed under applicable law from the date of Allotment.

In terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoters which are locked-in, may be transferred to Promoters or members of the Promoter Group or to any new Promoters, subject to continuation of lock-in in the hands of the transferees for the remaining period and compliance with provisions of the Takeover Regulations, as applicable and such transferee shall not be eligible to transfer them till the lock-in period stipulated in SEBI ICDR Regulations has expired. The Equity Shares held by persons other than our Promoters and locked-in for a period of six months or any period as may be prescribed under applicable law from the date of Allotment in the Issue, may be transferred to any other person holding Equity Shares which are locked -in, subject to the continuation of the lock-in the hands of the transferee for the remaining period and compliance with the provisions of the Takeover Regulations.

In terms of Regulation 21 of the SEBI ICDR Regulations, the Equity Shares held by our Promoters which are locked-in as per Regulation 16 of the SEBI ICDR Regulations, may be pledged only with scheduled commercial banks or public financial institutions or systemically important non-banking finance companies or deposit taking housing finance companies as collateral security for loans granted by such entity, provided that: (i) in case of Equity Shares locked-in for eighteen months from the date of allotment or any period as may be prescribed under applicable law, such Equity Shares may be pledged only if the loan has been granted to our Company, for the purpose of financing one or more of the objects of the Issue, and pledge of the Equity Shares is a term of sanction of such loans; and (ii) in case of Equity Shares locked-in for a period of six months from the date allotment or any period as may be prescribed under applicable law, the pledge of the Equity Shares is one of the terms of the sanctioned loan. Provided that the lock-in of Equity Shares shall continue for the remaining period with the transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated in these regulations has expired.

Lock-in of Equity Shares Allotted to Anchor Investors

One half of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment, while the remaining half of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment.

4. Sales or purchases of Equity Shares or other specified securities of our Company by our Promoters, the other members of our Promoter Group or our Directors or their relatives during the six months immediately preceding the date of this Draft Red Herring Prospectus.

None of our Promoters, other members of our Promoter Group, our Directors or their relatives have sold or purchased any Equity Shares or other specified securities of our Company during the six months immediately preceding the date of this Draft Red Herring Prospectus.

5. *Shareholding Pattern of our Company*

The table below presents the equity shareholding pattern of our Company as of January 3, 2024.

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid up Equity Shares held (IV)	Number of Partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) =(IV)+(V)+ (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			Number of Equity Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)
								Number of voting rights		Total as a % of (A+B+C)			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
								Class: Equity Shares	Total								
(A)	Promoters and Promoter Group	4	1,95,60,928	0	0	1,95,60,928	34.21	1,95,60,928	1,95,60,928	34.21	0	34.21	-	-	-	-	1,95,60,928
(B)	Public	2,497	3,76,23,593	0	0	3,76,23,593	65.79	3,76,23,593	3,76,23,593	65.79	0	65.79	-	-	-	-	3,69,84,413
(C)	Non Promoter-Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total	2,501	5,71,84,521	0	0	5,71,84,521	100	5,71,84,521	5,71,84,521	100	0	100	-	-	-	-	5,65,45,341

6. As of January 3, 2024, our Company had 2,501 holders of Equity Shares.

7. Equity Shares held by the Shareholders holding 1% or more of the paid-up capital of our Company

The Shareholders holding 1% or more of the paid-up Equity Share capital of our Company as on the date of this Draft Red Herring Prospectus:

	Shareholder	Number of Equity Shares held	Percentage of pre-Issue share capital on a fully diluted basis* (%)
1.	Bipin Preet Singh	11,430,478	19.26
2.	Bajaj Finance Limited	7,979,440	13.44
3.	Upasana Rupkrishan Taku	7,770,483	13.09
4.	Peak XV Partners Investments IV (formerly known as Sequoia Capital India Investments IV)	7,749,321	13.06
5.	Net1 Applied Technologies Netherlands B.V.	6,215,620	10.47
6.	Tree Line Asia Master Fund (Singapore) Pte Ltd	2,311,220	3.89
7.	Sequoia Capital India Investment Holdings III	2,183,208	3.68
8.	Abu Dhabi Investment Authority	1,663,320	2.80
9.	Bennett, Coleman and Company Limited	1,505,079	2.54
10.	Cisco Systems (USA) Pte. Ltd.	1,200,760	2.02
11.	American Express Travel Related Services Company, Inc.	1,043,740	1.76
12.	Hindustan Media Ventures Limited	719,920	1.21
13.	GMO Global Payment Fund Investment Partnership	635,320	1.07
	Total	**52,407,909**	**88.29**

* *Assuming exercise of vested stock options. Shareholding data is as per the beneficiary position of our Company on January 3, 2024.*

The Shareholders holding 1% or more of the paid-up Equity Share capital of our Company ten days prior to the filing of this Draft Red Herring Prospectus is as follows:

Sr. No.	Shareholder	Number of Equity Shares held	Percentage of pre-Issue share capital on a fully diluted basis* (%)
1.	Bipin Preet Singh	11,430,478	19.26
2.	Bajaj Finance Limited	7,979,440	13.44
3.	Upasana Rupkrishan Taku	7,770,483	13.09
4.	Peak XV Partners Investments IV (formerly known as Sequoia Capital India Investments IV)	7,749,321	13.06
5.	Net 1 Applied Technologies Netherlands B.V.	6,215,620	10.47
6.	Tree Line Asia Master Fund (Singapore) Pte Ltd	2,311,220	3.89
7.	Sequoia Capital India Investment Holdings III	2,183,208	3.68
8.	Abu Dhabi Investment Authority	1,663,320	2.80
9.	Bennett, Coleman and Company Limited	1,505,079	2.54
10.	Cisco Systems (USA) Pte. Ltd	1,200,760	2.02
11.	American Express Travel Related Services Company Inc.	1,043,740	1.76
12.	Hindustan Media Ventures Limited	719,920	1.21
13.	GMO Global Payment Fund Investment Partnership	635,320	1.07
	Total	**52,407,909**	**88.29**

* *Assuming exercise of vested stock options.*

The Shareholders holding 1% or more of the paid-up Equity Share capital of our Company as on one year prior to the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Shareholder	Number of Equity Shares held	Percentage of pre-Issue share capital (%)	Number of Equity Shares held on a fully diluted basis*	Percentage of pre-Issue share capital on a fully diluted basis* (%)
1.	Bipin Preet Singh	1,14,30,478	19.99	1,14,30,478	19.26

Sr. No.	Shareholder	Number of Equity Shares held	Percentage of pre-Issue share capital (%)	Number of Equity Shares held on a fully diluted basis*	Percentage of pre-Issue share capital on a fully diluted basis* (%)
2.	Bajaj Finance Limited	79,79,440	13.95	79,79,440	13.44
3.	Upasana Rupkrishan Taku	77,70,483	13.59	77,70,483	13.09
4.	Sequoia Capital India Investments IV (currently known as Peak XV Partners Investments IV)	77,49,321	13.55	77,49,321	13.06
5.	Net 1 Applied Technologies Netherlands B.V.	62,15,620	10.87	62,15,620	10.47
6.	Tree Line Asia Master Fund (Singapore) Pte Ltd	23,11,220	4.04	23,11,220	3.89
7.	Sequoia Capital India Investment Holdings III	21,83,208	3.82	21,83,208	3.68
8.	Abu Dhabi Investment Authority	16,63,320	2.91	16,63,320	2.80
9.	Bennett, Coleman and Company Limited	15,05,079	2.63	15,05,079	2.54
10.	Cisco Systems (Usa) Pte Ltd	12,00,760	2.10	12,00,760	2.02
11.	American Express Travel Related Services Company Inc.	10,43,740	1.83	10,43,740	1.76
12.	Hindustan Media Ventures Limited	7,19,920	1.26	7,19,920	1.21
13.	GMO Global Payment Fund Investment Partnership	6,35,320	1.11	6,35,320	1.07
	Total	**5,24,07,909**	**91.65**	**5,24,07,909**	**88.29**

**Assuming exercise of vested stock options.*

The Shareholders holding 1% or more of the paid-up Equity Share capital of our Company as on two years prior to filing of this Draft Red Herring Prospectus is as follows:

Sr. No.	Shareholder	Number of Equity Shares held	Percentage of pre-Issue share capital (%)	Number of Equity Shares held on a fully diluted basis*	Percentage of pre-Issue share capital on a fully diluted basis* (%)
1.	Bipin Preet Singh	1,14,30,478	19.99	1,14,30,478	19.26
2.	Upasana Rupkrishan Taku	80,91,995	14.15	80,91,995	13.63
3.	Bajaj Finance Limited	79,79,440	13.95	79,79,440	13.44
4.	Sequoia Capital India Investments IV (currently known as Peak XV Partners Investments IV)	77,49,321	13.55	77,49,321	13.06
5.	Net 1 Applied Technologies Netherlands B.V.	62,15,620	10.87	62,15,620	10.47
6.	Tree Line Asia Master Fund (Singapore) Pte Ltd	23,11,220	4.04	23,11,220	3.89
7.	Sequoia Capital India Investment Holdings III	21,83,208	3.82	21,83,208	3.68
8.	Abu Dhabi Investment Authority	16,63,320	2.91	16,63,320	2.80
9.	Bennett, Coleman and Company Limited	15,05,079	2.63	15,05,079	2.54
10.	Cisco Systems (Usa) Pte Ltd	12,00,760	2.10	12,00,760	2.02
11.	American Express Travel Related Services Company Inc.	10,43,740	1.83	10,43,740	1.76
12.	Hindustan Media Ventures Limited	7,19,920	1.26	7,19,920	1.21
13.	GMO Global Payment Fund Investment Partnership	6,35,320	1.11	6,35,320	1.07
	Total	**5,27,29,421**	**92.21**	**5,27,29,421**	**88.83**

* *Assuming exercise of vested stock options.*

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

9. Neither the BRLMs and nor their respective associates (as defined in the Securities and Exchange Board of

India (Merchant Bankers) Regulations, 1992, as amended), hold any Equity Shares as on the date of filing of this Draft Red Herring Prospectus.

10. No person connected with the Issue, including, but not limited to the BRLMs, the Syndicate Members, our Company, the Promoters, our Directors, or the members of the Promoter Group, shall offer in any manner whatsoever any incentive, whether direct or indirect, 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 Issue.

11. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing this Draft Red Herring Prospectus. The Equity Shares to be issued or transferred pursuant to the Issue shall be fully paid-up at the time of Allotment, failing which no Allotment shall be made.

12. All the Equity Shares held by our Promoters and Directors are dematerialised as on the date of the Draft Red Herring Prospectus.

13. Except for the outstanding stock options under the ESOP Scheme, our Company has no outstanding warrants, options to be issued or rights to convert debentures, loans or other convertible instruments into Equity Shares as on the date of this Draft Red Herring Prospectus.

14. Except for the Equity Shares to be allotted pursuant to the Fresh Issue and Equity Shares allotted on exercise of options under the ESOP Scheme, our Company presently does not intend or propose or is under negotiation or consideration to alter its capital structure for a period of six months from the Bid/ Issue Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable for, directly or indirectly into Equity Shares), whether on a preferential basis or issue of bonus or rights or further public issue of Equity Shares.

15. Except for the allotment of Equity Shares pursuant to the Equity Shares that may be allotted pursuant to the exercise of vested employee stock options granted under the ESOP Scheme and the Pre-IPO Placement, there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of this Draft Red Herring Prospectus with SEBI 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.

16. During the period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus, no financing arrangements existed whereby our Promoters, other members of our Promoter Group, our Directors or their relatives may have financed the purchase of securities of our Company by any other person, other than in the normal course of business.

17. Our Promoters and members of our Promoter Group will not submit Bids, or otherwise participate in this Issue.

18. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

19. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group, if any, during the period between the date of filing of the Draft Red Herring Prospectus and the date of closure of the Issue shall be reported to the Stock Exchanges within 24 hours of the transactions.

20. Employee Stock Option Plan 2014

Our Company, pursuant to the resolutions passed by our Board on August 1, 2014 and our Shareholders on August 5, 2014, adopted the MobiKwik Employee Stock Option Plan 2014 ("**ESOP Scheme**"). The objectives of the ESOP Scheme include to reward employees for their association with the Company, their performance as well as to attract, retain, reward and motivate employees to contribute to the growth and profitability of the Company. Further, pursuant to the resolutions passed by our Board on January 23, 2019 and our Shareholders on January 30, 2019, the number of options that may be granted and exercised pursuant to the ESOP Scheme was increased. Subsequently, the ESOP Scheme was amended pursuant to the resolutions passed by our Board on July 7, 2021, December 7, 2021, August 21, 2022 and our Shareholders on July 7, 2021, December 29, 2021, and September 28, 2022 respectively. The Company may grant an aggregate number of up to such number of options under the ESOP Scheme, whose conversion shall not exceed 4,564,260 Equity Shares. The ESOP Scheme is in compliance with the SEBI SBEB Regulations, read with the circular bearing reference number CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by SEBI. The Company undertakes that post listing and trading of its Equity Shares on the Stock Exchange, it will not make any fresh grant of options under the ESOP Scheme, unless the ESOP Scheme is brought into conformity with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The details of the ESOP Scheme, as certified by V P G S & Co Chartered Accountants, through a certificate dated January 4, 2024 are as follows:

Particulars	Before bonus and split #	After bonus and split
Options granted	2,59,300	6,48,995
Options vested (excluding options that have been exercised)	104,340	85,251
Options exercised	(35,725)	-
Vesting period	1-4 years	
Total number of Equity Shares that would arise as a result of full exercise of options granted (net of cancelled options)	21,55,740	4,36,599
Options forfeited/ lapsed/ cancelled	(1,15,788)	(2,12,396)
Variation in terms of options	There has been variation in terms of vesting schedule of few employees as per their letter of grant which was not prejudicial to their interest	There has been variation in terms of vesting schedule of few employees as per their letter of grant which was not prejudicial to their interest
Money realised by exercise of options	₹59.97 million	NIL
Total number of options in force	1,07,787	4,36,599

For each of options granted till 30th June 2021, 20 Equity Shares shall be allotted to account for the split and bonus issue.

Particulars	Fiscal 2021	Fiscal 2022		Fiscal 2023		Six months ended September 30, 2023		For the period October 1, 2023 till the date of this certificate	
	Before bonus and split*	Before bonus and split*	After bonus and split	Before bonus and split*	After bonus and split	Before bonus and split*	After bonus and split	Before bonus and split*	After bonus and split
Total options Outstanding as at the beginning of the period									
Options granted	19,154	42,507	2,08,090	NIL	1,85,070	NIL	1,23,655	NIL	1,44,083
Options vested (excluding options that have been exercised)	99,370	69,775	NIL	97,358	41,289	1,04,077	82,443	1,04,340	85,251
Options exercised	NIL	(35,725)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Exercise price of options granted (₹)	7,654.34	2,262.46	2.00	NIL	2.00	NIL	2.00	NIL	2.00
Exercise price of options exercised (₹)	NIL	1,681.24	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Vesting period	1-4 years								
Total number of Equity Shares that would arise as a result of full exercise of options granted (net of cancelled options)	25,76,360	23,74,740	1,93,395	21,61,620	3,18,769	21,56,720	3,05,191	21,55,740	4,36,599
Options forfeited/lapsed/cancelled	(5,139)	(16,863)	(14,695)	(10,656)	(59,696)	(245)	(1,37,233)	(49.00)	(12,675)
Variation in terms of options	There has been variation in terms of vesting schedule of few employees as per their letter of grant which was not prejudicial to their interest								
Money realised by exercise of options	NIL	₹ 59.97 million	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total number of options in force	1,28,818	1,18,737	1,93,395	1,08,081	3,18,769	1,07,836	3,05,191	1,07,787	4,36,599

Particulars	Fiscal 2021	Fiscal 2022		Fiscal 2023		Six months ended September 30, 2023		For the period October 1, 2023 till the date of this certificate	
	Before bonus and split*	**Before bonus and split***	**After bonus and split**	**Before bonus and split***	**After bonus and split**	**Before bonus and split***	**After bonus and split**	**Before bonus and split***	**After bonus and split**
Description of the pricing formula and the method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option									
Method of option valuation	Black -Scholes model								
Expected Volatility (%)	37.9% - 42.7%	40.7% - 43.9%	41.7% - 44.7%	NIL	43.5% - 48.0%	NIL	56.3% - 59.7%	NIL	56.3% - 59.7%
Dividend Yield (%)	0.00%	0.00%	0.00%	NIL	0.00%	NIL	0.00%	NIL	0.00%
Expected life (Years)	5.41	5.21	9.19	3.98	8.53	3.56	8.28	3.56	8.28
Risk free interest rate (%)	5.0% - 5.9%	5.6% - 6.6%	5.7% - 6.8%	NIL	7.0% - 7.6%	NIL	7.1% - 7.2%	NIL	7.1% - 7.2%
Weighted average exercise prices and weighted average fair value of options whose exercise price where:									
a) Exercise price equals market price on the date of grant - Fair Value of options granted (₹) - Exercise Price (₹)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Exercise price is greater than market price on the date of grant. - Fair Value of options granted (₹) - Exercise Price (₹)	2,972.97 7,654.34	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Exercise price is less than market price on the date of grant. - Fair Value of options granted (₹) - Exercise Price (₹)	NIL	10,362.82 2,262.46	910.60 2.00	NIL	599.18 2.00	NIL	637.22 2.00	NIL	637.22 2.00

 # For each of options granted till 30th June 2021, 20 Equity Shares shall be allotted to account for the split and bonus issue.

Employee wise details of options granted to Key Management Personnel and Senior Management Personnel Name and Designation	No. of Options Granted	No. of Options lapsed/ cancelled	No. of Options Exercised	No. of options outstanding*
Chandan Joshi	22,509	NIL	2,327	20,182*
Ms. Ankita Sharma	1,674	NIL	NIL	1,674
Mohit Narain	729	NIL	NIL	729*
Anurag Jain	11,164	NIL	NIL	11,164
Saurabh Dwivedi	55,804	NIL	NIL	55,804

** For each of options granted till 30th June 2021, 20 Equity Shares shall be allotted to account for the split and bonus issue.*

List of Employees who received a grant in any one year of options amounting to 5% or more of the options granted during the year and the six months ended September 30, 2023 and the period from October 1, 2023 Name	No. of Options Granted	No. of Options lapsed/ cancelled	No. of Options Exercised	No. of options outstanding
Fiscal Year ending March 2021				
Chandan Joshi	8,758	NIL	506	8,253*
Gaurav Malhotra	1,994	1,695	NIL	299*
Chirag Jain	1,994	1,695	NIL	299*
Abhinav Tripathi	2,492	2,492	NIL	NIL
Fiscal Year ending March 2022				
Preety Pandey	2,791	NIL	NIL	2,791*
Dheeraj Aneja	3,908	3,908	NIL	NIL
Chandan Joshi	10,948	NIL	NIL	10,948*
Dilip Bidani	2,233	1,675	NIL	558*
Anshuman Misra	75,317	52,722	NIL	22,595
Anurag Jain	11,164	NIL	NIL	11,164
Sharad Pratap Singh	11,164	8,931	NIL	2,233
Rajiv Kasera	11,164	6,698	NIL	4,466
Sarandeep Singh	11,164	7,815	NIL	3,349
Fiscal Year ending March 2023				
Mukul Saxena	52,989	42,391	NIL	10,598
Naveen Sachdeva	22,078	17,662	NIL	4,416
For the period from April 1, 2023 till the date thereof				
Gaurav Nayyar	55803	NIL	NIL	55,803
Dhruv Wadhera	13393	NIL	NIL	13,393
Neeraj Khandelwal	33482	NIL	NIL	33,482
Saurabh Dwivedi	55804	NIL	NIL	55,804
Akshay Jain	16741	NIL	NIL	16,741

* *For each of options granted till 30th June 2021, 20 Equity Shares shall be allotted to account for the split and bonus issue.*

Identified employees who are granted options, during any one year and six months ending September 30, 2023, and from October 1, 2023 till the date of this certificate equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant

Name	Grant Period	No. of Options Granted	No. of Options lapsed/ cancelled	No. of Options Exercised	No. of options outstanding
Fiscal Year ending March 2023					
NIL	NIL	NIL	NIL	NIL	NIL
For the six months ended September 30, 2023					
NIL	NIL	NIL	NIL	NIL	NIL
For the period from the October 1, 2023 to the date of this certificate					
NIL	NIL	NIL	NIL	NIL	NIL

Particular	Fiscal 2023	Fiscal 2022	Fiscal 2021	For the six months ended September 30, 2023	For the period October 1, 2023 to the date of this certificate
Fully diluted EPS on a pre-Issue basis on exercise of options calculated in accordance with Ind AS 33 ‘Earning Per Share’ (₹)	(14.66)	(23.04)	(22.18)	1.61	N.A.
Difference between employee compensation cost calculated using the intrinsic value of stock options and the					

Particular	Fiscal 2023	Fiscal 2022	Fiscal 2021	For the six months ended September 30, 2023	For the period October 1, 2023 to the date of this certificate
employee compensation cost that shall have been recognized if our Company had used fair value of options and impact of this difference on profits and EPS of our Company	Not Applicable since fair valuation of stock options has been done using Black Scholes model				
Increase in loss for the year (₹ million)					
Revised EPS (₹)					
Impact on profits and EPS of the last three years if our Company had followed the accounting policies specified in Regulation 15 of the SEBI SBEB Regulations in respect of options granted in the last three years	Not Applicable since Ind AS has been followed				
Increase in loss for the year (₹ million)					
Revised EPS (₹)					
Intention of the existing Key Managerial Personnel, Senior Management and whole-time directors who are holders of Equity Shares allotted on exercise of options to sell their shares within three months after the listing of Equity Shares pursuant to the Issue*	Key Managerial Personnel may sell equity shares allotted on the exercise of their options post listing of the equity shares of our Company.				
Intention to sell Equity Shares arising out of ESOP Scheme within three months after the listing of Equity Shares, by Directors, senior management personnel and employees having Equity Shares arising out of the ESOP Scheme, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions) of our Company	Not Applicable				

OBJECTS OF THE ISSUE

*Industry and market data used in this section has been derived from the report titled "Deep dive into India Fintech Market" dated January 2, 2024 (the "**RedSeer Report**") prepared and issued by Redseer Strategy Consultants Private Limited, which has been commissioned and paid for us in connection with the Issue. RedSeer was appointed by our Company through an engagement letter dated December 4, 2023. The RedSeer Report is available on the website of our Company at https://www.mobikwik.com/ir.*

Fresh Issue

The Issue comprises of the Fresh Issue of up to [•] Equity Shares, aggregating up to ₹ 7,000.00 million by our Company.

Net Proceeds

The details of the Net Proceeds are summarised in the following table:

Particulars	Estimated amount (₹ in million)
Gross Proceeds of the Fresh Issue	7,000.00
(Less) Issue related expenses[1]	[•]
Net Proceeds	[•]

[1] To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC. All Issue related expenses will be paid our Company. For details of the Issue related expenses, see "- Issue related expenses" on page 145.

Requirement of Funds

We are a fintech company – one of the largest digital financial products and services platform in India by registered users, as of Fiscal 2023 and are one of the first to market on many innovative products and have maintained one of the lowest employee costs to revenue ratios (*Source: RedSeer Report*). Our core assets are (a) our technology infrastructure that powers our products and platform; (b) our consumer and merchant base that we have built since inception; and (c) our data science and credit underwriting models that enable us to cross-sell financial services products.

Commencing our operations through the MobiKwik Wallet, we have, over the years, evolved into providing and distribution of a diverse array of financial services, ranging from credit (MobiKwik ZIP, ZIP EMI), digital payments (MobiKwik Wallet, Zaakpay, UPI) and wealth management (MobiKwik Xtra).

We are a technology-first company operating in digital financial services and digital payments. We leverage big data analytics and deep data science (including machine learning) to continuously service users and merchants on our platform.

For further details, see "*Our Business*" on page 190.

Our long-term growth strategy to scale our business consists of following pillars:

- Expanding our core businesses of distribution of digital financial services and digital payments.

- Strengthening our platform by investing in data, product, AI and technology.

- Delivering seamless consumer and merchant experiences.

Accordingly, our Company proposes to utilise the Net Proceeds towards the following objects (collectively the "**Objects**"):

Particulars	Total Estimated amount (₹ in million)
Funding growth in our financial services business	2,500.00
Funding growth in our payment services business	1,350.00
Investment in data, ML and AI and product and technology	1,350.00
Capital expenditure for our payment devices business	702.85
General corporate purposes*	[•]
Net Proceeds	[•]

The total amount to be utilised towards general corporate purposes will not exceed 25% of the gross proceeds of the Fresh Issue, in accordance with the SEBI ICDR Regulations

The main objects and objects incidental and ancillary to the main objects set out in the Memorandum of Association enable us to undertake our existing business activities and other activities set out therein. Further, the activities proposed to be funded from the Net Proceeds would be as permitted under the main objects set out in the Memorandum of Association.

Proposed schedule of implementation and deployment of Net Proceeds

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

(in ₹ million)

S. No.	Particulars	Total estimated utilization from the Net Proceeds	Estimated amount to be deployed from the Net Proceeds in Fiscal*		
			2025	2026	2027
1.	Funding growth in our financial services business	2,500.00	968.00	760.00	772.00
2.	Funding growth in our payment services business	1,350.00	537.00	439.00	374.00
3.	Investment in data, ML and AI and product and technology	1,350.00	651.00	460.00	239.00
4.	Capital expenditure for our payment devices business	702.85	282.85	241.00	179.00
5.	General corporate purposes	[•]	[•]	[•]	[•]
	Total Net Proceeds	[•]	[•]	[•]	[•]

In the event that the estimated utilization of the Net Proceeds in a scheduled fiscal year is not completely met, the same shall be utilized in the next fiscal year, as may be determined by our Board, in accordance with applicable laws.

In accordance with the business needs and future plans of our Company, we intend to deploy the Net Proceeds towards the Objects (including towards general corporate purposes, to the extent available) over the next three Fiscals from listing of the Equity Shares pursuant to the Issue. However, the actual deployment of funds will depend on a number of factors, including the timely completion of the Issue, general economic conditions and other factors beyond our control such as consumer confidence, inflation, foreign exchange rates, employment and disposable income levels, demographic trends, technological changes, changing consumer preferences, increasing regulations or changes in government policies, geopolitical conditions, competitive landscape, as well as general factors affecting our business, results of operations, financial condition and access to capital such as credit availability, inflationary trends and interest rate levels. Depending upon such factors, we may have to reduce or extend the deployment period for the stated Objects beyond the estimated three Fiscals, at the discretion of our Board, and in accordance with applicable laws. Further, our Company may decide to accelerate the estimated Objects ahead of the schedule specified above. In the event that the estimated utilization of the Net Proceeds in a scheduled Fiscal Year is not completely met, the same shall be utilized in the next fiscal year, as may be determined by our Board, in accordance with applicable laws.

Our requirements of funds are based primarily on internal management estimates and have not been appraised by any bank or financial institution. These are subject to revisions on account of changes in costs, financial condition, business strategy or external circumstances which may not be in our control. If the actual utilisation towards any of the Objects, as set out above is lower than the proposed deployment, such balance amounts will be used towards any of the other Objects (including general corporate purposes, provided that the total amount to be utilised towards general corporate purposes will not exceed 25% of the gross proceeds of the Fresh Issue, in accordance with the SEBI ICDR Regulations). Further, the amounts utilised towards general corporate purposes will be in compliance with the objectives as set out under "*Objects of the Issue – Details of the Objects – General Corporate Purposes*" on page 145, and in line with our business. In case of a shortfall in raising requisite capital from the Net Proceeds towards meeting the Objects, we may explore a range of options including utilising our internal accruals.

Means of finance

The fund requirements for the Objects are proposed to be met from the Net Proceeds and our internal accruals. Accordingly, we confirm that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Fresh Issue or through existing identifiable internal accruals as required under Regulation 7(1)(e) the SEBI ICDR Regulations.

Details of the Objects

1. Funding growth in our financial services business

We propose to utilise ₹ 2,500.00 million from the Net Proceeds towards capital adequacy for providing default loss guarantees to our lending partners and meeting operational expenses pertaining to our financial services business.

<u>Background</u>

In our financial services business, we distribute loans from our lending partners to users on our platform through two products:

- MobiKwik ZIP, under which we distribute shorter term (*upto 30 days*) and smaller ticket *(₹1,000 - ₹60,000)* loans; and

- ZIP EMI, under which we distribute longer term (*between 3-24 months)* and higher ticket *(₹10,000 - ₹200,000)* loans.

Set forth below are key metrics of our financial services business for the last three Fiscals and six months ended September 30, 2023:

Metric	Fiscal			Six months ended September 30, 2023
	2021	2022	2023	
Revenue from operations from financial services[(1)] (₹ million)	598.13	976.57	2,850.21	2,439.53
As a % to total revenue from operations (%)	20.73	18.55	52.83	64.01
Credit Partmer AUM (as on date) (₹ million)	1,508.26	1,768.17	7,184.89	16,897.43
MobiKwik ZIP GMV (Disbursements) (₹ million)	1,983.24	13,485.74	41,028.10	27,595.56
ZIP EMI GMV (Disbursements) (₹ million)	1,016.19	1,636.42	10,121.73	13,567.84

[(1)] Revenue from our financial services business includes primarily revenues from MobiKwik Zip, Zip EMI (which is a longer tenure credit product) and other credit products; and also includes revenue from wealthtech and fintech products, platform services specifically designed to drive credit business and amounts received from online promotions on such platforms.

For further details, see "*Our Business – Financial Services Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 206 and 369, respectively.

<u>Requirement of funds</u>

We act as a lending service provider ("**LSP**") under the RBI's Digital Lending Guidelines to regulated lenders, being banks and NBFCs ("**REs**") who provide loans to consumers and merchants on our platform through MobiKwik ZIP or ZIP EMI. As of September 30, 2023, we have partnered with multiple REs for providing loans to our consumers and merchants, including Hero Fincorp Ltd., Northern Arc Capital Limited, SMFG India Credit Co. Ltd. (formerly known as Fullerton India), MyShubhLife (Datasigns Technologies Private Limited) and Transactree Technologies Private Limited.

From June 2023, the DLG Guidelines allow LSPs to provide a default loss guarantee ("**DLG**") of up to 5% of the outstanding amounts on a loan portfolio of an RE. These guidelines also stipulate that prior to entering into a DLG arrangement, an RE must obtain adequate information to ensure that an LSP has the requisite capital adequacy to honor its DLG commitments – including a certificate from the statutory auditors of the LSP on the aggregate DLG amounts outstanding, the number of REs and the respective number of portfolios against which DLG has been provided. For further details, see "*Key Regulations and Policies"* on page 227. In the three months beginning July 1, 2023 till September 30, 2023, for new agreements executed with REs, our Company has extended an average DLG of 5%.

The credit expenses borne under the credit portfolios created by our lending partners through DLGs provided by us are recorded as financial guarantee expenses in our Restated Consolidated Financial Information. Our financial guarantee expenses have increased over the last three Fiscals and the six months ended September 30, 2023, in line with the growth of MobiKwik ZIP GMV (Disbursements) and ZIP EMI GMV

(Disbursements) through these periods. In Fiscal 2023, the growth in our financial guarantee expenses was partially offset by the RBI disallowing LSPs from providing financial guarantees in September 2022, after which we stopped providing new financial guarantees. With the RBI now allowing the provision of DLGs of upto 5% through the DLG Guidelines, we expect financial guarantee expenses to continue to grow in our financial statements.

In order to grow our financial services business, we will need to expand our network of REs and augment our capital base in order to collateralize our DLG cap of 5% on potential future credit losses originating from credit portfolio created for our REs to fuel growth of our credit distribution business. Accordingly, we intend to utilise a portion of the Net Proceeds to augment our capital towards this purpose.

In addition, apart from DLG commitments, we intend to utilise the Net Proceeds towards meeting additional operating expenses for our financial services business. These include lending operational expenses, primarily incurred towards payment of certain charges to our REs disbursing loans under MobiKwik ZIP and ZIP EMI, including facilitation fees and technology fees, to obtain access to the capital and technology stack of our REs, to ensure that our consumers and merchants have a seamless product experience. Our lending operational expenses have been in line with the growth of our financial services business and the growth in disbursements from MobiKwik ZIP and ZIP EMI during these periods.

Set forth below are expenses incurred by us towards financial guarantees and lending operational expenses in the last three Fiscals and six months ended September 30, 2023.

(*in ₹ million*)

Particulars	Fiscal 2021	Fiscal 2022	Fiscal 2023	Six months ended September 30, 2023
Lending operational expenses	67.04	176.07	685.04	1,026.93
Financial guarantee expenses	583.67	907.69	1,095.93	313.46
Total	**650.71**	**1,083.76**	**1,780.97**	**1,340.39**

Our utilization of the Net Proceeds towards funding DLGs and meeting lending operating expenses will be in line with the historic growth of our financial services business and GMV (disbursements) of MobiKwik ZIP and ZIP EMI for the last three Fiscals and six months ended September 30, 2023.

2. Funding growth in our payment services business

We propose to utilise ₹ 1,350.00 million from the Net Proceeds to fund growth in our payment services business segment, primarily through the following ways.

(a) Pre-funding of escrow accounts and biller accounts to provide instant settlements to consumers and merchants.

We intend to utilise ₹ 350.00 million from the Net Proceeds for pre-funding our escrow and biller accounts to provide instant settlements for consumers and merchants.

<u>Background</u>

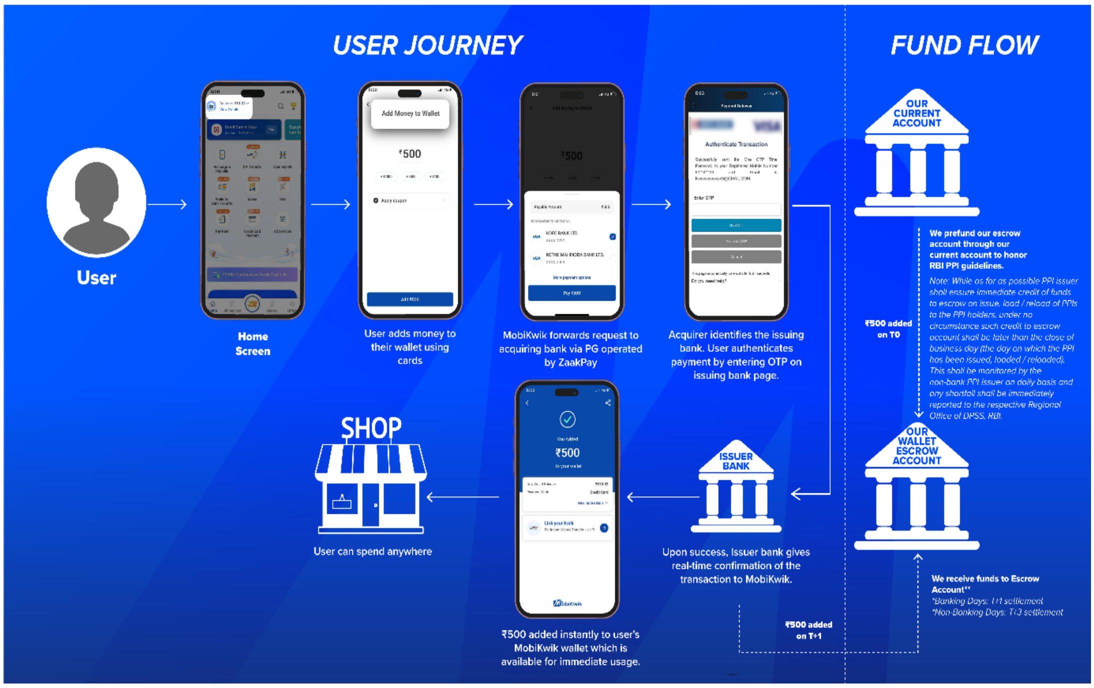
The MobiKwik platform can be used for a wide range of functions, including merchant payments, peer-to-peer money transfers, and utility/ bill payments. We enable consumers to add funds to their MobiKwik Wallets through credit cards/ debit cards/ UPI/ internet banking and then utilize wallet balances for:

- payment to billers on our MobiKwik App towards their various household bills, and
- payment to merchants on e-commerce checkouts, QR codes and POS machines for purchase of goods/ services.

If the relevant action (funding the MobiKwik Wallet and payment) happens on day “T”, the added amounts first get credited into an escrow account; and is thereafter settled to the biller/ merchant. We typically receive the amount in our escrow account on T+1 (on banking days) and T+3 (on non-banking days) from the users’ banks. However, if we pre-fund the escrow/ settlement accounts, or pay the biller/ merchant on day T, the bill-settlement cycle is completed on the same day (i.e. T) resulting in superior consumer experience.

Apart from operational convenience, RBI regulations also require us to maintain funds in designated escrow accounts and fund payments due to merchants. In terms of the RBI's Master Directions on Prepaid Payment Instruments dated August 27, 2021, we are required to maintain an escrow account with a scheduled bank. The day-end closing balance in this escrow account cannot be lower than the value of all outstanding MobiKwik Wallet balances and the amounts due to merchants/ billers. We are also required to ensure immediate credit of funds to this escrow account on issue, load / reload of MobiKwik Wallets to the holders, and under no circumstance can such credit to this escrow account shall be later than the close of the relevant business day.

The following illustrates the process of instant settlements in case of pre-funding of escrow accounts:



The benefit of immediate settlement of transactions enables superior experience for both consumers and merchants thereby leading to better acquisition and retention of consumers.

- **Benefits to consumers:** Enabling payments on the relevant due date leads to a superior consumer experience, particularly for purchases or bill payments that require instant settlements.

- **Benefits to billers/ merchants:** Delays in payment settlements leads to working capital gaps that have to be separately funded by merchants/ billers. This is eliminated by same-day settlements. Instant settlements also assist merchants in processing faster refunds (including for failed transactions or cancelled orders).

Requirement of funds

Our Payments GMV amounted to ₹ 118,345.95 million, ₹ 179,473.88 million, ₹ 207,250.06 million and ₹ 141,435.47 million in Fiscals 2021, 2022, 2023 and the six months ended September 30, 2023. In line with this growth, we have historically pre-funded escrow/ biller accounts to facilitate instant settlements through a combination of credit lines taken from lenders as well as internal accruals and will utilise a portion of the Net Proceeds towards this end.

Set forth below are details of amounts pre-funded by us on certain days towards instant settlements in the last three months of 2023:

Date	Amounts pre-funded (in ₹ million)
October 27, 2023	1,179.84
November 10, 2023	1,234.13

December 8, 2023	1,513.57

(b) Consumer acquisition to target new potential consumers who are entering the digital payments ecosystem.

We intend to utilise ₹ 1,000.00 million from the Net Proceeds for acquisition of new consumers and merchants for our payments services business.

<u>*Background*</u>

Historically, while a significant proportion of our user acquisition has been organic, we have also actively built our consumer and merchant base through marketing and promotional offers and augmenting our platform to offer increased payment use cases. These marketing and sales expenses are not only required for acquisition but also for retention.

Set forth below are details of our Registered Users and merchant partners for the last three Fiscals and the six months ended September 30, 2023.

Metric	**Fiscal**			**Six months ended September 30, 2023**
	2021	**2022**	**2023**	
Registered Users (million)[1]	101.37	123.56	139.89	146.94
New Registered Users (million)[2]	18.44	22.19	16.33	7.05
Merchants[3]	3,440,329	3,605,941	3,740,569	3,813,318

(1) Registered Users refers to the number of unique devices (laptops, mobile phones etc) that provided a unique mobile number or email address for registration on our MobiKwik platform as of the relevant date

(2) New Registered Users refers to the Registered Users added during the relevant period

(3) Merchants refers to all merchants who accept payments through the MobiKwik platform.

<u>*Requirement of funds*</u>

Acquisition of Merchants. Since our payments business focused significantly on network effects, the most efficient way of acquiring users is by strengthening our network. We plan on doing this by focusing on acquiring and retaining merchants. We intend to continue acquiring merchants through various initiatives, including the following:

a. <u>*Promotional offers*</u>*:* We undertake promotional offers for an initial period to large merchants to onboard them into our payments services platform.

b. <u>*Sales and marketing personnel*</u>*:* We employ a large team to work in several cities by constantly onboarding new merchants (both online and offline) and retaining merchants through beat visits and by providing strong marketing collaterals such as QR codes, standees, point-of-sale branding and in-store danglers.

Acquisition of Consumers. We intend to continue acquiring consumers through various initiatives, including the following:

a. <u>*Acquisition and retention initiatives*</u>*:* We offer discounts, cashbacks, loyalty points (through our *Supercash* program) and rewards to acquire consumers and subsequently retain them through various promotional avenues.

b. <u>*Brand Marketing*</u>: We undertake multi-channel advertising initiatives on online, social and offline media which helps us establish a 'share of mind' with the Indian consumers.

c. <u>*Digital Marketing*</u>: We undertake search-engine and app-store optimization, designed to drive consumers to our platform while they browse search results on app stores and online search engines.

Our business promotion expenses amounted to ₹ 803.18 million, ₹ 1,045.90 million, ₹ 845.62 million and ₹ 459.07 million in Fiscals 2021, 2022, 2023 and the six months ended September 30, 2023 and we expect them to grow in line with our growth in our payments services business.

3. Investment in data, ML and AI and product and technology

We intend to utilise ₹ 1,350.00 million from the Net Proceeds for investments in new R&D initiatives in data, ML and AI, and product & technology.

<u>*Background*</u>

As we scale and add innovative new products, we will be required to invest in advanced technology to power our platforms, consumer acquisition and underwriting engine.

a. **Data platforms, ML and AI.** We intend to utilise ₹350.00 million from the Net Proceeds for investments in new R&D initiatives in the areas of data, ML and AI

We continually builds multiple predictive machine learning models to predict credit behaviour on large population sets. These models are used by our lender partners to gain conviction on the quality of loans and their expected credit losses ("**ECL**"). These models are built by in-house data science/ analytics teams, and are required to be periodically trained and re-trained and refined for better performance. Going forward, we would endeavour to augment our modelling capabilities on two fronts:

- To improve the number of data parameters that are part of these models; and
- To move to a multi-model framework, which would capture multiple aspects of a user's credit profile with higher degree of accuracy.

We also intend to supplement our ML-based models with new and upcoming technologies that include AI models and big data. Technology is fundamental to our digital platform and accordingly investment in R&D and its implementation thereof into generative AI is a key component of our growth strategy.

AI, and in particular, generative AI is a platform shift that has commenced across the technology landscape. We believe that generative AI will help bridge the financial divide across geographical distance, language, income and literacy levels, and thereby help individuals understand their financial requirements better and gravitate towards sound financial decisions. This would require us to evolve from a mobile-app only interface to a chat based or voice-based interface, which requires building customised large language models ("**LLM**") trained on large financial data sets of a large user base.

Building such solutions would mean partnering with large vendors and leveraging their LLM capabilities, whose price points reflect the investment into R&D that has been made to develop such capabilities. These solutions are typically priced at cost-per-token or per interaction basis, and hence these significant costs will continue to scale exponentially in line with our growth.

Accordingly, while these outsourced solutions will be used by us to conduct small pilot or test programs, building these capabilities in-house will be critical to the success of our Company. This would require building large scale in-house LLM products which means hiring AI domain experts (who are both scarce to source in existing talent pools, as well as come at high employee costs) who are capable of operating in this new transformational technology.

b. **Product and technology.** We intend to utilise ₹1,000.00 million from the Net Proceeds for investments in new R&D initiatives in the areas of product and technology.

We aim to continue developing innovative and quality products in optimal timelines. Our product development growth has been fueled primarily by hiring competent and capable product managers, product designers, software development engineers and software development engineers in test. The costs associated with these teams forms around 45% of our overall employee benefits expenses (excluding ESOP costs) for Fiscal 2023.

In line with our rise in scale, we keep re-building some of our existing software applications into robust mini-platforms (as part of our overall platform). This re-building, as well as the ongoing addition of new financial products to our platform will entail further growth in our product and technology-focused employee costs.

Requirement of funds

We expect the aforementioned investments to amplify our understanding of user needs, and anticipate cross selling opportunities for the right products resulting in higher consumer satisfaction. We expect to derive the following benefits from these investments:

- Higher engagement by offering our platforms services in multiple vernacular languages

- Improvement of consumer retention by transforming our platform from transactional to conversational. Currently, MobiKwik is largely a transactional platform where consumers either make payments or access one of the many financial services available on our platform. With the implementation of generative AI, woven seamlessly into our offering, we expect that we would be able to engage with our consumer at a non-transactional level through a chat or voice-based interface. We believe that this would significantly improve the time a consumer spends on our platform and provide us with multiple touch points to cross-sell to our consumers.

- By layering an AI layer over our data, we could significantly improve the efficacy of our cross-sell by providing more targeted recommendations. This would be especially useful in the scaling of our wealth management and insurance businesses.

In Fiscals 2021, 2023, 2023 and the six months ended September 30, 2023, we incurred employee benefits expenses (less ESOP costs) towards investment in data platforms, ML and AI, and product and technology as set out below.

(*in ₹ million*)

Particulars	Fiscal 2021	Fiscal 2022	Fiscal 2023	Six months ended September 30, 2023
Data platforms, ML and AI	23.56	37.49	64.05	70.67
Product and technology	210.46	329.15	402.79	212.75

Our investment in data platforms, ML and AI and product and technology going forward, including through the Net Proceeds will be in line with the growth in our historic spends on these items, as well as our growth strategies and estimates of overall growth of our businesses.

4. *Capital expenditure for our payment devices business*

We intend to utilise ₹ 702.85 million between towards investment in hardware such as payment-enabling machines such as POS machines and soundboxes required for strengthening the network of consumers and merchants. We intend to lease out these payment acceptance devices to our merchants in order to strengthen our partnership with our merchants, increase our share of the merchant sales, and eventually to extend financial products including merchant loans to these merchants.

Pursuant to our payment device business initiatives, as on the date of this Draft Red Herring Prospectus, we have already placed orders for 25,000 soundboxes, and 3,000 EDC machines as per details in table below:

S. no.	Particulars of hardware	Quantity	Total Amount (₹ million)
1.	Soundboxes	25,000	25.00
2.	EDC	3,000	22.50*

**Excludes GST of ₹ 4.50 million.*

Details of the estimated costs for purchase of such hardware products, along with details of the quotations we have received, are set forth below:

S. no.	Particulars of hardware	No. to be purchased from the Net Proceeds	Total Estimated Costs (₹ million)	Quotation received from	Date of quotation	Validity of quotation
1.	EDC machines (P2 SE 2GB + 8GB with no FPS)	20,000	157.10*	Sunmi India Private Limited	December 31, 2023	Till May 31, 2024
2.	Soundboxes (4G + 2G TablePod)	500,000	545.75	CWD Limited	December 29, 2023	Valid for six months (i.e. June 30, 2024)
Total			**702.85**			

* *The cost of each EDC machine is USD 80. We have applied a conversion of 1 USD = ₹83.21. Total costs include GST of 18%.*

5. General Corporate Purposes

Our Company proposes to deploy the balance Net Proceeds, aggregating to ₹[•] million, towards general corporate purposes, subject to such amount not exceeding 25% of the gross proceeds of the Fresh Issue, in compliance with the SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilise Net Proceeds include investments in subsidiaries of our Company, other capital expenditure requirements including for refurbishment, new product development, meeting exigencies and expenses incurred by our Company in the ordinary course of business, as may be applicable. The quantum of utilisation of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and the business requirements of our Company, from time to time.

In addition to the above, our Company may utilise the Net Proceeds towards other purposes relating to our business which are considered expedient and as approved periodically by our Board, subject to compliance with necessary provisions of the Companies Act and in accordance with the stated objectives and our business. Our Company's management shall have flexibility in utilising any surplus amounts.

Bridge Financing

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds.

Issue related expenses

The total expenses of the Issue are estimated to be approximately ₹ [•] million.

The Issue related expenses primarily include fees payable to the BRLMs and legal counsels, fees payable to the Auditors, underwriting commission, selling commission and brokerage fees payable to Registered Brokers, RTAs, CDPs, SCSBs' fees, Sponsor Bank's fees, Registrar's fees, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges. The Issue related expenses will be paid by our Company.

The estimated Issue related expenses are as follows:

(₹ in million)

S. No	Activity	Estimated amount(1) (₹ in million)	As a % of total estimated Issue Expenses(1)	As a % of Issue 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 Issue	[•]	[•]	[•]

S. No	Activity	Estimated amount(1) (₹ in million)	As a % of total estimated Issue Expenses(1)	As a % of Issue Size(1)
4.	Other expenses (i) Listing fees, SEBI filing fees, BSE & NSE processing fees, book building software fees, (ii) Fees payable to Depository (iii) Printing and stationery expenses (iv) Fees payable to the Registrar to the Issue (v) Fees payable to the legal counsel (vi) Miscellaneous**	[•]	[•]	[•]
	Total Estimated Issue Expenses	[•]	[•]	[•]

*** Includes fees payable to other intermediaries to the Issue, including:*
- *(a) auditors*
- *(b) independent chartered accountant*
- *(c) independent secretarial auditor*
- *(d) industry agency (RedSeer)*

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

(2) Selling commission payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Bidders, which are directly procured by the SCSBs, would be as follows:

*Portion for Retail Individual Bidders**	*[•]% of the Amount Allotted* (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*[•]% of the Amount Allotted* (plus applicable taxes)*

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

(3) No processing fees shall be payable by our Company to the SCSBs on the applications directly procured by them.

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

*Portion for Retail Individual Bidders**	*₹[•] per valid application (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*₹[•] per valid application (plus applicable taxes)*

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

(4) The Processing fees for applications made by UPI Bidders would be as follows:

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

**For each valid application*

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 SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

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

Portion for Retail Individual Bidders	*[•]% of the Amount Allotted* (plus applicable taxes)*
Portion for Non-Institutional Bidders	*[•]% of the Amount Allotted* (plus applicable taxes)*

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

(6) Bidding charges of ₹ [•] (plus applicable taxes) shall be paid per valid Bid cum Application Form collected by the Syndicate, RTAs and CDPs (excluding applications made by UPI Bidders). The terminal from which the Bid has been

uploaded will be taken into account in order to determine the total bidding charges. No additional bidding charges shall be payable to SCSBs on the Bid cum Application Forms directly procured and bid by them.

(7) Selling commission payable to the Registered Brokers on the portion for Retail Individual Investors and, Non-Institutional Bidders which are directly procured by the Registered Brokers and submitted to SCSB for processing, shall be ₹ [•] per valid Bid cum Application Form (plus applicable taxes).

The Selling Commission payable to the Syndicate / Sub-Syndicate Members will be determined on the basis of the application form number/ series, provided that the application 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. 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.

In addition to the selling commission referred above, any additional amount(s) to be paid by our Company shall be as mutually agreed amongst the Book Running Lead Manager, their respective Syndicate Members, and our Company before the opening of the Issue.

Monitoring of Utilisation of Funds

In accordance with Regulation 41 of the SEBI ICDR Regulations, our Company has appointed [•] as the monitoring agency ("**Monitoring Agency**") to monitor the utilisation of the Net Proceeds. Our Company undertakes to place the Net Proceeds in a separate bank account which shall be monitored by the Monitoring Agency for utilisation of the Net Proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay and in accordance with the applicable laws. Our Company will disclose the utilisation of the Net Proceeds, including interim use under a separate head in its balance sheet for such fiscal periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, specifying the purposes for which the Net Proceeds have been utilised. Our Company will also, in its balance sheet for the applicable fiscal periods, provide details, if any, in relation to all such Net Proceeds that have not been utilised, if any, of such currently unutilised Net Proceeds.

The reports of the monitoring agency on the utilization of the Net Proceeds shall indicate the deployment of the Net Proceeds under the following heads:

A. Funding growth in our financial services business

B. Funding growth in our payment services business

a. Pre-funding of escrow accounts and biller accounts to provide instant settlements to consumers and merchants
b. Consumer acquisition to target new potential consumers who are entering the digital payments ecosystem.

C. Investment in data, ML and AI and product and technology

D. Capital expenditure for our payment devices business

E. General Corporate Purposes

Pursuant to Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in the Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilised. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statutory auditor of our Company will also provide report/ certificate on the utilization of the Net Proceeds to the monitoring agency.

Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilisation of the proceeds of the Fresh Issue from the Objects; and (ii) details of category wise variations in the actual utilisation of the proceeds of the Fresh Issue from the objects of the Fresh Issue as stated above.

This information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Directors' report, after placing the same before the Audit Committee.

Our Company will make the requisite disclosures as may be required under the SEBI Listing Regulations in case of any acquisitions, strategic partnerships, or other inorganic growth initiatives undertaken by it post-listing.

Interim use of Net Proceeds

Pending utilization of the Net Proceeds for the purposes described above, our Company undertakes to deposit the Net Proceeds only in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as may be approved by our Board or the IPO Committee.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Appraising Entity

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency.

Other Confirmations

No part of the proceeds of the Issue will be paid by our Company as consideration to our Promoter, members of the Promoter Group, Group Companies, our Directors or our Key Managerial Personnel, except in the ordinary course of business.

Our Company has not entered into and is not planning to enter into any arrangement/ agreements with our Promoter, members of the Promoter Group, Directors, Key Managerial Personnel or Group Companies in relation to the utilisation of the Net Proceeds. Further, there are no material existing or anticipated interest of such individuals and entities in the objects of the Issue except as set out above.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act, 2013 and the applicable rules, and the SEBI ICDR Regulations, our Company shall not vary the objects of the Fresh Issue without our Company being authorised to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("**Notice**") shall specify the prescribed details as required under the Companies Act. The Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoter/ controlling shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the above stated proposal, at a price and in such manner and subject to such conditions as prescribed by SEBI, in this regard.

BASIS FOR ISSUE PRICE

The Issue Price will be determined by our Company, in consultation with the BRLMs on the basis of assessment of market demand for the Equity Shares offered in the Issue through the Book Building Process and on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares is ₹ 2 each and the Issue Price is [•] times the face value at the lower end of the Price Band and [•] times the face value at the higher end of the Price Band.

Investors should also refer to the sections "*Our Business*", "*Risk Factors*", "*Financial Information – Restated Consolidated Financial Information*" and "*Management Discussion and Analysis"* on pages 190, 33, 297 and 369 respectively, to have an informed view before making an investment decision.

Qualitative Factors

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

- Our Company's legacy of providing positive and sustainable consumer experience.
- Large engaged consumer base acquired with low CAC.
- Efficient operational management of loan products distributed by us.
- The trust in our brand.
- Technology and product first approach to business

For details, see "*Our Business – Our Strengths*" on page 218.

Quantitative factors

Some of the information presented in this section relating to our Company is derived from the Restated Consolidated Financial Information. For details, see "*Financial Information – Restated Consolidated Financial Information*" beginning on page 297.

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

1. Earnings Per Share ("EPS") (as adjusted for changes in capital, if any) on a consolidated basis, calculated in accordance with the Indian Accounting Standard 33 issued by the ICAI

Period	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weightage
Financial Year ended March 31, 2023	(14.66)	(14.66)	3
Financial Year ended March 31, 2022	(23.04)	(23.04)	2
Financial Year ended March 31, 2021	(22.18)	(22.18)	1
Weighted Average	(18.71)	(18.71)	
Six months period ended September 30, 2023*	1.66	1.61	-

* *Not annualised*

Notes:

i. The face value of each Equity Share is ₹2.

b) Basic EPS = Net Profit / (Loss) after tax, as restated, for the year/ period divided by weighted average number of equity shares outstanding during the year.

i.

ii. Diluted EPS = Net Profit / (Loss) after tax, as restated, for the year/ period divided by weighted average number of diluted equity shares and potential additional equity shares outstanding during the year.

iii. Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year divided by Total of weights

iv. Basic and diluted earnings per equity share: Basic and diluted earnings per equity share are computed in accordance with the notified Indian Accounting Standard 33 'Earnings per share'.

v. The figures disclosed above are based on the Restated Consolidated Financial Information.

2. *Price Earning ("P/E") Ratio in relation to the Price Band of ₹ [•] to ₹ [•] per Equity Share*

Particulars	P/E ratio at the lower end of the Price Band (number of times)[*]	P/E ratio at the higher end of the Price Band (number of times)[*]
Based on Basic EPS for the financial year ended March 31, 2023	[•]	[•]
Based on Diluted EPS for the financial year ended March 31, 2023	[•]	[•]

[*]*Will be populated in the Prospectus.*

3. *Industry Peer Group P/E ratio*

Based on the peer group information (excluding our Company) given below in this section, The highest, lowest and average P/E ratio is as follows.

Particulars	Industry Peer P/E	Name of the company	Face value of the equity shares (₹)
Highest	28.11	PayPal Holdings, Inc.	0.008[*]
Lowest	(23.11)	One 97 Communications Ltd	2
Average	2.50	-	-

[*] *Conversion of 1 USD = 80 INR*

Notes:

(1) The industry high and low has been considered from the industry peer set provided later in this chapter. The highest, lowest and average P/E has been considered as same number since we have only one industry peer. For further details, see "Basis for Issue Price – 6. Comparison of Accounting Ratios with Listed Industry Peers" beginning on page 151.

(2) The industry P/E ratio mentioned above is computed based on the closing market price of equity shares on NSE on December 29, 2023 divided by the Diluted EPS as on for the financial year ended March 31, 2023.

4. *Average Return on Net Worth ("RoNW") on a consolidated basis*

Financial Year	RoNW, as derived from the Restated Consolidated Financial Information (%)	Weightage
Financial Year ended March 31, 2023	(59.09%)	3
Financial Year ended March 31, 2022	(59.26%)	2
Financial Year ended March 31, 2021	(556.13%)	1
Weighted Average	(141.99%)	
Six months period ended September 30, 2023[*]	6.21%	-

[*] *Not annualised*

Notes:

i) *Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.*

ii) *Return on Net Worth (%) = Net Profit / (Loss) after tax, as restated / Restated Net worth (Total Equity) at the end of the year/ period.*

iii) *Net worth = Aggregate value of equity share capital, instruments entirely equity in nature, 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, derived from the Restated Consolidated Financial Information and non-controlling interest, but does not include reserves created out of revaluation of assets and write- back of depreciation. RoNW is a non-GAAP measure (see "Management's Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Measures- Reconciliation of Return on Net Worth" on page 383 for the reconciliation of Net Asset Value calculated from the Restated Consolidated Financial Information).*

5. *Net Asset Value ("NAV") per Equity Share*

Year Ended	NAV derived from the Restated Consolidated Financial Information (₹)[(2)(3)]
As on March 31, 2023	24.80
After the completion of the Issue	At the Floor Price: [•] At the Cap Price: [•]
Issue Price[(1)]	[•]

(1) *Issue Price per Equity Share will be determined on conclusion of the Book Building Process.*

(2) *Net asset value per share (in ₹) represents net asset value per equity share post conversion. It is calculated as net worth as of the end of the relevant year divided by the number of equity share post conversion outstanding at the end of the respective year*

(3) *Net worth = Aggregate value of equity share capital, instruments entirely equity in nature, 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, derived from the Restated Consolidated Financial Information, and non-controlling interest but does not include reserves created out*

of revaluation of assets and write- back of depreciation. Net Asset Value is a non-GAAP measure (see "Management's Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Measures- Reconciliation of Net Asset Value (per equity share)" on page 383 for the reconciliation of Net Asset Value calculated from the Restated Consolidated Financial Information).

6. *Comparison of Accounting Ratios with Listed Industry Peers*

Our Company is among a small number of uniquely positioned players with business segments such as payments services and financial services. Hence, there are no directly comparable companies in India or globally, having similar business model and comparable size. However, for the purpose of this Draft Red Herring Prospectus, the following companies (Indian and foreign in the listed and unlisted space) have been considered as peers of our Company, considering similarities with certain aspects of our business.

The following table provides a comparison of certain accounting ratios of our Company against companies considered as peers for the purpose of this Draft Red Herring Prospectus:

Name of Company	**Face Value (₹ Per Share)**	**Closing price on December 29, 2023 (₹)**	**Total Income, for Fiscal 2023 (in ₹ million)**	**EPS (₹)**		**NAV (₹ per share)**	**P/E**	**RoNW (%)**
				Basic	Diluted			
One MobiKwik Systems Limited	2.00	NA	5,611.16	(14.66)	(14.66)	24.80	NA	(59.09)
Peer Group								
One 97 Communications Ltd	1.00	635.45	84,000.00	(27.50)	(27.50)	205.00	(23.11)	(13.67)
Listed Global Peers								
Affirm Holdings, Inc^	0.0008	3,921.60	1,27,038.80	(267.20)	(267.20)	682.96	(15.74)	(38.25)
PayPal Holdings, Inc.*	0.008	4,904.00	22,01,440.00	168.00	167.20	1427.75	28.11	11.52

Notes:
(a) Financial information for Company is derived from the Restated Consolidated Financial Information for the year ended March 31, 2023.
For listed peers:
(b) All the financial information for listed industry peers mentioned above is on a consolidated basis and is sourced from the annual reports/annual results as available of the respective company for the year ended March 31, 2023 submitted to stock exchanges.
(c) P/E Ratio has been computed based on the closing market price of equity shares on NSE on December 29, 2023, divided by the Diluted EPS.
(d) Return on Net Worth (RoNW) (%) = Net Profit / (Loss) after tax/ Net worth (Total Equity) at the end of the year.
(e)Net asset value per share (in ₹) represents net asset value per equity share post conversion. It is calculated as net worth as of the end of the relevant year divided by the number of equity share post conversion outstanding at the end of the respective year.
*^data for the fiscal year ended June 30, 2023; *data for the fiscal year ended December 31, 2022; data for listed global peers have been converted to INR at the exchange rate of 1 USD = 80 INR*

7. *Key Performance Indicators*

The table below sets forth the details of our KPIs that our Company considers have a bearing for arriving at the basis for Issue Price. The KPIs disclosed below have been approved by a resolution of our Audit Committee dated January 1, 2024 and the Audit Committee has confirmed that other than the KPIs set out below, our Company has not disclosed any other KPIs to investors at any point of time during the three years period prior to the date of this Draft Red Herring Prospectus. The KPIs disclosed below have been used historically by our Company to understand and analyse its business performance, which helps in analysing the growth of various verticals in comparison to our Company's listed peers, and other relevant and material KPIs of the business of our Company that have a bearing for arriving at the Basis for Issue Price. The KPIs disclosed below have been certified by V P G S & Co., Chartered Accountants, pursuant to certificate dated January 1, 2024.

Our Company shall continue to disclose the KPIs disclosed in this section, on a periodic basis, at least once in a year (or for any lesser period as determined by our Company), for a duration that is at least the later of (i) one year after the listing date or other period specified by SEBI; or (ii) till the utilization of the Net Proceeds. Any change in these KPIs, during the aforementioned period, will be explained by our Company. The ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

Bidders can refer to the below-mentioned KPIs, being a combination of financial and operational KPIs, to make an assessment of our Company's performances and make an informed decision

The list of our operational and financial KPIs along with brief explanation of the relevance of the KPI for our business operations are set forth below.

KPI		Definition	Explanation
Operational	Merchants	Merchants refer to all merchants who accept payments via the MobiKwik platform	This KPI metric helps the company in the evaluation of the reach of the company to merchants who accept payments via company's platform
	Platform Spend GMV	Platform Spend GMV refers to all spends made through all payment and credit products (excluding direct loan disbursal to bank accounts and certain discontinued one-time payment GMV) throughout our platform.	This KPI metric provides information regarding the scale of the consumer payment services of our company
	Registered Users	Registered Users refers to the number of unique devices (laptops, mobile phones etc) that provided a unique mobile number or email address for registration on our MobiKwik platform as of the relevant date.	This KPI metric helps in the evaluation of the reach of the company to users who have registered on company's platform for payment transactions. It helps us track and understand our users
	Digital Credit GMV	Digital Credit GMV refers to sum total of MobiKwik ZIP GMV (Disbursements) and ZIP EMI GMV (Disbursements) for the relevant periods	This KPI metric provides information regarding the scale of the distribution of digital lending operations of our company
Financial	Revenue from operations	Revenue from operations is total revenue generated by our Company's operating activities for the year/period	Revenue from operations represents the scale of our business as well as provides information regarding our overall financial performance
	EBITDA	Calculated as profit/ (loss) for the year/ period plus total tax expense/ (credit), finance cost and depreciation and amortization expense.	EBITDA helps in the evaluation of year-on-year operating performance of the Company
	EBITDA Margin	EBITDA Margin is calculated as EBITDA as a percentage of total income.	EBITDA margin provides information regarding the operational efficiency of the business
	Profit after tax	Profit/(loss) for the year/period is calculated as total income minus total expenses (including tax expense) for the year/period	This KPI provides information regarding the profitability of our Company

Details of KPIs as at/for the six months period ended September 30, 2023 and the financial years ended March 31, 2023, March 31, 2022, and March 31, 2021:

KPIs	Unit	Fiscal 2021	Fiscal 2022	Fiscal 2023	Six months period ended September 30, 2023
Operational					
Merchants (1)	Mn.	3.44	3.60	3.74	3.81
Platform Spend GMV (2)	Rs. Mn.	1,48,303.37	2,36,321.97	2,62,350.26	1,74,319.66
Registered Users (3)	Mn.	101.37	123.56	139.89	146.94
Digital Credit GMV (4)	Rs. Mn.	2,999.43	15,122.16	51,149.83	41,163.40
Financial					
Revenue from operations (5)	Rs. Mn.	2885.71	5265.65	5394.67	3810.88
EBITDA (6)	Rs. Mn.	(1,018.14)	(1,154.06)	(559.20)	205.39
EBITDA Margin (7)	%	(33.68%)	(21.24%)	(9.97%)	5.30%
Profit after tax (8)	Rs Mn.	(1,113.00)	(1,281.62)	(838.14)	94.78

Notes:

(1) Merchants refer to all merchants who accept payments via the MobiKwik platform
(2) Platform Spend GMV refers to all spends made through all payment and credit products (excluding direct loan disbursal to bank accounts and certain discontinued one-time payment GMV) throughout our platform.
(3) Registered Users refers to the number of unique devices (laptops, mobile phones etc) that provided a unique mobile number or email address for registration on our MobiKwik platform as of the relevant date.
(4) Digital Credit GMV refers to the sum total of MobiKwik ZIP GMV (Disbursements) and ZIP EMI GMV (Disbursements) for the relevant periods
(5) Revenue from operations is total revenue generated by our Company's operating activities for the year/period.
(6) Calculated as profit/ (loss) for the year/ period plus total tax expense/ (credit), finance cost and depreciation and amortization expense.
(7) EBITDA Margin is calculated as EBITDA as a percentage of total income.
(8) Profit/(loss) for the year/period is calculated as total income minus total expenses (including tax expense) for the year/period.

Our Company has not made any additions or dispositions to its business during the financial years ended March 31, 2021, March 31, 2022, March 31, 2023 and for the six-month period ended September 30, 2023.

For details of our other operating metrics disclosed elsewhere in this Draft Red Herring Prospectus, see "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 190 and 369, respectively.

8. *Comparison of KPIs with listed industry peers:*

As at and for Fiscal 2023						
Key Performance Indicators	**Unit**	One MobiKwik Systems Limited #	One 97 Communications Ltd	PhonePe Pvt Ltd	Affirm Holdings, Inc^	PayPal Holdings, Inc.*
Registered Merchants (1)	Mn.	3.74	33.5	30.0	0.25	NA
Payment segment GMV (2)	Rs. Mn.	2,62,350.26	1,31,54,510	7,15,41,020	16,160,000	NA
Registered Users (3)	Mn.	139.89	300	453.8	16.50	NA
Total Disbursements (4)	Rs. Mn.	51,149.83	353,780	NA	296,000	NA
Revenue from operations (5)	Rs. Mn.	5,394.67	79,903	29137.80	1,27,038.80	NA
EBITDA (6)	Rs. Mn.	(559.20)	(12,218)	(22,827.50)	(96,068.70)	NA
EBITDA Margin (7)	%	(9.97%)	(15.29%)	(78.34%)	(75.62%)	NA
Profit after tax (8)	Rs Mn.	(838.14)	(17,776.50)	(27,953.50)	(78,827.60)	NA

#Financial data as per Restated Consolidated Financial Information.
^ Data for the fiscal year ended June 30, 2023;
** Data for the fiscal year ended December 31, 2023 is not applicable; data for listed global peers have been converted to INR at the exchange rate of 1 USD = 80 INR.*

Notes:

(1) Registered Merchants refers to the merchants who accept payments via the payment platform as of the relevant date. The equivalent KPI for our Company is Merchants.
(2) (a)PhonePe: GMV for PhonePe includes merchant payments, peer to peer payments, recharge & bills payments, financial services and others (b) Paytm: GMV for Paytm is the total payments made to merchants through transactions on our app, through Paytm Payment Instruments or through our payment solutions, over a period. It excludes any consumer-to-consumer payment service such as money transfers (c) Affirm: GMV for Affirm is defined as the total amount of all transactions on the Affirm platform during the applicable period, net of refunds (d) PayPal: GMV for PayPal is the value of payments, net of payment reversals, successfully completed on our payments platform or enabled by PayPal via a partner payment solution, not including gateway-exclusive transactions. The equivalent KPI for our Company is Platform Spend GMV.
(3) Registered users: Registered Users refers to number of unique devices that provided a unique mobile number or email address for registration on the payments platform as of the relevant date. The equivalent KPI for our Company is Registered Users.
(4) Total Disbursements: Total Disbursements refers to the aggregate value of loan disbursements in the relevant period. The equivalent KPI for our Company is Digital Credit GMV.
(5) Revenue from operations is total revenue generated by company's operating activities for the year/period.
(6) EBITDA is Calculated as profit/ (loss) for the year/ period plus total tax expense/ (credit), finance cost and depreciation and amortization expense (a) Affirm - EBITDA calculated as Total revenue less Operating expenses (b) PayPal - EBITDA calculated as Net revenues less Operating expenses;
(7) EBITDA Margin is calculated as EBITDA as a percentage of total income.
(8) Profit/(loss) for the year/period is calculated as total income minus total expenses (including tax expense) for the year/period.

As at and for Fiscal 2022						
Key Performance Indicators	**Unit**	One MobiKwik Systems Limited #	One 97 Communications Ltd	PhonePe Pvt Ltd	Affirm Holdings, Inc^	PayPal Holdings, Inc.*
Registered Merchants (1)	Mn.	3.60	26.70	NA	0.24	35.00

As at and for Fiscal 2022						
Key Performance Indicators	**Unit**	One MobiKwik Systems Limited #	One 97 Communications Ltd	PhonePe Pvt Ltd	Affirm Holdings, Inc^	PayPal Holdings, Inc.*
Payment segment GMV (2)	Rs. Mn.	2,36,321.97	85,20,000	4,15,54,320	6,64,000	10,88,00,000.00
Registered Users (3)	Mn.	123.56	NA	372.90	14	400
Total Disbursements (4)	Rs. Mn.	15,122.16	7,6230.00	NA	264,000	32,080**
Revenue from operations (5)	Rs. Mn.	5265.65	49,742.00	16,462.50	1,07,943.70	22,01,440
EBITDA (6)	Rs. Mn.	(1,154.06)	(20,501.00)	(18,057.30)	69,283.80	3,06,960
EBITDA Margin (7)	%	(21.24%)	(41.21%)	(110.69%)	(64.18%)	13.94%
Profit after tax (8)	Rs Mn.	(1281.62)	(23,964.00)	(20,128.90)	(56,593.70)	1,93,520

#Financial data as per Restated Consolidated Financial Information.
^ Data for the fiscal year ended June 30, 2022;
** Data for the fiscal year ended December 31, 2022; data for listed global peers have been converted to INR at the exchange rate of 1 USD = 80 INR.*
*** Total disbursements for PayPal includes provisions*

Notes:

(1) Registered Merchants refers to the merchants who accept payments via the payment platform as of the relevant date. The equivalent KPI for our Company is Merchants.
(2) (a)PhonePe: GMV for PhonePe includes merchant payments, peer to peer payments, recharge & bills payments, financial services and others (b) Paytm: GMV for Paytm is the total payments made to merchants through transactions on our app, through Paytm Payment Instruments or through our payment solutions, over a period. It excludes any consumer-to-consumer payment service such as money transfers (c) Affirm: GMV for Affirm is defined as the total amount of all transactions on the Affirm platform during the applicable period, net of refunds (d) PayPal: GMV for PayPal is the value of payments, net of payment reversals, successfully completed on our payments platform or enabled by PayPal via a partner payment solution, not including gateway-exclusive transactions. The equivalent KPI for our Company is Platform Spend GMV.
(3) Registered users: Registered Users refers to number of unique devices that provided a unique mobile number or email address for registration on the payments platform as of the relevant date. The equivalent KPI for our Company is Registered Users.
(4) Total Disbursements: Total Disbursements refers to the aggregate value of loan disbursements in the relevant period. The equivalent KPI for our Company is Digital Credit GMV.
(5) Revenue from operations is total revenue generated by company's operating activities for the year/period.
(6) EBITDA is Calculated as profit/ (loss) for the year/ period plus total tax expense/ (credit), finance cost and depreciation and amortization expense (a) Affirm - EBITDA calculated as Total revenue less Operating expenses (b) PayPal - EBITDA calculated as Net revenues less Operating expenses;
(7) EBITDA Margin is calculated as EBITDA as a percentage of total income.
(8) Profit/(loss) for the year/period is calculated as total income minus total expenses (including tax expense) for the year/period.

As at and for Fiscal 2021						
Key Performance Indicators	**Unit**	One MobiKwik Systems Limited #	One 97 Communications Ltd	PhonePe Pvt Ltd	Affirm Holdings, Inc^	PayPal Holdings, Inc.*
Registered Merchants (1)	Mn.	3.44	21.10	NA	0.03	34.0
Payment segment GMV (2)	Rs. Mn.	1,48,303.37	4,030,000	1,82,28,380	3,68,000	10,00,00,000
Registered Users (3)	Mn.	101.37	NA	284.90	7.1	392
Total Disbursements (4)	Rs. Mn.	2,999.43	14050	NA	47,496	1600**
Revenue from operations (5)	Rs. Mn.	2,885.71	28024	6,896	69631.20	20,29,680
EBITDA (6)	Rs. Mn.	(1,018.14)	(13,829)	(15,961.70)	(30,693.70)	3,40,960
EBITDA Margin (7)	%	(33.68%)	(49.35%)	(231.66%)	(44.07%)	16.79%
Profit after tax (8)	Rs Mn.	(1,113.00)	(17,010)	(17,287.60)	(35,282.20)	3,33,520

#Financial data as per Restated Consolidated Financial Information.
^ Data for the fiscal year ended June 30, 2021;
** Data for the fiscal year ended December 31, 2021; data for listed global peers have been converted to INR at the exchange rate of 1 USD = 80 INR.*
*** Total disbursements for PayPal includes provisions*

Notes:

(1) Registered Merchants refers to the merchants who accept payments via the payment platform as of the relevant date. The equivalent KPI for our Company is Merchants.
(2) (a)PhonePe: GMV for PhonePe includes merchant payments, peer to peer payments, recharge & bills payments, financial services and others (b) Paytm: GMV for Paytm is the total payments made to merchants through transactions on our app, through Paytm Payment

Instruments or through our payment solutions, over a period. It excludes any consumer-to-consumer payment service such as money transfers (c) Affirm: GMV for Affirm is defined as the total amount of all transactions on the Affirm platform during the applicable period, net of refunds (d) PayPal: GMV for PayPal is the value of payments, net of payment reversals, successfully completed on our payments platform or enabled by PayPal via a partner payment solution, not including gateway-exclusive transactions. The equivalent KPI for our Company is Platform Spend GMV.

(3) Registered users: Registered Users refers to number of unique devices that provided a unique mobile number or email address for registration on the payments platform as of the relevant date. The equivalent KPI for our Company is Registered Users

(4) Total Disbursements: Total Disbursements refers to the aggregate value of loan disbursements in the relevant period. The equivalent KPI for our Company is Digital Credit GMV.

(5) Revenue from operations is total revenue generated by company's operating activities for the year/period.

(6) EBITDA is Calculated as profit/ (loss) for the year/ period plus total tax expense/ (credit), finance cost and depreciation and amortization expense (a) Affirm - EBITDA calculated as Total revenue less Operating expenses (b) PayPal - EBITDA calculated as Net revenues less Operating expenses;

(7) EBITDA Margin is calculated as EBITDA as a percentage of total income.

(8) Profit/(loss) for the year/period is calculated as total income minus total expenses (including tax expense) for the year/period.

9. Price per share, floor price and cap price

(a) **Price per share of the Company (as adjusted for corporate actions, including split, bonus issuances) based on primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under the ESOP Plans and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuances")**

Our Company has not issued any Equity Shares during the 18 months preceding the date of this Draft Red Herring Prospectus.

(b) **Price per share of the Company (as adjusted for corporate actions, including bonus issuances) based on secondary sale or acquisition of equity shares or convertible securities (excluding gifts) where Promoters or members of the Promoter Group other shareholders with rights to nominate directors are a party to the transaction during the 18 months preceding the date of filing of the Draft Red Herring Prospectus, where the 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-Issue capital before such transaction/s and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transactions")**

There have been no secondary sale/ acquisitions of Equity Shares or any convertible securities ("Security(ies)"), where the Promoter, members of the Promoter Group or the Shareholder(s) having the right to nominate director(s) in our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Draft Red Herring Prospectus, 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 transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

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(c) **Since there are no such transaction to report to under (a) and (b), the following are the details basis the last five primary or secondary transactions (secondary transactions where 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 this Draft Red Herring Prospectus irrespective of the size of transactions:**

Sr. No	Name of Allotee/ Transferee	Type of Transaction	Date of Allotment/ Transfer	Nature of Allotment	Nature of Specified Security	Issue Price per Specified Security (in ₹)	Transaction as a % of the fully diluted paid up capital of the Company[*]	Number of specified securities allotted/ transferred[*]
1	Ashish Kacholia	Secondary	August 01, 2022	Transfer from Upasana Rupkrishan Taku to Ashish Kacholia	Equity Shares	612.06	0.413	245,077
2	Bennett, Coleman and Company Limited	Primary	December 29, 2021	Preferential Allotment	Equity Shares	1,132.30	1.49	8,83,159
3	Bennett, Coleman and Company Limited	Primary	October 1, 2021	Conversion of 13,363 Series C7 CCCPS	Equity Shares	356.79	0.46	273,260
	Bennett, Coleman and Company Limited	Primary	October 1, 2021	Conversion of 17,729 Series C7 CCCPS	Equity Shares	279.70	0.59	348,580
	Hindustan Media Ventures Limited	Primary	October 1, 2021	Conversion of 35,996 Series E7 CCCPS	Equity Shares	501.50	1.21	719,920
	DMI Alternative Investment Fund – The Sparkle Fund	Primary	October 1, 2021	Conversion of 9,642 Other CCCPS	Equity Shares	777.80	0.33	192,840
	Gaurav Manglik	Primary	October 1, 2021	Conversion of 1,366 Series E3 CCCPS	Equity Shares	411.68	0.05	27,320
	Tianying Fu (Trustee of The Fu Family Trust)	Primary	October 1, 2021	Conversion of 1,366 Series E3 CCCPS	Equity Shares	411.68	0.05	27,320
	American Express Travel Related Services Company, Inc	Primary	October 1, 2021	Conversion of 47,120 Series B2 CCCPS	Equity Shares	180.28	1.59	942,400
	American Express Travel Related Services Company, Inc	Primary	October 1, 2021	Conversion of 5,067 Series C6 CCCPS	Equity Shares	279.70	0.17	101,340
	Trifecta Venture Debt Fund – I	Primary	October 1, 2021	Conversion of 3,643 Series E4 CCCPS	Equity Shares	411.68	0.12	72,860
	Nicolas Jarosson	Primary	October 1, 2021	Conversion of 3,914 Series E6A CCCPS	Equity Shares	456.70	0.13	78,280

Sr. No	Name of Allotee/ Transferee	Type of Transaction	Date of Allotment/ Transfer	Nature of Allotment	Nature of Specified Security	Issue Price per Specified Security (in ₹)	Transaction as a % of the fully diluted paid up capital of the Company[*]	Number of specified securities allotted/ transferred[*]
	Cisco Systems (USA) Pte. Ltd	Primary	October 1, 2021	Conversion of 52,834 Series B3 CCCPS	Equity Shares	180.28	1.78	1,056,680
	Cisco Systems (USA) Pte. Ltd	Primary	October 1, 2021	Conversion of 7,204 Series C5 CCCPS	Equity Shares	279.70	0.24	144,080
	Sidharth Aloke Choudhary	Primary	October 1, 2021	Conversion of 402 Other CCCPS	Equity Shares	622.50	0.01	8,040
	Net1 Applied Technologies Netherlands B.V.	Primary	October 1, 2021	Conversion of 181,007 Series C2 CCCPS and 120,665 Series C3 CCCPS	Equity Shares	279.70	10.17	6,033,440
	Net1 Applied Technologies Netherlands B.V.	Primary	October 1, 2021	Conversion of 9,109 Series E2 CCCPS	Equity Shares	411.68	0.31	182,180
	Manas Tamotia	Primary	October 1, 2021	Conversion of 121 Other CCCPS	Equity Shares	622.50	0.004	2,420
	Abu Dhabi Investment Authority	Primary	October 1, 2021	Conversion of 83,165 Series G CCCPS	Equity Shares	895.80	2.80	1,663,300
	Sequoia Capital India Investment Holdings III	Primary	October 1, 2021	Conversion of 109,779 Series A CCCPS	Equity Shares	2	3.68	2,183,008
	Sequoia Capital India Investment Holdings IV	Primary	October 1, 2021	Conversion of 172,536 Series A1 CCCPS	Equity Shares	43.72	5.78	3,430,961
	Sequoia Capital India Investments IV	Primary	October 1, 2021	Conversion of 23,615 Series A2 CCCPS	Equity Shares	180.27	0.61	352,240
	Sequoia Capital India Investments IV	Primary	October 1, 2021	Conversion of 17,806 Series A3 CCCPS, 87,864 Series B1 CCCPS and 62,341 Series B4 CCCPS	Equity Shares	180.28	5.66	3,360,220
	Sequoia Capital India Investments IV	Primary	October 1, 2021	Conversion of 12,067 Series C1 CCCPS	Equity Shares	279.70	0.41	241,340
	Sequoia Capital India Investments IV	Primary	October 1, 2021	Conversion of 18,218 Series E1 CCCPS	Equity Shares	411.68	0.61	364,360
4	S. Gopalakrishnan (Trustee of Pratithi Investment Trust)	Primary	August 19, 2021	Conversion of 9,970 Series E8 CCCPS	Equity Shares	501.50	0.34	199,400
	Hindustan Media Ventures Limited	Primary		Conversion of 5,379 Series E7 CCCPS	Equity Shares	501.50	0.18	107,580
5	Anupam Mittal	Primary	July 29, 2021	Conversion of 7,752 Other CCCPS	Equity Shares	622.50	0.01	8,040

Sr. No	Name of Allotee/ Transferee	Type of Transaction	Date of Allotment/ Transfer	Nature of Allotment	Nature of Specified Security	Issue Price per Specified Security (in ₹)	Transaction as a % of the fully diluted paid up capital of the Company[*]	Number of specified securities allotted/ transferred[*]
	Leposhe Trading Enterprises LLP	Primary	July 29, 2021	Conversion of 7,752 Other CCCPS	Equity Shares	622.50	0.20	117,280
	Deepan Kapadia	Primary	July 29, 2021	Conversion of 7,752 Other CCCPS	Equity Shares	622.50	0.05	29,720
	Tree Line Asia Master Fund (Singapore) Pte Ltd	Primary	July 29, 2021	Conversion of 88,058 Series B1 CCCPS and 27,503 Series B4 CCCPS	Equity Shares	180.28	3.89	2,311,220
	Tree Line Asia Master Fund (Singapore) Pte Ltd	Primary	July 29, 2021	Conversion of 12,067 Series C1 CCCPS	Equity Shares	279.70	0.41	241,340

For further details in relation to the share capital history of our Company, see "*Capital Structure*" on page 97.

[*Remainder of this page intentionally kept blank*]

10. The Floor Price is [•] times and the Cap Price is [•] times the weighted average cost of acquisition based on the primary/ secondary transactions disclosed above, at which the Equity Shares were issued by our Company, or acquired or sold by the shareholders with rights to nominate directors are disclosed below:

Past Transactions	**Weighted average cost of acquisition of Specified Securities**	**Floor Price^**	**Cap Price^**
	(₹.)	₹[•]	₹[•]
Weighted average cost of acquisition of primary issuances, as per paragraph 9 (a) above	Not Applicable	[•] times	[•] times
Weighted average cost of acquisition of secondary transactions, , as per paragraph 9 (b) above	Not Applicable	[•] times	[•] times
Since both paragraphs 9 (a) and 9 (b) are not applicable, please see below			
Based on primary issuances, as per paragraph 9 (c) above	282.37	[•] times	[•] times
Based on secondary transactions, as per paragraph 9 (c) above	612.06	[•] times	[•] times

^*To be updated at Prospectus stage*

11. Justification for Basis for Issue price

Detailed explanation for Issue Price/Cap Price being [•] times of WACA of past five primary issuances /secondary transactions of Equity Shares (as disclosed above), along with our Company's KPIs and financial ratios for Fiscals 2023, 2022 and 2021, and six-months period ended September 30, 2023 and in view of the external factors which may have influenced the pricing of the Issue, if any.

[•]*

Note: This will be included on finalisation of Price Band.

12. The Issue Price is [•] times of the face value of the Equity Shares.

The Issue Price of ₹ [•] has been determined by our Company in consultation with the BRLMs, on the basis of assessment of demand from investors for Equity Shares through the Book Building Process and, is justified in view of the above qualitative and quantitative parameters.

Investors should read the above-mentioned information along with "*Risk Factors*", "*Our Business*", "*Financial Information – Restated Consolidated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 33, 190, 297 and 369, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "*Risk Factors*" beginning on page 33 and you may lose all or part of your investments.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

The Board of Directors

ONE MOBIKWIK SYSTEMS LIMITED (formerly known as "ONE MOBIKWIK SYSTEMS PRIVATE LIMITED")

Unit no. 102, 1st Floor, Block – B, Pegasus One, Golf Course Road, Sector 53, Gurugram, Haryana

Date: 4 December 2023

Sub: Statement of possible special tax benefits ("the Statement") available to ONE MOBIKWIK SYSTEMS LIMITED (formerly known as "ONE MOBIKWIK SYSTEMS PRIVATE LIMITED") ("the Company"), its shareholders and its material subsidiary prepared in accordance with the requirement under Schedule VI – Part A - Clause (9) (L) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations")

This report is issued in accordance with the Engagement Letter dated 22 December 2023.

We hereby report that the enclosed Annexure II prepared by the Company, initialed by us for identification purpose, states the possible special tax benefits available to the Company, its shareholders and its material subsidiary, which is defined in Annexure I (**List of Material Subsidiary Considered As Part Of The Statement**), under direct and indirect taxes (together "**the Tax Laws**"), presently in force in India as on the signing date, which are defined in Annexure I. These possible special tax benefits are dependent on the Company, its shareholders and its material subsidiary, fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company, its shareholders and its material subsidiary to derive these possible special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company and its Material Subsidiary may face in the future and accordingly, the Company, its shareholders and its material subsidiary may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure II cover the possible special tax benefits available to the Company, its shareholders and its material subsidiary and do not cover any general tax benefits available to the Company, its shareholders and its material subsidiary. Further, the preparation of the enclosed Annexure II and its contents is the responsibility of the Management of the Company. We were informed that the 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 the 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 proposed initial public offering of equity shares of the Company (the "**Proposed Offer**") particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the possible special tax benefits, which an investor can avail. Neither we are suggesting nor advising the investors to invest money based on the Statement.

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

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial information, and Other Assurance and Related Services Engagements.

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

i. the Company, its shareholders and its material subsidiary will continue to obtain these possible special tax benefits in future; or

ii. the conditions prescribed for availing the possible special tax benefits where applicable, have been/would be met with.

The contents of the enclosed Annexures are based on the information, explanation and representations obtained from the Company and its Material Subsidiary, and on the basis of our understanding of the business activities and operations of the Company and its Material Subsidiary.

We did not verify the special tax benefits available to the material subsidiary given in Annexure I. The Statement of Possible Special Tax Benefits for the material subsidiary given in Annexure I has been verified by auditor of the material subsidiary, whose report have been furnished to us by the Management, and our opinion, insofar as it relates to the special tax benefits included in respect of such subsidiary, is based solely on the report of such other auditor.

Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of the Tax Laws and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to the Company and any other person in respect of this Statement, except as per applicable law.

We hereby give consent to include this Report in the Draft Red Herring Prospectus ("DRHP") and in any other material used in connection with the Proposed Offer, and it is not to be used, referred to or distributed for any other purpose without our prior written consent.

For **B S R & Associates LLP**

Chartered Accountants

Firm's Registration No.:116231W/W-100024

Girish Arora

Partner

Place: New Delhi

Membership No.: 098652

Date: 04 January 2024

UDIN: 24098652BKAGHT7415

ANNEXURE I

LIST OF DIRECT AND INDIRECT TAX LAWS ('TAX LAWS')

Sr. No.	Details of tax laws
1.	Income-tax Act, 1961 and Income-tax Rules, 1962
2.	Central Goods and Services Tax Act, 2017
3.	Integrated Goods and Services Tax Act, 2017
4.	State Goods and Services Tax Act, 2017

LIST OF MATERIAL SUBSIDIARY CONSIDERED AS PART OF THE STATEMENT (Note 1)

1. Zaak ePayment Services India Private Limited ('Material Subsidiary')

Note 1: Material subsidiaries identified in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, includes a subsidiary whose income or net worth in the immediately preceding year (i.e.31 March 2023) exceeds 10% of the consolidated income or consolidated net worth respectively, of the holding company and its subsidiaries in the immediate preceding year.

ANNEXURE II

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO ONE MOBIKWIK SYSTEMS LIMITED (formerly known as "ONE MOBIKWIK SYSTEMS PRIVATE LIMITED") **("THE COMPANY") AND ITS SHAREHOLDERS AND ITS MATERIAL SUBSIDIARY UNDER THE APPLICABLE DIRECT AND INDIRECT TAXES ("TAX LAWS")**

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

UNDER THE TAX LAWS

A. Special tax benefits available to the Company

There are no special tax benefits available to the Company under the Tax Laws.

B. Special tax benefits available to Shareholders

There are no special tax benefits available to the Shareholders under the Tax Laws.

C. Special tax benefits available to Material Subsidiary

There are no special tax benefits available to the Material Subsidiary under the Tax Laws.

NOTES:

1. The above is as per the current Tax Laws.
2. The above Statement of possible special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of equity shares of the Company.
3. This Statement does not discuss any tax consequences in any country outside India of an investment in the equity shares of the Company. The shareholders / investors in any country outside India are advised to consult their own professional advisors regarding possible income tax consequences that apply to them under the laws of such jurisdiction.

For ONE MOBIKWIK SYSTEMS LIMITED (formerly known as "ONE MOBIKWIK SYSTEMS PRIVATE LIMITED")

Bipin Preet Singh

Director

Place: Gurugram

Date: 04 December 2023

SECTION IV – ABOUT OUR COMPANY

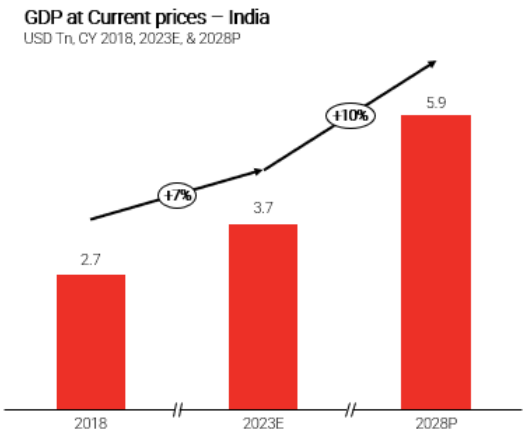
INDUSTRY OVERVIEW

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled "Deep dive into India Fintech Market" dated January 2, 2024 (the "**RedSeer Report**") prepared and issued by Redseer Strategy Consultants Private Limited, which has been commissioned and paid for us in connection with the Issue. RedSeer was appointed by our Company through an engagement letter dated December 4, 2023. The RedSeer Report is available on the website of our Company at https://www.mobikwik.com/ir. Unless otherwise indicated, all financial, operational, industry and other related information derived from the RedSeer Report and included herein with respect to any particular year, refers to such information for the relevant year. For further details and risks in relation to the RedSeer Report, see "Risk Factors – Industry information included in this Draft Red Herring Prospectus has been derived from an industry report commissioned and paid for by us as well as exclusively prepared for the purposes of the Issue. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate." on page 66.*

INDIA'S MACROECONOMIC ELEMENTS FOSTER A FAVOURABLE ENVIRONMENT FOR ROBUST GROWTH

Indian GDP set to reach USD 5.9 trillion by 2028

India is primed for a strong growth, with an estimated growth rate of approximately 10% at current prices to become approximately USD 5.9 trillion economy by 2028. According to the Centre for Economics and Business Research (CEBR), India currently holds the position of the fifth-largest economy and is projected to attain the status of the third-largest country by 2030.



Notes: GDP at current price/ nominal GDP is the GDP unadjusted for the effects of inflation and is at current market price.
Source(s): IMF, Redseer analysis

Key underlying growth drivers of Indian economy:

- **Favourable demographics:** As per the 2023 UN estimates, India possesses a median age of 27.9 years, positioning itself notably younger compared to major economies such as China (38.5 years) and the US (37.9 years). The substantial working-age populace in India presents opportunities for economic expansion, heightened productivity, innovation, and increased consumption.

- **Increasing nuclearization**: According to National Family Heath Survey The size of an average household in India has shrunk from 4.8 in FY12 to 4.4 in FY22. Concurrently, there is a noticeable surge in nuclear families due to escalating migration to urban centres for more lucrative employment opportunities. This shift has resulted in increased consumption patterns, with nuclear families driving demand for individual consumer goods and allocating a greater portion of their disposable income towards other discretionary expenditures.

- **Women participation in the labour workface:** Women's roles are vital to India's economic growth. Their increasing presence in IT, customer service, and hospitality, sectors has been pivotal. Based on

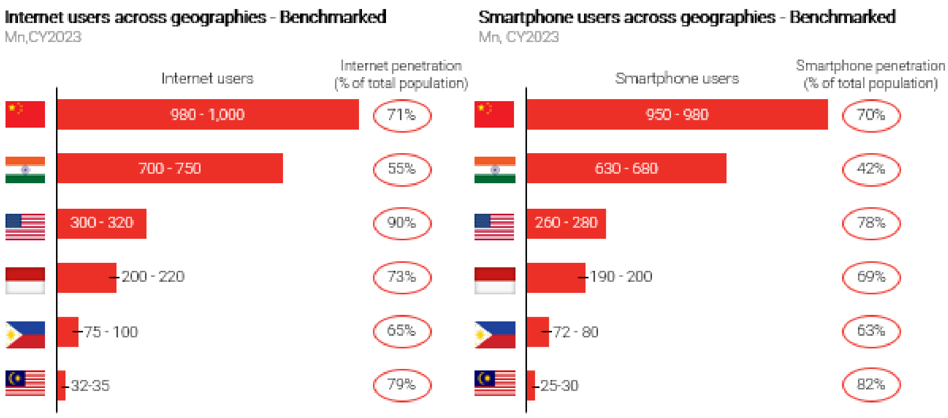
Ministry of Women and Child Development the female labour force participation rate has increased from 23% in Fiscal 2018 to 37% in Fiscal 2023.

- **Investments and favourable conditions for businesses:** India's growth in the last few years is also because of influx of large capital by the public and private sectors. The current government remains committed to structural reforms as there is vast array of opportunities to expand investments and having collaborations that would create more value addition to the economy. As per a report by United Nations of Conference on Trade and Development (UNCTAD) in 2022, India is the seventh most preferred global destination for FDI flows.

- **Digital transformation:** India's digital economy is expected to reach USD 1 trillion by 2030 driving on increased digital adoption, investments in technologies by businesses and digital democratisation with the India stack. Currently valued at USD 160-180 billion, India's internet-based economy is set for significant growth across various sectors. Notably, in fintech (financial technology), India leads in adoption rates according to the economic survey of India. For instance, in 2018, the number of average transacting users of e-commerce platforms in India was about 95 million which has grown over two times to 210 million users in 2023 with a CAGR of 17%.

INDIA'S CONSUMER INTERNET ECONOMY IS EXPECTED CROSS USD 600 BILLION BY 2028, MORE THAN FOUR TIMES ITS CURRENT VALUE

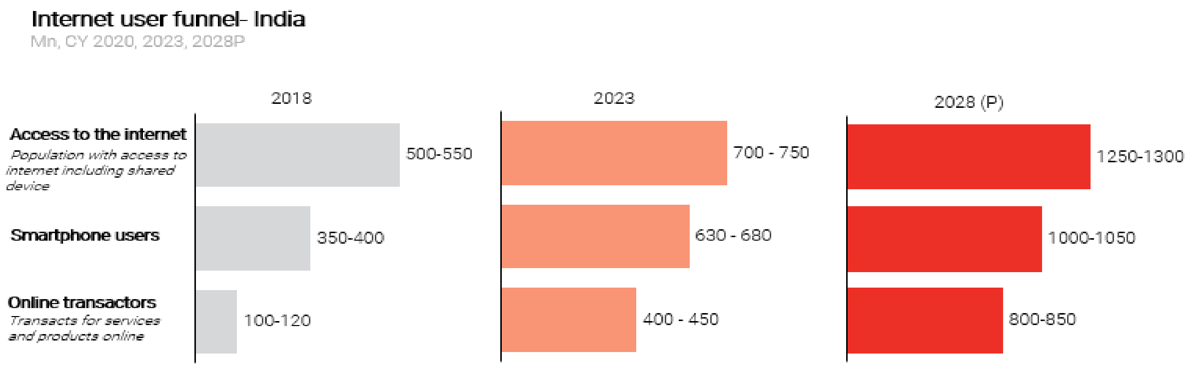
Since 2000, a large part of India has skipped the traditional fixed line phones and embraced mobile phones. 90% of all phone connections were fixed line in 2000, while currently 90% of all phone connections are mobile. Internet adoption has picked up gradually, as data rates in India have declined. India's internet adoption has increased rapidly, from 300 million internet users in 2015 to 700 million - 750 million users in 2023. Based on Redseer estimates, the smartphone users in 2023 range from 630 million – 680 million users.



Source(s): Redseer estimates

Internet and smart-phone penetration has nearly doubled from 2015 to 2023 and continues to grow in India

India's smartphone users have also reached approximately 650 million by 2023 and will cross 1,000 million mark in the next 5 years. Furthermore, online transactors have also grown four times in the last 5 years.

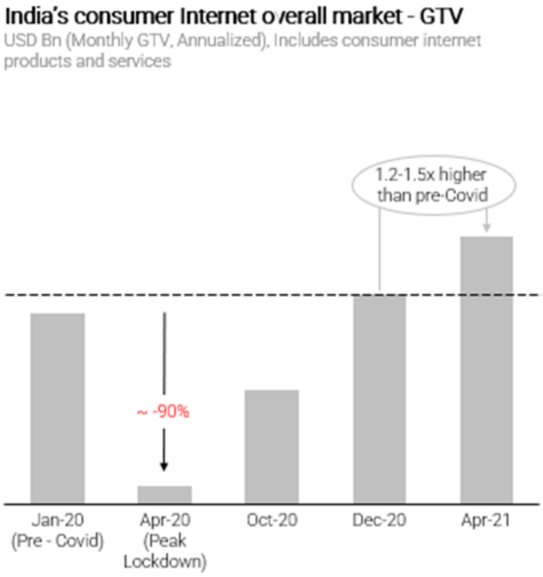


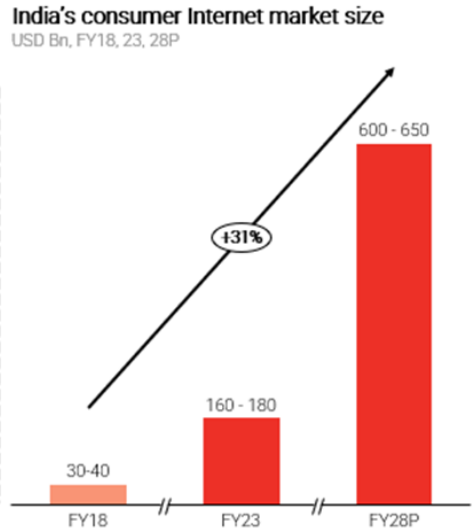
Notes: Online transactors include users transacting for banking (NEFT, IMPS, etc.), mobile recharges, P2P payments, online shopping, and any other online transaction for product/service. Also includes online shoppers from e-commerce.
Source(s): Redseer estimates

Growth of India's consumer internet market for products and services - to become a USD 600 billion plus industry by Fiscal 2030

As per Redseer, the thriving internet economy in India offers businesses a lucrative chance to capitalize on its potential. It is anticipated that the consumer internet industry will maintain a high growth trajectory, and eventually reach USD 600 billion or more by Fiscal 2028. Based on Redseer research, India's consumer internet market is primarily driven by online retail, edtech, fintech, gaming, travel, and hospitality among others.

The rapid growth in digitization has been a game changer of MSME's. It has enabled merchants to advance their business by embracing digital platforms, lowering costs, and allowing them to reach a wider audience and target customers who were inaccessible to them before.





Source(s): Redseer IP

Growth of GTV will be driven by the major consumer internet sectors

Sectors	GTV-FY23	GTV-FY28P	CAGR	Key Growth Drivers
Fintech	$ 730 billion[1]	$1.5 trillion - 1.6 trillion[1]	15-18%	• Government's push towards a digital economy • Rise of digital payments with a sudden growth support of UPI • Vibrant start-up ecosystem leading to innovations across different verticals
E-commerce	$60 - $65 billion	$ 190 – 210 billion	25-30%	• Rise of Tier 2+ customers supported by newer models like social commerce/ video and enabled by growth in digital payments and logistics will continue to support the growth in this sector
Online Travel	$13- $15 billion	$50-55 billion	30-35%	• During, FY23 Online Travel sector has gained traction. Starting from companies calling employees to work from office. Moreover, higher frequency of travel shows accelerated growth trajectory for the sector
e-Grocery	$7 billion - $10 billion	$30 billion - $35 billion	35-40%	• The growth in e-Grocery is due changing lifestyle, providing higher convenience, and better customer service provided by players. Large number of online shoppers are repeat customers with many of them likely to stick around in future supported by

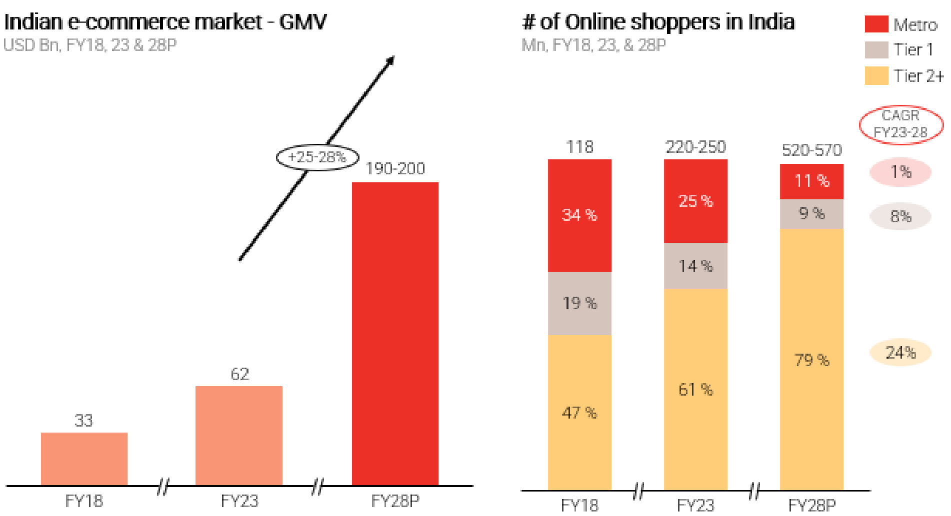
Sectors	GTV-FY23	GTV-FY28P	CAGR	Key Growth Drivers
				increasing competition that drives better prices and improving experience
Food Delivery	$10 billion -$ 12 billion	$35 billion - $ 40 billion	35-40%	• Evolving outside–eating habits (particularly, in smaller towns and cities) leading to new user addition • Adoption by lower- income cohorts, driven by affordable meal options. • Increase in number and quality of restaurant supply and prevalence of cloud kitchens, and increasing availability of delivery executives
E-Health	$1 billion - 2 billion	$8 billion - $ 12 billion	50-60%	• Rise of multiple large platforms who are digitizing the space • Strong satisfaction from doctors and customers • Platform initiatives to provide high quality experience- vernacular support, mobility partnerships, digital payments, hospital networks, at home testing labs and others

Notes: (1) Fintech represents total gross transaction value (2) For all other sectors market size/GMV is shown in the above table
Source(s): Redseer IP

Digital payment landscape in India is evolving at a rapid pace, driving superior convenience and consumer confidence

Growth of online shoppers has further propelled ever evolving payment landscape in India. Although initial penetration happened across urban India, predominantly across metro cities. Change in trend was observed from 2018 to 2023 where Tier 1 and Tier 2+ are the fastest growing markets. In Fiscal 2023, approximately 61% of shoppers are from Tier 2+ cities which is expected to grow to 78% by Fiscal 2028.

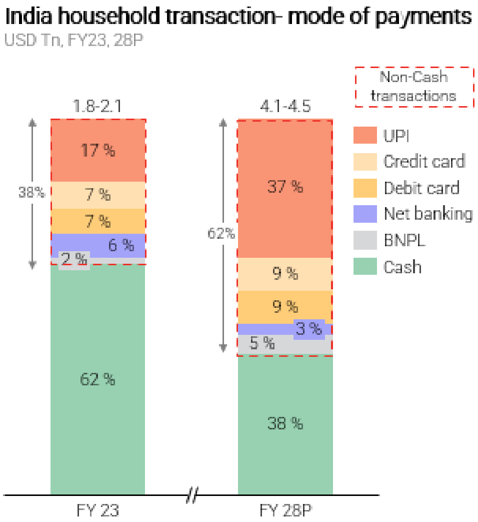
Based on Redseer analysis the overall e-commerce market is expected to become USD 190-200 billion market by Fiscal 2028. Digital payments have played a pivotal role in shaping the overall e-commerce shopping experience for the consumers.

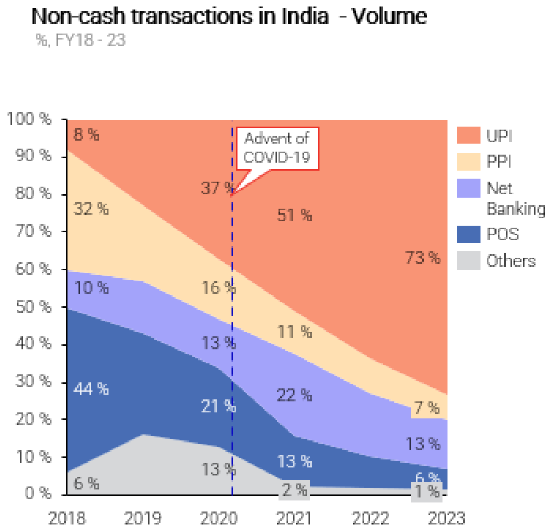


Source(s): Redseer analysis

1/3rd of Indian households are using digital payment in one way or another

Based on Redseer analysis, non-cash transactions for Indian households are going to increase from 38% in Fiscal 2023 to 62% in Fiscal 2028. There is a strong momentum in favor of digital payments which is being developed by an evolving ecosystem.

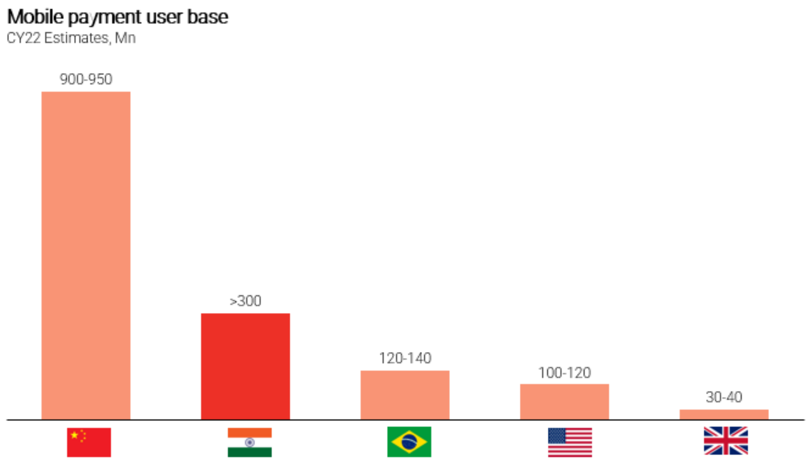




Notes: (1) Non-cash transactions does not include cash transactions at branches; (2) PPI includes wallets, prepaid cards and gift cards based transactions; (3) Net banking includes fund transfer services such as AePS, APBS, IMPS, NACH Cr, NEFT and RTGS transactions; (4) POS includes credit & debit card based payments; (5) Others include BHIM Aadhar Pay, NACH, NETC, etc.
Source(s): RBI, Redseer estimates

Rigorous investment in mobile payment technology which drives superior convenience and consumer confidence, large merchant ecosystem penetration created by mobile payment platforms and government initiatives on growth are all factors that are fuelling the growth of the mobile payment market in India and will continue to do so in the future.

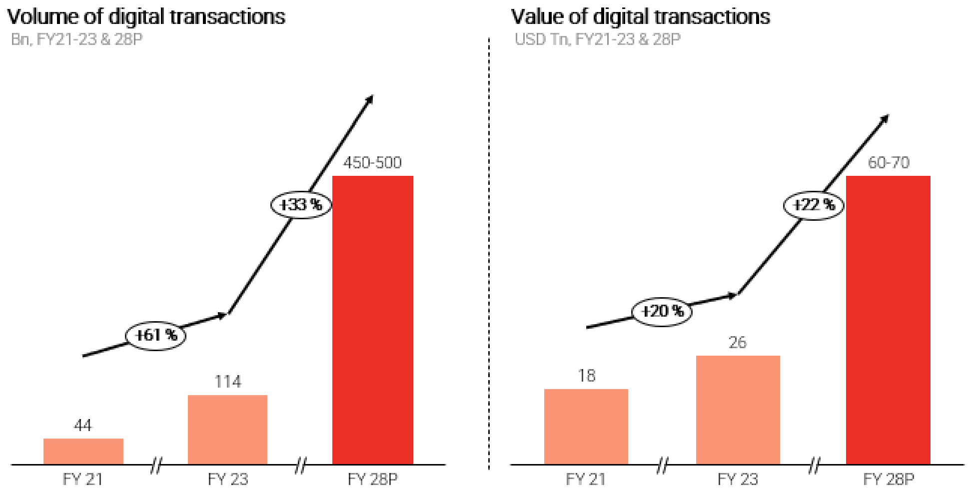
Person to merchant (P2M) transactions have been one of the biggest drivers of mobile payments adoption growth. Use cases like ecommerce, food delivery, e-grocery, OTAs and other service have led to significant growth in total user base for mobile payments in India.



Notes: (1) Includes population making at least one mobile payment transaction in a year
Source(s): News articles, Press releases, Redseer research

Digital transaction value is poised to reach USD 60-70 trillion by Fiscal 2028

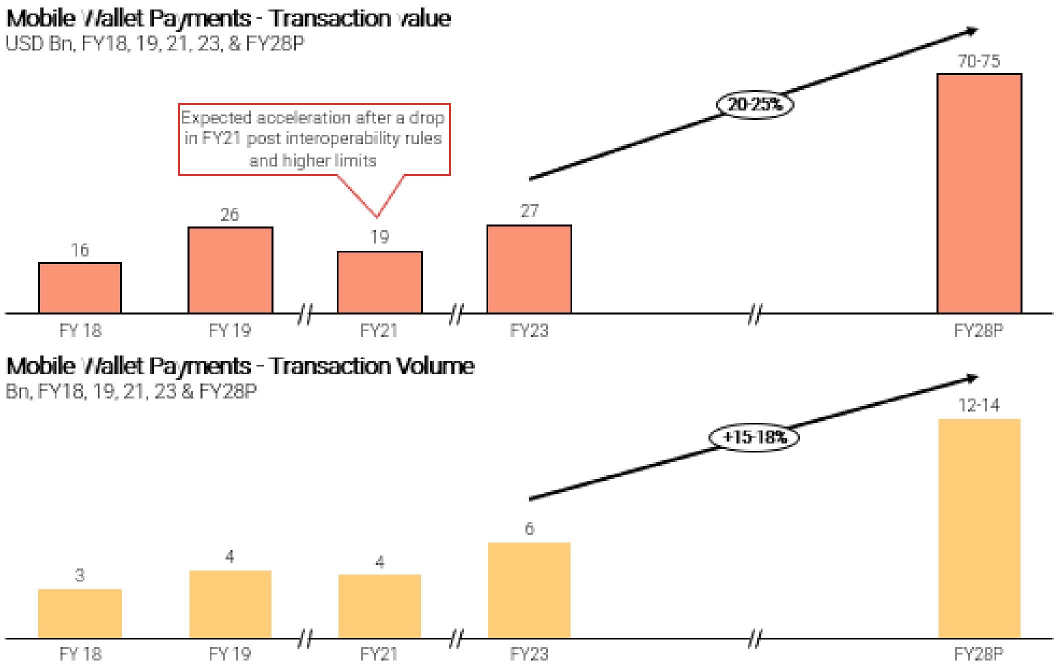
Based on Redseer analysis, digital payments are on a growth trajectory, and in Fiscal 2028 the expected volume of digital transactions are projected to be in the range of 450-500 billion, with an estimated value of USD 60-70 trillion.



Notes: (1) Digital payments here include all categories classified by RBI including BHIM-UPI, NACH, IMPS, AePS, NETC, Cards, RTGS, NEFT, PPI and others
Source(s): RBI, NPCI, Redseer estimates

Mobile wallets will also continue to see consistent growth

Mobile wallet led transaction has increased from USD 16 billion in Fiscal 2018 to USD 27 billion in Fiscal 2023. Fiscal 2020 and Fiscal 2021 did saw a drop in overall wallet transaction value due to interoperability rule. Based on Redseer estimates the wallet transaction value will reach approximately 70-75 billion in FY28P.

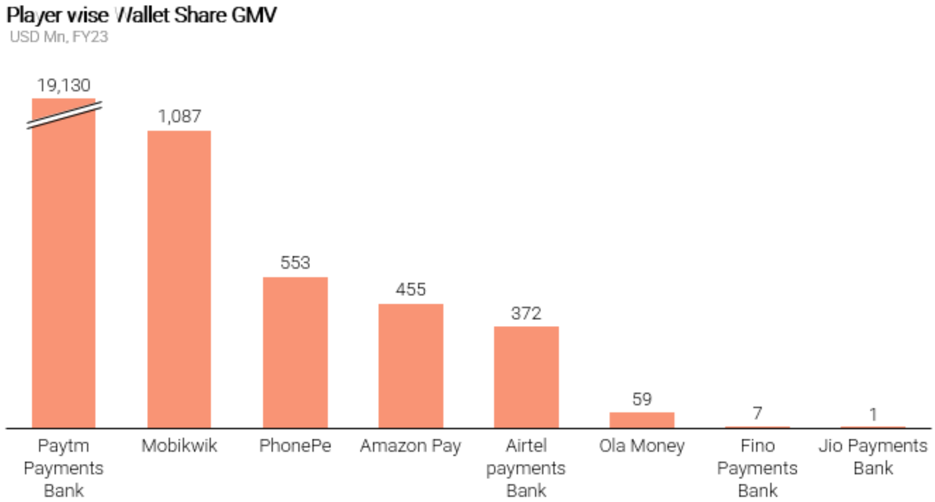


Source(s): RBI, Redseer estimates

Interoperability is an emerging trend and might favour wallet players

Wallet interoperability over UPI is a significant development in the Indian digital payments landscape with implications for both convenience and system efficiency. UPI has gained immense popularity for its ease of use and direct linkage to bank accounts. However, as the volume of transactions on the UPI platform increases, there are concerns about potential stress on the banking system.

The preference for wallet also comes at a time when consumers have faced technical glitches and issues regarding bank servers not able to process payments timely. Bank servers not functioning at times is because of multiple transactions happening throughout the day puts additional stress on the systems.



Note(s): Wallet players list is not exhaustive
Source(s): RBI, Redseer analysis

Even among registered users of wallet, Paytm payments lead with 562.1 million users. This is followed by PhonePe and MobiKwik who have 151.4 million and 127.9 million registered users respectively, as of March 2023.

Player Name	Number of wallet Users (Mn)- as of Mar'23
MobiKwik	127.9
PayTm Payments Bank	562.1
Airtel Payments Bank	101.5
Fino Payments Bank	5.4
Jio Payments Bank	7.2
Amazon Pay	62.4
True Balance	11.9
Ola Money	79.4
PhonePe	151.4

Source: RBI, Company data, Data as of December 2023, brand list is non-exhaustive

Wallet launch year- Player wise

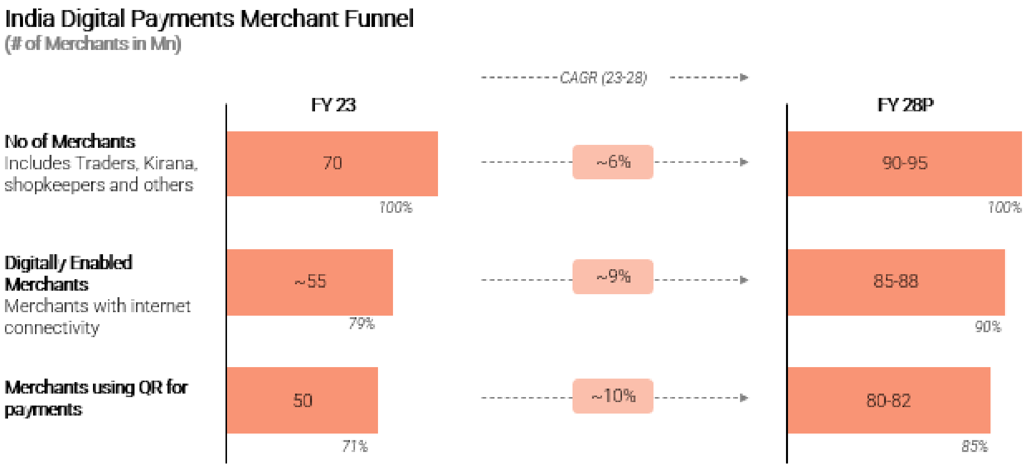
Among active wallet players, MobiKwik was first company to launch wallets in India. MobiKwik launched its wallet in 2009. The next active company to launch wallets was Paytm which launched it in 2014.

Player Name	Wallet launch year
MobiKwik	2009
PayTm	2014
Airtel Payments Bank	2016
Fino Payments Bank	2017
Jio Payments Bank	2018
Amazon Pay	2016
True Balance	2017
Ola Money	2015
PhonePe	2015

Source: Redseer analysis, Data as of December 2023, brand list is non-exhaustive

Merchant payments has emerged as key driver for digital payments

With a remarkable surge in digital payments in the recent years, merchant payments have emerged as a key driver of this transformation. Beyond e-commerce, mom-and-pop stores are also increasingly embracing digital payment solutions. From small kirana stores to large retail chains, businesses are recognizing the benefits of accepting digital payments, such as reduced cash handling costs, improved transaction speed, and better security. Based on Redseer estimates, approximately 90% of the merchants in India would be digitally enabled by Fiscal 2028. As the world embraces the digital era, merchant payments are poised to play a pivotal role in shaping the future of commerce and financial inclusion.



Source(s): Redseer estimates

Furthermore, the digital customer expenditure on merchant payments has already begun to outpace P2P transactions, and this trend is likely to continue.

Fintech players are driving digital payments through new initiatives

The rapid expansion of the digital payments landscape in India in recent years has been fuelled by the introduction of new technologies, innovative products, disruptive market players, and regulatory interventions, among various other factors.

For payment, platforms generally charge MDR to merchants only in case of POS/payment gateways, UPI is still free in India. Payment platforms have expanded their offerings to offer payment, commerce, and financial services. Majority of them started as wallet players with an application to provide mobile top-up and bill payments. Few players also expanded to payment gateways to create a large base of online consumers and merchants. In following years, they expanded to value added services such as commerce and financial services.

Offerings	Monetization avenue
Payment Services (Recharge, Bill payments, Money transfer, merchant payments)	• **Merchants:** Payment processing fee and rentals for deployed device • **Consumers:** Platform fee in select cases • Payment gateway charges and convenience fee in case of digital payment
Financial Services	• **Lending:** Sourcing fee • **Wealth:** Brokerage fee • **Insurance:** Brokerage (% of premium)

Payment players often leverage partnerships with merchants, earning a share of revenue from transactions conducted on their platforms. Value-added services, such as digital lending, insurance, and investment opportunities, contribute to revenue diversification. Moreover, these players can engage in data monetization by analysing user behaviour and preferences, providing insights to financial institutions and advertisers. Overall, the business model of payment players is multifaceted, combining transactional revenue, subscription models, platform fee, partnerships, and additional financial services to create a sustainable and profitable ecosystem.

India presents a huge credit gap and has significant headroom for growth for multiple credit enabling platforms

The Indian economy has shown growth of approximately seven percentage from 2022 - 2023 based on IMF data. With a steadfast recovery post COVID-19, where one of the key drivers of economic resurgence being India's financial sector. However, despite the sector's efforts to promote financial inclusion, retail credit penetration in India remains significantly lower than global levels. The ratio of retail lending per capita in India is lower than that of developed economies like US, UK and China. This signifies that there is significant room for expansion in the lending space.

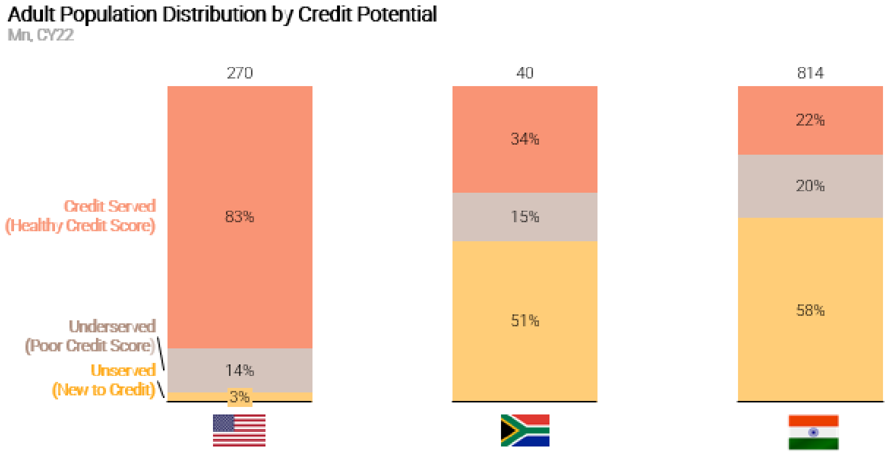
Household Debt per capita – Global Benchmarks

Countries	Household debt per capita – CY22
India	$ 0.8-0.9k
China	$ 7.6k-7.8k
US	$ 57-58k
UK	$ 38-39k
Indonesia	$ 0.7-0.8k
Brazil	$ 3-3.1k

Source(s): World bank, IMF, BIS, Redseer analysis

Approximately 78% of India's Adult Population Holds Credit Eligibility, signalling headroom for credit inclusion

Based on TransUnion CIBIL research, India has a credit eligible adult population1 of 814 million. Among them, only 20% have accessed credit services, while 58% fall into the credit unserved (population with no history of credit) category, and the rest 20% are underserved (population with only one type of credit product, have 2+ years of credit history and >1 traditional credit account in their credit history). This indicates there is a headroom for credit inclusion in India. Comparison with US and UK highlights the disparity where only 3% and 7-9% of population is credit unserved5 respectively. The same number for China is in the range of 35-40%. Moreover, looking at TransUnion data there has been an increased in credit served consumers, increasing from 91 million in CY 2017 to 179 million in CY 2022. This increase has elevated creditworthy levels from 12% to 22% among the adult population (Individuals above the age of 16).



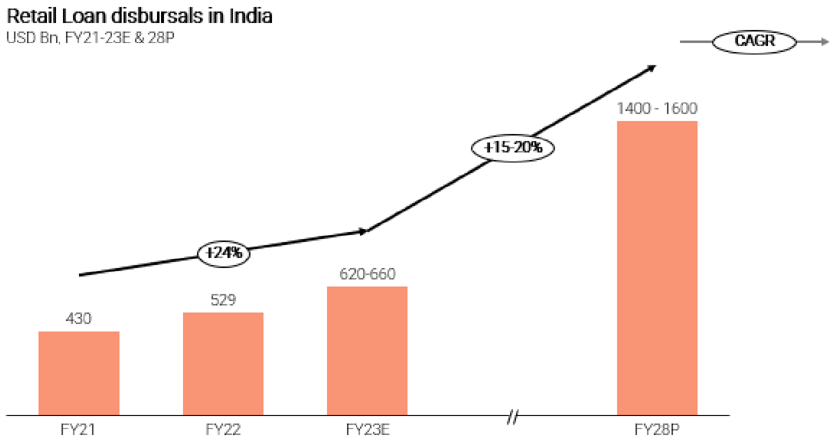
Note(s): (1) Total adult population: Credit eligible adult population are those in the age group of 20 to 65 years based on generally adopted lending policies; (2) Credit Served: 2+ years of credit history and (i) have three or more credit accounts open (ii) have had two or more different credit product types; (3) Underserved: Population with only one type of credit product, have 2+ years of credit history and >1 traditional credit account in their credit history; (4) Un-served: Population with no history of credit. It includes Newly acquired credit users.

Source(s): TransUnion CIBIL, World Bank, Redseer Analysis

Retail loans disbursals are projected to more than double in next five years

India's retail loans landscape has shown growth trajectory from Fiscal 2021, with total disbursals growing at a CAGR of 24% to reach USD 620-660 billion from Fiscal 2021 to Fiscal 2023. Past evidence suggests an improvement in overall economic and business growth. Based on Redseer analysis, amount of retail loans disbursed in Fiscal 2028 is projected to be in the range of USD 1.4 - 1.6 trillion, showcasing a growth trajectory with a CAGR ranging between 15-20% from Fiscal 2023 – Fiscal 2028.

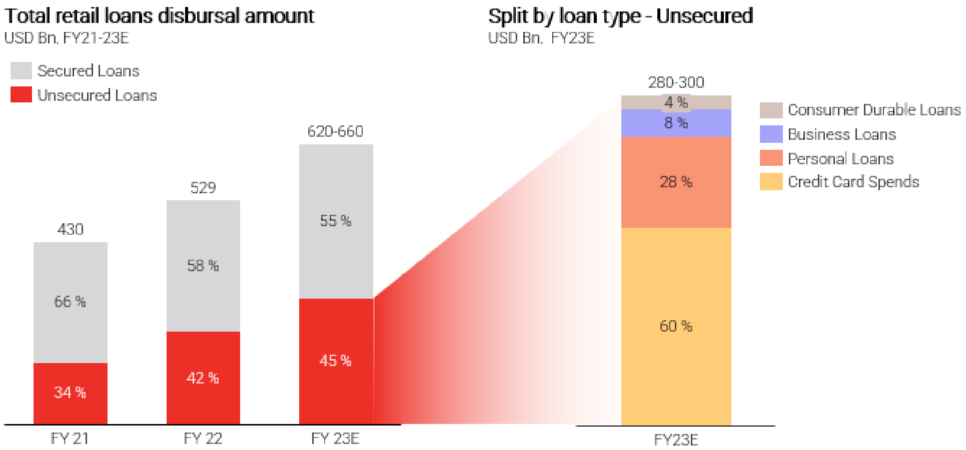
Several factors are factors fuelling the growth of retail loans in India. Firstly, the rising middle class and their increasing disposable income have fuelled aspirations for better lifestyles, leading to surge in demand for housing loans, vehicle loans and personal loans. The advent of fintech has revolutionized the lending landscape, making loan applications more convenient and accessible. This innovation has not only streamlined borrowing processes but has also democratized financial access for a wider population. Additionally, the integration of credit cards on UPI further amplifies this accessibility, offering users more versatile and seamless borrowing options within the digital payment ecosystem.



Note(s): (1) Loan originations value is considered as loan disbursals; (2) Includes Home Loans, Personal Loans, Consumer Credit Card spends, Durables Loans, Education Loans, Auto Loans, Gold Loans and Loans Against Property
Source(s): CRIF, Redseer estimates

Unsecured loans have seen considerable growth in last couple of years

India is on a path of inclusion, where credit through institutional channels are provided but with a higher interest rate by banks under unsecured loans. Looking at data from multiple credit agencies of India, there has been an increase in unsecured loans from 34% to approximately 45% from Fiscal 2021 to Fiscal 2023E.



Note(s): (1) Consumer durable loan is a credit/finance option for the purchase of household appliances, electronic goods (2) Business loan is a sum of money that business promoters borrows to use for operations and growth purpose without any collateral (3) Personal loan is a loan provided to individuals for various personal reasons (4) Credit card spends is the amount used by card holders for a variety of purchases. (5) Secured Loans include home loans, auto loans, two-wheeler loans and others (LAP, Gold loan, etc.)
Source(s): CRIF, Redseer analysis

Credit on UPI will further improve easy access to credit

Credit line on UPI was one of the key launches by RBI and NPCI in 2023 aimed to widen access to credit. Through this feature, customers will be able to avail pre-sanctioned credit line. Now, savings account, overdraft account, prepaid wallets and RuPay credit cards can be linked to UPI. Among digital platforms, MobiKwik was the first digital platform to launch credit on UPI in India.

Player Name	Credit Card on UPI Launch date
MobiKwik	11th Feb,2023
Paytm	13th Feb,2023

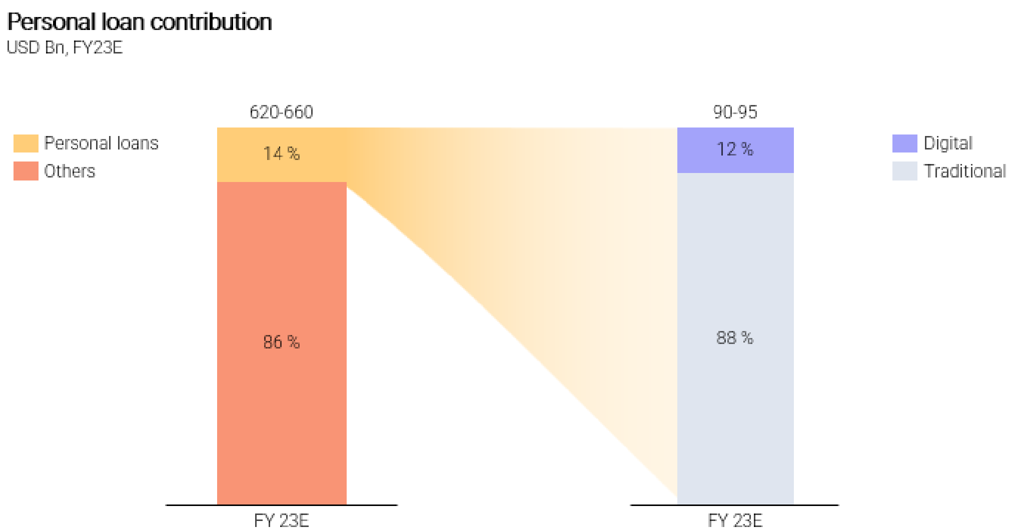
Jupiter	10th Oct,2023
Cred	2nd Aug,2023
Kiwi	3rd May,2023
Gpay	23rd May,2023
PhonePe	25th May,2023

Note: News articles date has been taken as launch date
Source: Press releases, Redseer analysis, Data as of December 2023, brand list is non-exhaustive

Personal loans form 14% of the market and is the primary playground for digital platforms

Based on CIBIL Transunion study and Redseer analysis, personal loans form 14% of all retail loans by value. Out of total personal loans, digital lenders have helped disburse 12% of the total corpus of USD 90 - 95 billion.

Digital lenders specialize in providing a seamless and expedited application process, allowing borrowers to apply, receive approval, and access funds with unprecedented speed. Driven by no cost and flexible EMI schedules contribute to a stress-free situation for borrowers.

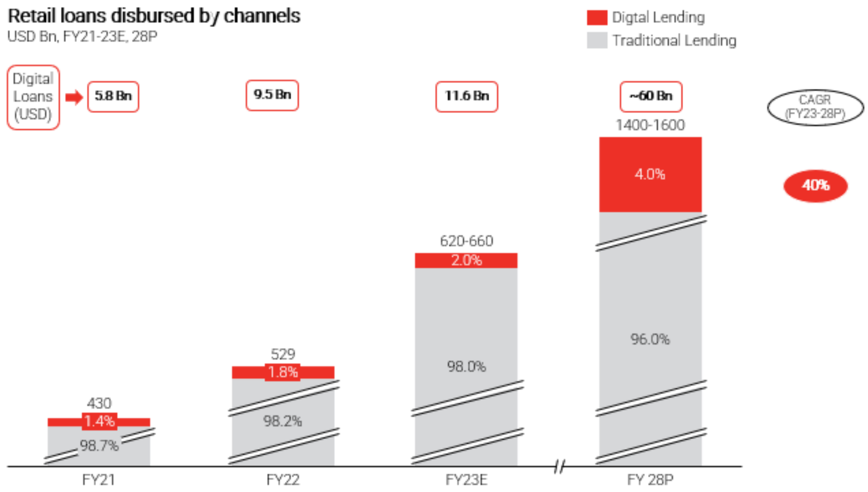


Notes: Others include Consumer durables loans, Business loans, Gold loans, Home Loans, Personal Loans, Credit Card spends, Education Loans, Auto Loans, Gold Loans and Loans Against Property
Source(s): CIBIL, Redseer Analysis

THE POTENTIAL FOR DIGITAL LENDING IS HIGH AND GROWING

At present, the digital lending ecosystem in India is in its nascent stages, marked by a relatively low base in comparison to traditional lending channels, but its growth is gaining considerable traction. The prevailing contribution of digital lending of around 2% highlights the room for expansion and adoption that exists within the digital lending sphere. The total value of disbursed loans saw a surge of about 41% when compared to FY21, increasing from USD 5.8 billion in Fiscal 2021 to USD 11.6 billion in Fiscal 2023. Based on Redseer analysis, in Fiscal 2028, about 4% of the total retail lending is expected through digital channels.

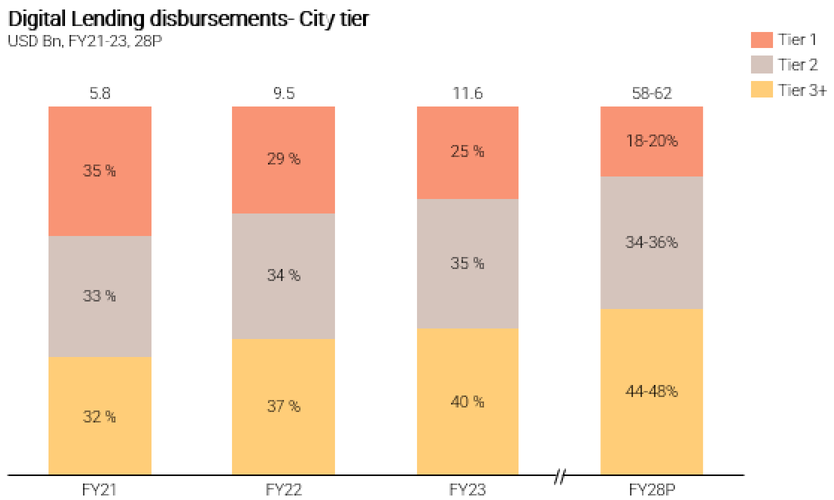
Based on Digital Lending Trends report by Experian India in collaboration with the Digital Lending Association of India, digital lending may even surpass traditional lending by 2030 through increased penetration in the unsecured small-ticket segment.



Notes: (1) Digital lending is done through digital channels and tech-savvy companies/banks; (2) Traditional lending relies on physical documentation majorly done by banks and NBFCs
Source(s): CRIF, Equifax, Secondary research, Redseer estimates

Tier 2/3+ cities have been one of the key drivers of growth for digital lending

The shift signifies influx of credit underserved population entering the formal credit market. Digital lending platforms have played a pivotal role in shifting focus to Tier 2 and 3 cities, as these areas have historically lacked access to traditional financial institutions. Moreover, improved internet infrastructure and smartphone penetration in Tier 2+ areas have made them ripe for digital lending solutions.

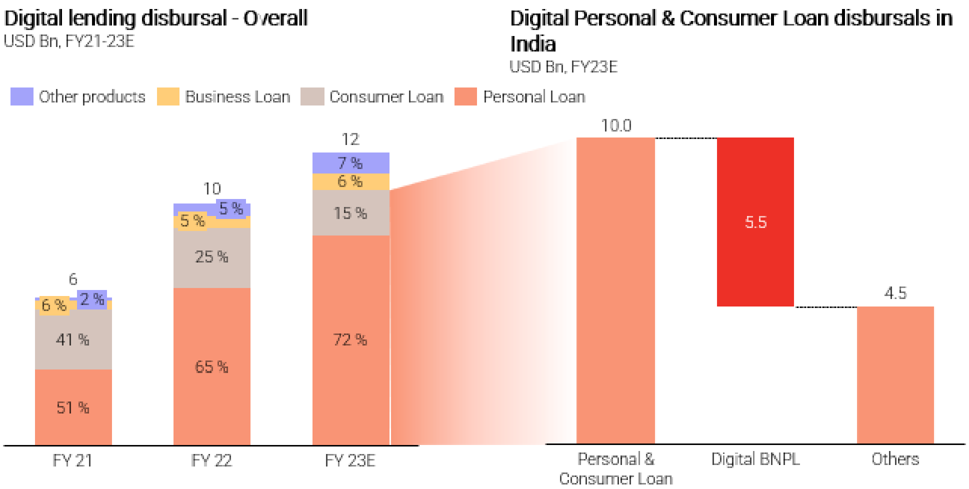


Note(s): Tier mapping is as per census 2001
Source(s): Equifax, Redseer estimates

Buy now, play later forms big part of the digital personal loans

The "Buy Now, Pay Later" (BNPL) model has emerged as a substantial component of digital personal loans, reshaping the landscape of consumer finance. Based on Redseer analysis in Fiscal 2023, 42% of Digital lending was done through BNPL, which is significant based on the overall digital lending space.

RBI's issuance of digital lending guidelines has facilitated partnerships between new-age financial companies and LSPs with traditional lenders, expanding access to credit for underserved populations. The guidelines provide a regulatory framework for collaboration between traditional providers and LSPs, fostering trust and transparency.



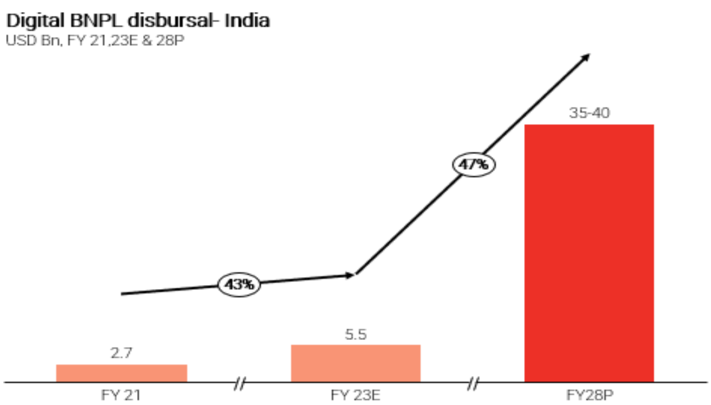
Note(s): (1) Digital BNPL includes pure play pay later and in app credit and does not include cards-based pay later market (i.e. Card EMIS, POS and NBFC shopping EMIs) (2) Others include Term loans & EWA (Earned Wage Access is a system that allows workers to receive money they've already earned before payday), P2P (Peer to Peer lending) & others
Source(s): Equifax, Redseer analysis

BNPL and payments enable larger personal loans for customers

Enabling digital personal loans through the process of underwriting customers via payments and BNPL mechanisms represents a strategic approach to building a robust credit book. By leveraging data gathered from customers' payment histories and their behaviour in BNPL transactions, lenders can gain valuable insights into their creditworthiness. The use of alternative data sources in the underwriting process allows for a more comprehensive assessment, especially for individuals who may not have a traditional credit history.

BNPL HAS HELPED WITH DETERMINING REAL CREDIT WORTHINESS OF INDIAN CONSUMERS

The Buy Now Pay Later (BNPL) market in India experienced an unprecedented surge, becoming a catalyst for the credit revolution in the country. The RBI guidelines have enabled collaborations between modern financial firms and LSPs alongside traditional lenders, aiming to foster financial inclusion and credit supply. Anticipated steady adoption of BNPL payments is forecasted, with a projected CAGR of 13% during 2023-2028. The digital disbursements for BNPL is expected to rise from USD 5.5 Bn in FY23E to USD 35-40 Bn in FY28. Overall user base for BNPL solutions will rise significantly to reach 50-60 Mn by FY28 from 15-20 Mn in FY23.



Source(s): Secondary research, Redseer estimates

BNPL business models description

BNPL's are essentially small ticket loans that allow customers to purchase various items online and offline. They primarily operate on two models. This short-term financing option lets them buy products upfront and pay for them later. The underlying objective is to enhance consumer spending power through readily available credit facilities. This then enables building a track record of credit utilisation and behaviour by analysing alternative datapoints such as consumer spending behaviour, payment history, credit score and anything that helps in assessing credit worthiness of the consumer.

There are essentially two types of models: deferred payment and shopping EMI models.

Business Model	Deferred Payment	Shopping EMI	Hybrid model[1]
Key Characteristics	**Platform pays the merchant,** and the customer pays at later dates	Amount is paid by shopping EMI platform to the store **(typically funded by a bank), customer repays the loan later**	A mix of both business models
Revenue sources	✓ Late payment fees ✓ Interchange fees	✓ Interest on loans ✓ Interchange fees ✓ Processing fees	Mix of both business models
Merchant Solutions	Allows customers to delay full payment without immediate instalment options	Collaboration between merchants and financial institutions, offering instalment plans	Offering choice between delayed payment or instalments
Products	Often used for high-value or one-time purchases where customers can defer payment	Often used for high-value or one-time purchases where customers can defer payment	Applicable across various purchase types, offering delayed payment or instalment choices
Players (Non-Exhaustive)	MobiKwik, Paytm Postpaid, LazyPay, Capital Float	Pine Labs, Banks working with POS platforms	Bajaj Finance

Notes: (1) Hybrid model includes both deferred payment & shopping EMI model
Source(s): Redseer analysis

BNPL players bring significant amount of revenue from merchant side as well. Merchant driven revenue tends to spend based fees (MDR, merchant subvention etc.). Merchant categories with high gross margins and high cost of customer acquisition (e.g. Fast Fashion, Medical, Appliances etc.) are more likely to provide higher subvention for POS financing. A significant portion of the merchant subvention is directed towards three to nine months tenure EMI loans, especially for higher ticket sizes. A few select BNPL players charge their customers a subscription or convenience fee as well.

Key Player (Non-exhaustive)	Simpl	MobiKwik ZIP	Paytm Postpaid	LazyPay
Payment Duration	15 days- 2 months	30 days	30 days	15 days – 12 months
Focus Category	• Foodtech • e-grocery • Ride- hailing	• e-commerce • Foodtech	• Utility • e-commerce	• Foodtech • e-grocery • OTA

Source(s): Redseer analysis

DIGITAL PLATFORMS ARE ADDRESSING CREDIT CHALLENGES VIA PROVISION OF LOANS BASED ON BORROWERS' CREDIT RISK PROFILE, BUILT USING TRANSACTIONS DATA

Advanced algorithms and data analytics assess the creditworthiness of applicants, often considering alternative data sources for a more comprehensive evaluation. The automated underwriting process allows for quick decision-making on loan approvals. The entire process is characterized by efficiency, speed, and accessibility, providing a user-friendly experience for borrowers while enabling lenders to make data-driven decisions for risk management.

Digital lending platforms are solving for low credit penetration.

Digital lending platforms typically function within three primary models. The first is the independent model, where they directly lend from their own capital, exposing them to higher credit risk. The second is the collaborative model, where credit risk is shared partially. Lastly, the marketplace model involves platforms that act as LSP (loan service provider) and facilitate lending through partners on their platform, assuming relatively minimal credit risk. In terms of revenue streams, the first two models primarily generate income through interest, while the marketplace model relies more on processing fees.

	Independent	Collaborative	Marketplace
Description	Have NBFC license and lend on their own book	Have NBFC license do	Act as a sourcing and 1st level underwriting/ recovery agents and enables traditional lenders to supply credit to a different segment of customers

		marketplace and co-lending	Do not have NBFC license and lend through their partners on its platform
Revenue Sources	• Interest income	• Interest income • Origination & processing fee	• Origination & processing fee • Loan recovery fees and MDRs

Source(s): Secondary research, Redseer Analysis

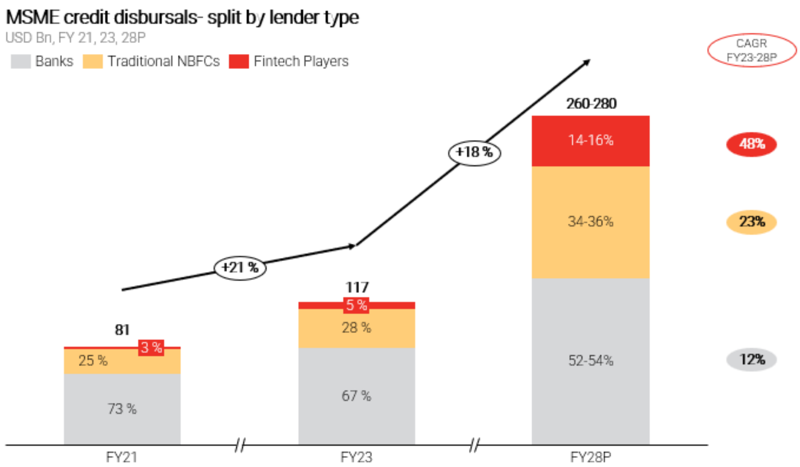
Regulatory framework in support for the growth in the digital lending space

Guidelines for permissible First Loss Default Guarantee (FLDG): RBI had revised and updated the guidelines in June 2023 to give a permit of FLDG to 5%. The guidelines provide a clearer regulatory environment for digital lending, leading to greater stability and predictability for businesses. LSPs and digital lenders compliant with the guidelines can gain improved reputation and trust from investors and consumers, benefiting their long-term growth.

The RBI's Digital Lending Guidelines are likely to lead to a consolidation of the digital lending market, with smaller players struggling to comply or finding innovative ways to work within the regulations. The guidelines can also fuel further growth of the digital lending market by promoting responsible practices and attracting investment to compliant businesses.

Merchants' payment data has enabled new age companies to underwrite them for credit and other services (soundboxes, current accounts, investment avenues etc)

Based on Fiscal 2023 data, approximately 93% of 70 million MSME entities are in the micro segment which contributes approximately 26% to the MSME portfolio. Due to formalization of MSMEs and their adoption of platform-based banking services, it has enabled lenders to capture more data. Interestingly, more than 50% of new originations came through new-to-credit (NTC) borrowers for the segment — which emphasizes the importance of alternate data sources for effective underwriting. The expansion of merchant acceptance, digitizing value chains, and the establishment of a financial services ecosystem in underserved segments are driving growth of digital payments in India. From Fiscal 2021, of USD 81 billion, 3% was disbursed by fintech players (digital lenders) which grew to approximately 5% in Fiscal 23E. Based on Redseer estimates, in the next five years, the share of fintech players is expected to grow at a CAGR of 50 percent and will reach 14-16% by Fiscal 2028.



Notes: Fintech players consist of all digital players operating in the MSME lending
Source(s): MSME Pulse report, Redseer estimates

Fintech revolutionized financial inclusion by employing alternative data to evaluate creditworthiness and customizing smaller loan sizes for new-to-credit merchants in the micro category, fostering higher accessibility to financial services. These borrowers also provide an excellent opportunity for cross-sell & up-sell, allowing lenders to maximise their earning potential. Fintechs bridge the gaps by:

- **Alternative data sources:** Fintechs leverage alternative data sources like GST filings, utility bills, e-commerce transactions, and mobile phone records to assess creditworthiness beyond traditional collateral. This opens access to credit for NTC MSMEs that wouldn't qualify through conventional methods.

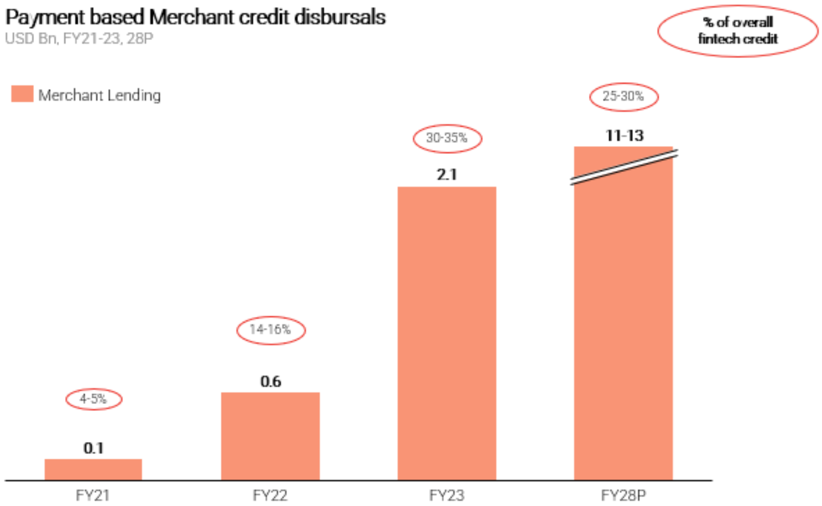
- **Technology driven platforms:** Fintechs utilize digital platforms and automation to streamline the lending process, making it faster, easier, and more accessible for NTC MSMEs.

- **Flexible loan products**: Fintechs offer a wider range of loan products tailor-made for the specific needs of NTC MSMEs, such as microloans, working capital loans, and trade finance solutions.

- **Data-driven risk assessment:** Fintechs employ advanced data analytics and machine learning models to assess risk beyond traditional methods, allowing them to offer loans to NTC MSMEs with less stringent collateral requirements.

Loans disbursed by POS based payment enablers to merchants is on the rise

The disbursement of loans by Point-of-Sale (POS) based payment enablers to merchants is experiencing a significant upward trend. By leveraging transaction data captured during customer payments, these enablers can assess the financial health and performance of merchants, streamlining the underwriting process. The accessibility and speed of POS-based loans provide a quick and convenient source of working capital for merchants, particularly benefiting small and medium-sized businesses. Also, QR POS-based payment platforms offer an efficient and accessible channel for merchants to access credit. The seamless integration of loan offerings within these payment systems makes it easier for merchants to apply and receive funds promptly.



Note(s): Merchant lending refers to short-term unsecured credit provided to merchants like kirana shops, small stores & others
Source(s): Redseer estimates

We expect loan disbursed through payment enablers to be in range of 25-30% of total fintech lending by Fiscal 2028. In Fiscal 2022, around USD 0.6 billion worth of loan was disbursed through payment players. This accounted for 14-16% of total fintech-based lending.

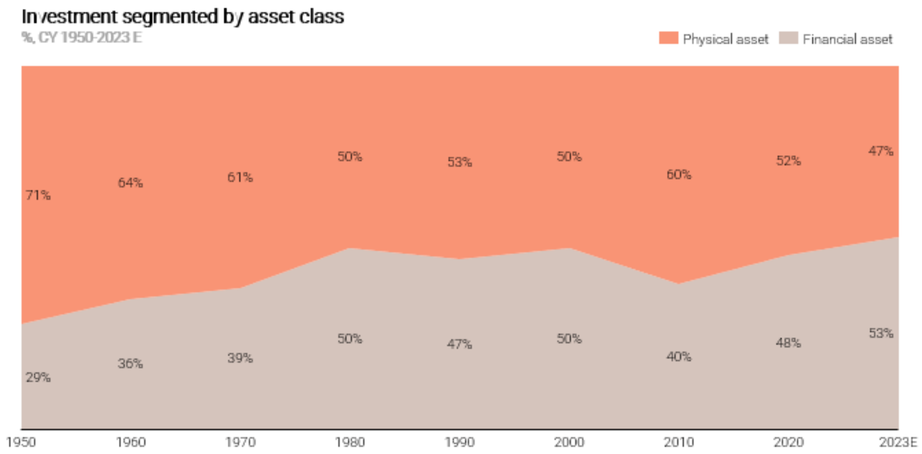
Average amount of loans disbursed to merchants through payment-based players (e.g. MobiKwik, Paytm, BharatPe etc.) tends to be ₹ 90,000 compared to ₹ 800,000 average in the overall micro-segment of MSMEs. This is because of higher share of NTC customers currently catered by the payment players

Type of Merchant	Merchant (Payment based)	Micro – FY23	Small – FY23	Medium – FY23
Average Loan Size (‘000 USD)	1.1	10.1	55.3	123
Average Loan Size (INR Lakhs)	0.9	8.1	44.2	98.4

Source(s): MSME Pulse report, Redseer analysis

India middle income households presents a large and fast-growing addressable market in wealth-tech

Looking at trends changing over the last seven decades, there has been a shift from physical assets to financial assets. During 1950’s households have 71% of their wealth tied to physical assets which reduced to 50% in 2000’s. This fuelling factor behind the shift was forward looking policies from 1950’s to 2000’s, mostly attributed to liberalization and globalization in the 1990's. Although, based on 2020 data reported by RBI, there allocation in financial assets have increased by 8 percentage points from 2010 and is poised to grow in the next decade based on India moving towards the path of digitization.



Note(s): (1) Physical assets include property, gold, silver, or any form of tangible economic resource. (2) Financial assets are instruments such as equities, government bonds, bank deposits, debt funds among many others.
Source(s): RBI, Redseer analysis

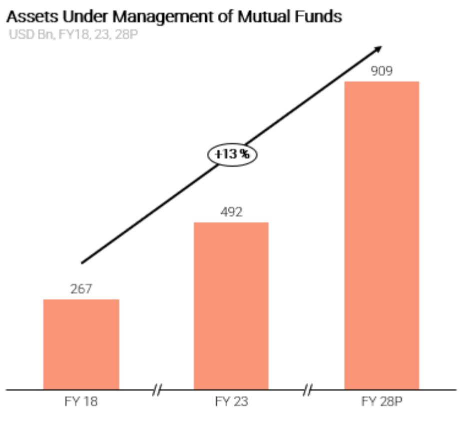
WEALTHTECH REPRESENTS A HUGE OPPORTUNITY FOR PLAYERS

Markets have been one of the popular investment avenues over the past decade. Number of demat accounts has grown from 21 million in Fiscal 2013 to 114 million in Fiscal 2023. Multiple factors that can be attributed to the rise of demat accounts such as technological advancements, regulatory changes, and evolving investor preferences. The digitization of financial markets is one of the pivotal factors that has contributed to the rise of demat accounts. Online access to financial instruments has made it convenient for investors to manage their holdings digitally.

Fintech players have been at helm of pushing changes

Fintech platforms have been at the forefront when it comes to providing access to equities and mutual funds. They are opening doors to new generation of investors. Through these platforms, investors can seamlessly open accounts, conduct transactions, and monitor their portfolios in real-time.

As per AMFI data, the average Assets Under Management (AUM) per folio for retail investors in mutual funds stood at Rs.75,854 in FY23 and number of folios for retail investors has been increased to 132 Mn in FY23 from 67 Mn in FY18. Meanwhile, investing in SIPs (Systematic investment plans) have also picked pace, increasing from USD 8.4 Bn in FY18 to USD 19.5 Bn in FY23 with 25.1 Mn new registers SIP in FY23.



Note(s): AUM MF Is the total funds that a mutual fund scheme holds
Source(s): AMFI, RBI

Indian consumers have access to multiple asset classes

The rise of digital platforms has revolutionized the landscape of investing in India, providing unparalleled convenience and accessibility for investors. These platforms have made it remarkably easy for individuals to participate in financial markets, offering user-friendly interfaces, seamless transactions, and real-time information.

The wide-ranging access to these diverse asset classes reflects the evolving financial literacy and risk appetite of Indian consumers, marking a significant shift in investment behaviour in the country.

Asset Class
Non-Exhaustive

Asset Class		Annual Return	Minimum Investment
Equity	Stocks	15-17%	No Minimum
	F&O	-	-
	Smallcase	15-30%	INR 200-500
	Mutual funds	13-15%	INR 500
Fixed Income	Bonds	6-8%	₹1000
	ETF	14-15%	No Minimum
	PPF/NPS	8-9%	₹500-₹1000
Physical Assets	Gold	10-12%	₹1
	SGB	2.5% on gold price	₹5.8k - ₹6k
	Fractional real estate	14-24%	₹10 - ₹25 lakh
Alternative Assets	Cross-border securities	-	-
	AIF	60-65%	₹25 lakh - ₹1 cr
	Crypto/ NFT	45-55%	INR 80-100

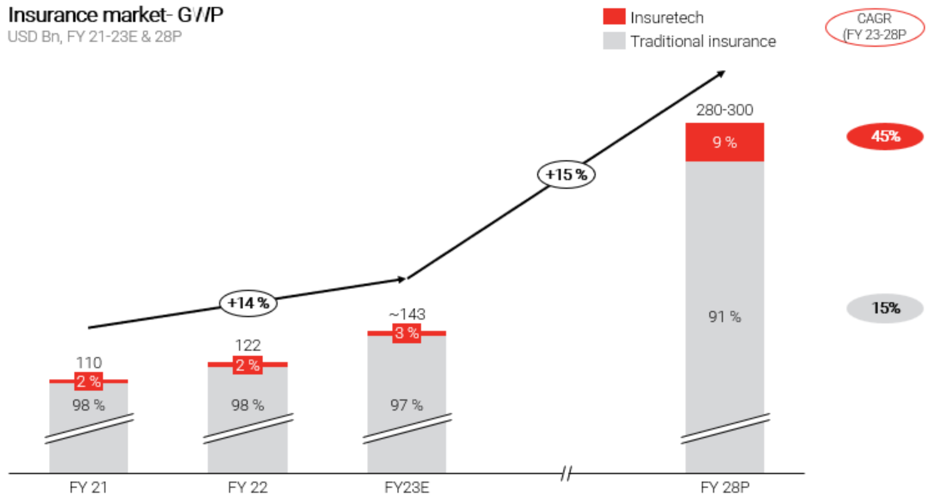
Note(s): (1) Small case funds are essentially a stock basket that represents a market theme. (2) Fractional real estate is a method where several unrelated parties can share in, and mitigate the risk of ownership of a tangible asset (3) Cross border securities (4) AIF stands for Alternative Investment Funds (5) Annual returns are indicative
Source(s): Redseer analysis

Newer players have emerged, with multiple investment offerings

Sailing on the wave of internet expansion and digitization, new players in the Indian fintech world have emerged. From redefining the way to invest in various instruments to changing the payment landscape. Looking at the investment market, there are three major subsections, public schemes, bonds and ETFs (Exchange Traded Funds) and Fixed deposits and debt funds. With a handful of players offering P2P lending services where they generally offer annual returns upto 10 – 16% to their investors. But there are few players like MobiKwik and 12% Club who offers low minimum investment of INR 1K.

INDIA'S INSURANCE MARKET IS EVOLVING AND HAS IMMENSE POTENTIAL FOR GROWTH IN THE FUTURE.

Gross premiums collected across Life and Non-life insurance is expected to grow in the range of 14-16% and 16-18% over the next five years to cumulatively reach over USD 280 billion. The insurtech market in India has been experiencing significant growth and transformation in recent years. As of Fiscal 2023 estimates, insurtech penetration, measured by the gross premium collected, has reached 3% of the total gross premiums and this figure will reach to 9% over the next five years.



Source(s): Redseer estimates

Gross premiums through digital insurance are expected to cross USD 25 billion by 2028. The expected CAGR is supposed to be upwards of 45% for the next five years. The growth of Insurtech in India can be attributed to several key drivers. Firstly, the increasing digital adoption and smartphone penetration have facilitated greater connectivity, enabling Insurtech companies to reach a broader customer base. Additionally, the government's push towards a digital economy and financial inclusion has created a conducive environment for Insurtech innovation. The rising awareness among consumers about the benefits of insurance, coupled with a growing middle-class population, has fuelled demand for more accessible and tailored insurance solutions.

Financial platforms with great payment and transaction velocity can bundle micro-insurance products

Financial platforms with significant payment and transaction velocity have the opportunity to bundle micro-insurance products, offering a simplified and contextually relevant approach to micro-insurance. The key aspects of this strategy involve leveraging the platform's existing user base, transaction data, and technological infrastructure to enhance the accessibility and effectiveness of micro-insurance. Here's an explanation of the process:

Insurtech has grown faster in India than US & China

Over the last five years, the Indian insurtech sector achieved an impressive Compound Annual Growth Rate (CAGR) of 44%, surpassing the growth rates of both China, which stood at 21%, and the USA with a growth rate of approximately 30%.

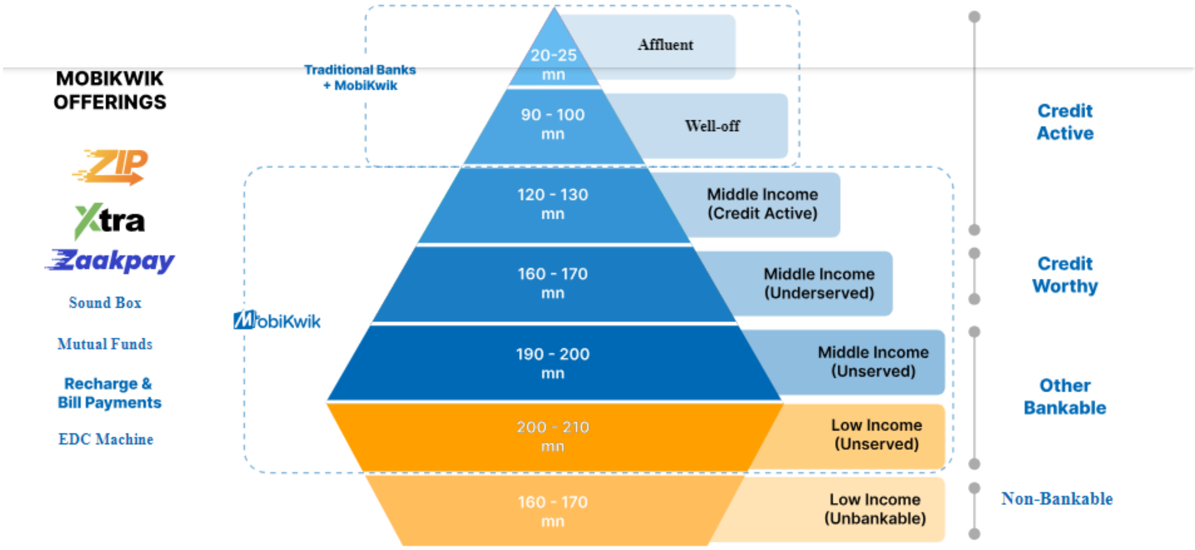
MobiKwik' s total addressable market in India

The adult population in India can be segment into four distinct categories. The first category comprises Affluent consumers, a segment traditionally served by established players, encompassing High Net Worth Individuals (HNIs) and Ultra High Net Worth Individuals (UHNIs). Following this, the second category consists of well-off customers, a group addressed by both traditional financial players and new age players (including MobiKwik).

MobiKwik primarily caters to diverse set of Middle-income consumers, further categorized into three subsegments. The first subsegment of middle-income consumers comprises of approximately 120-130 million credit-active consumers. Additionally, there is a substantial group of 160-170 million underserved consumers and approximately 190-200 million unserved consumers in middle income as well, all of whom are target consumers of MobiKwik. Beyond this, MobiKwik extends its reach to an additional 200 million customers who have the potential to become relevant and bankable customers. This multifaceted approach positions MobiKwik as a comprehensive financial services provider, offering tailored solutions to diverse segments of the Indian adult population.

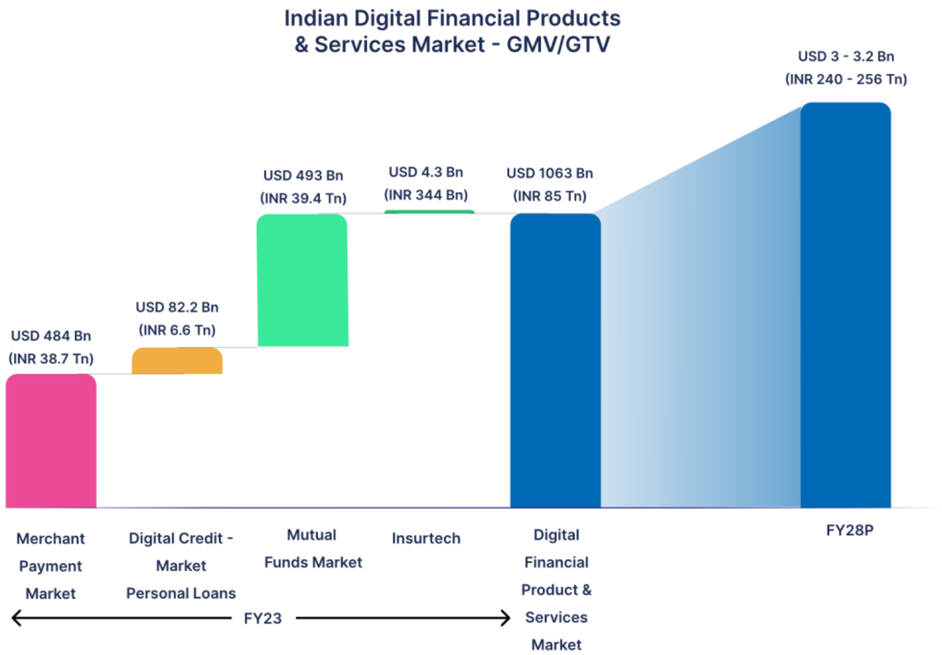
Leveraging payments data and facilitating smaller loans enables us to establish credit histories for these individuals, thereby contributing to increased financial inclusion.

India's adult population split by credit worthiness

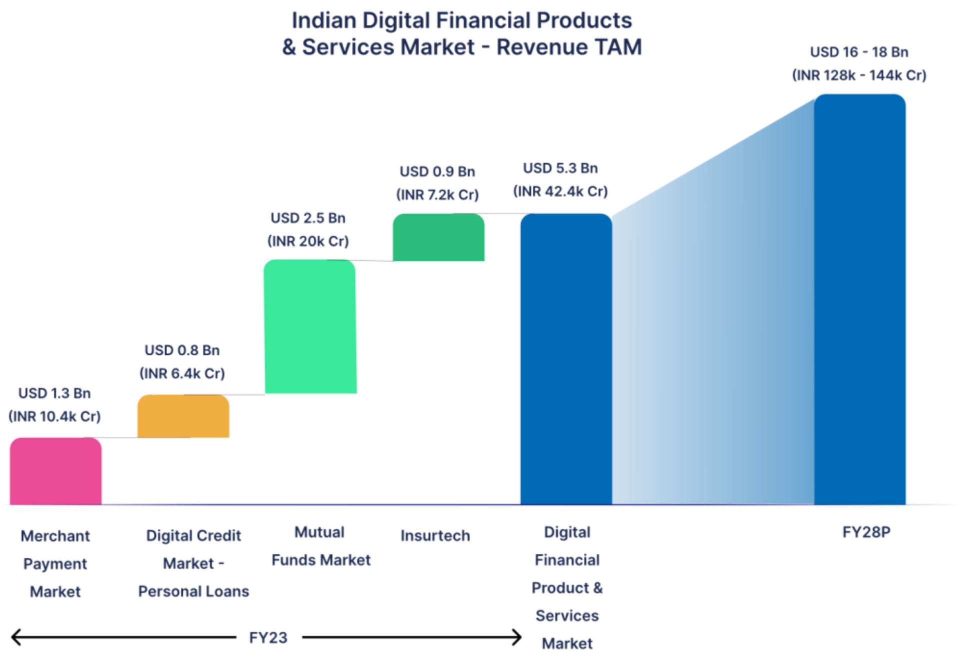


Note(s): (1) Credit Served: 2+ years of credit history and (i) have three or more credit accounts open (ii) have had two or more different credit product types; (2) Underserved: Population with only one type of credit product, have 2+ years of credit history and >1 traditional credit account in their credit history; (3) Un-served: Population with no history of credit, It includes newly acquired credit users;
(4) Affluent refers to population with annual household income of USD 25,000+ (INR 2000k+); (5) Well-off refers to population with annual household income of USD 14200 to 25000 (INR 1136k-2000k); (6) Aspirational refers to population with annual household income of USD 3500 to 14200 (INR 280k-1136k); (7) Low income refers to population with annual household income <USD 3500 (INR <280k); (8) Refer to Exhibit 10 for HH segmentation based on income; (9) Adult population considered with age >18 years
Source(s): Redseer analysis

The financial services space in India is highly underpenetrated (across segments including lending, insurance, and mutual funds), which represents a big opportunity for a technology-first company like MobiKwik to capture a large market share. In FY 23, MobiKwik had an addressable market of approximately USD 5.3 billion (INR 42.6k crores), projected to grow to approximately USD 16-18 billion (INR 128k-144k crores) by FY28.



Note(s): (1) Merchant payment includes payment made to merchant vis QR, POS & Payment Gateway (2) Digital credit market includes digital personal loans and merchant loans (3) Mutual fund includes mutual fund distributor market (4) Insurtech includes commission paid by insurance manufacturers to third party providers (5) Total Addressable Market (TAM) is calculated based on revenue
Source(s): Redseer analysis, Data as of December 2023, brand list is non-exhaustive



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In Fiscal 2023, MobiKwik had an addressable market of approximately USD 5.3 billion (INR 42.6k crores), projected to grow to approximately USD 16-18 billion (INR 128k-144k crores) by Fiscal 2028.

Their current suite of offerings focuses on the payment solution via UPI & wallets, bills & recharge payments, BNPL, personal & merchant loans, mutual fund investments and digital gold. Growth in this segment is driven by factors such as rising internet penetration, higher disposable incomes, the increasing digital penetration, and awareness.

Growth drivers for each subsegment:

Merchant Payments:

- **Booming e-commerce and online transactions:** Rapid adoption of online shopping and digital payments is fuelling the need for seamless merchant payment solutions.
- **UPI adoption and cashless push:** Government initiatives like UPI and digital payment campaigns are driving mass adoption of cashless transactions, benefiting merchant payment platforms.
- **QR code payments and contactless solutions:** Convenient and secure payment options like QR codes and contactless solutions are driving higher transaction volumes for merchants.
- **Value-added services:** Merchant payment platforms offering additional services like loyalty programs, data analytics, and marketing tools are attracting increased interest.

Digital Credit:

- **Untapped credit market:** A large unbanked and underbanked population in India presents a significant growth opportunity for digital credit providers.
- **Alternative data sources:** Fintech's are leveraging alternative data like mobile phone records and e-commerce transactions to assess creditworthiness, expanding access to credit for underserved segments.
- **AI-powered risk assessment:** Advanced analytics and machine learning models are improving risk assessment and reducing loan defaults, making digital credit more accessible and sustainable.

- **Flexible loan products:** Fintech's are offering a wider range of tailored loan products like microloans and trade finance, catering to diverse needs of borrowers.

Mutual Fund Distributors:

- **Rising household wealth and investment awareness:** Growing investments in financial markets due to increasing wealth and financial literacy is pushing demand for mutual fund distribution services.
- **Direct investing platforms:** Digital platforms offering convenient and user-friendly interfaces are making mutual fund investments easier and more accessible for retail investors.
- **Robo-advisors and automated solutions:** AI-powered investment advisors and automated investment platforms are providing personalized investment recommendations and simplifying investing for a broader audience.
- **Focus on small towns and rural markets:** Expanding distribution networks and providing vernacular language support is creating investment opportunities for investors in smaller towns and rural areas.

Insurtech:

- **Uninsured population and low insurance penetration:** A large, underinsured population in India presents a vast potential market for insurtech players to offer innovative and affordable insurance solutions.
- **Digital distribution channels:** Online platforms and mobile apps are making insurance buying and claim processing quicker, easier, and more transparent, driving wider adoption.
- **Microinsurance and niche products:** Insurtech companies are developing customized and affordable microinsurance products for specific needs like health, travel, and gadget protection, attracting new customer segments.
- **Data-driven risk assessment and personalized offerings:** Utilizing data analytics and AI, insurtech companies are improving risk assessment and offering personalized insurance policies with competitive premiums, making insurance more relevant and valuable for customers.

MobiKwik is one of the largest digital financial product and services platform in India by registered users as of Fiscal 2023. It has around 140 million registered users as of Fiscal 2023 and is only behind PhonePe with 500 million registered users, Paytm with 300 million and Freecharge with 155 million (Freecharge has been acquired by Axis Bank and is now part of the conglomerate). MobiKwik has digitally transformed into a comprehensive provider of financial products and services, offering solutions ranging from payments and bills to investments. It offers ZIP as BNPL service, Xtra for alternate investing, facilitating interest earning up to 12%. As of Fiscal 2023, MobiKwik has the fourth highest user base in India when we consider total registered users on the platform.

Digital Financial product & services platform- Services & Number of registered users

Player Name	Number of Registered Users (Mn) – FY23	Payments	Bills & Recharge	Lending	Investments
PhonePe	500	✓	✓	✓	✓
PayTm	300	✓	✓	✓	✓
Airtel Payments Bank	155	✓	✓	×	✓
MobiKwik	140	✓	✓	✓	✓
Freecharge	100	✓	✓	✓	✓
Amazon Pay	80	✓	✓	✓	✓
GPay	67	✓	✓	✓	✓
Navi	15	✓	×	✓	✓
Cred	12	✓	✓	✓	×
Fino Payments Bank	7.1	✓	✓	✓	×
Groww	6.6	✓	✓	✓	✓
Niyo	4	✓	✓	✓	✓
Fi money	3	✓	×	✓	✓
Jupiter	2.2	✓	✓	✓	✓

Player Name	Number of Registered Users (Mn) – FY23	Payments	Bills & Recharge	Lending	Investments
Freo	1.5	✓	×	✓	✓
BharatPe	-	✓	×	✓	✓
Ola Money	-	✓	✓	✓	×

Notes(s): Players in the table are major B2C focused digital financial product and services platform – offering at least 3 services from Payments, Bills & recharge, lending and investments. (Non-availability is based on the data from website/ secondary sources
Source(s): Secondary research, Data as of December 2023, brand list is non-exhaustive

MobiKwik stands as one of the most comprehensive providers of merchant-centric offerings as of December, 2023. MobiKwik's offering includes QR code-based payments, multiple payment modes, point-of-sale (POS) systems, online payment gateways, transaction management tools, to additional financial services like loans.

Digital Financial product & services platform- Offerings for merchants

Player Name	Point-of-Sale (POS) Solutions	QR-based payments	Payment soundboxes	Merchant loans	Digital record building	Merchant rewards program	Marketing and promotions
MobiKwik	✓	✓	✓	✓	✓	✓	✓
Paytm	✓	✓	✓	✓	✓	✓	✓
PhonePe	✓	✓	✓	✓	×	×	✓
Gpay	✓	✓	×	✓	✓	×	×
Amazon Pay	✓	✓	×	✓	×	×	×
Bharat Pe	✓	✓	✓	✓	✓	×	×
Freecharge	-	✓	×	✓	✓	✓	✓
Fino payment Bank	✓	✓	×	✓	×	×	×
Airtel Payments Bank	✓	✓	×	×	✓	×	×

Source(s): Company website, Redseer analysis

MobiKwik's emphasis on promoting financial inclusion through digital disbursal of small-ticket loans in Fiscal 2023, positions it as a key advocate for inclusive lending solutions. 70% of MobiKwik's loans are of ticket size less than ₹ 5,000 segment, compared to industry average (digital disbursals only) of 68% of total volume. This emphasis on smaller loan segments has set MobiKwik apart but has also played a pivotal role in promoting financial inclusion.

Digital Personal Loan (By volume)-Ticket size (INR)	Industry Average (FY 23) - Volume	MobiKwik' s (FY23) - Volume
<=5k	68%	70%
5k-10k	11%	11%
10k-50k	17%	16%
50k-100k	2%	2%
100k-200k	1%	1%
200k-500k	1%	0%
500k+	0%	0%

Source(s): Equifax, Redseer analysis, MobiKwik internal data

In Fiscal 2023, MobiKwik was one of the largest fintech platforms to promote financial inclusion in Bharat (Tier 3 and below), through the larger share of digital disbursals against industry average. MobiKwik market share on digital loan disbursement contributes to 74% in Tier 3+ cities. through its innovative digital payment solutions, user-friendly interfaces, and extensive network. MobiKwik has played a pivotal role in bridging the financial gap, empowering individuals, and businesses in underserved regions to access and utilize modern financial services.

Digital financial product & services platform- Market share by city-tier based on digital loan disbursement amount

Digital Personal Loan disbursement -Tier wise (%)	Industry Average (FY 23)	MobiKwik's (FY23)
Tier 1	25%	16%
Tier 2	35%	10%

Digital Personal Loan disbursement -Tier wise (%)	Industry Average (FY 23)	MobiKwik's (FY23)
Tier 3+	40%	74%

Source(s): Equifax, Redseer Analysis

Companies raise money by diluting equity, issuing bonds, raising debt, etc. However, maintaining the capital efficiency i.e. utilising the amount raised in an efficient manner, is being achieved only by a few companies. Excluding bootstrapped (less than 10% equity diluted) companies, MobiKwik has the 2nd highest capital efficiency amongst digital financial product and services platform provider as of Fiscal 2023.

Digital Financial product & services platform- Capital efficiency

Player Name	Revenue- FY 23 (INR Cr.)	Total Equity Funding (USD Mn)	Total Capital raised (INR Cr.)	Capital efficiency
MobiKwik	561	151	1208	0.46
PayTm	8400	USD 3540 Mn + INR 18300 Cr.(IPO)	46620	0.18
PhonePe	3085	973	7784	0.40
BharatPe	1029	617	4936	0.21
Cred	1400	1070	8560	0.16
Groww	1297	393	3144	0.41
Jupiter	54	164	1312	0.04
Fi money	63	146	1168	0.05
Freo	100	40	324	0.31
Freecharge	404	117	936	0.43
Airtel Payments Bank	1291	N/A	N/A	N/A
Niyo	131	179	1432	0.09
Fino Payments Bank	1230	USD 15 Mn + INR 1300 Cr. (IPO)	1420	0.90
Ola Money	N/A	27	217.6	N/A

Note(s): (1) Companies whose revenues are not listed for last year is indicated as NA (2) Equity funding for companies except MobiKwik have been sourced from Tracxn; (3) Excluding Google Pay and Amazon Pay from peer set due to unavailability of data in public domain; (4) Numbers have been rounded-off to whole number
Source(s): MCA, Tracxn, Redseer analysis, Company data, Data as of December 2023, brand list is non-exhaustive

MobiKwik had one of the lowest employee cost per revenue among digital financial product and services platforms in Fiscal 2023. MobiKwik revenue per employee metric stands around 0.18 for the year Fiscal 2023. Where it is only behind Navi and Fino payments banks in the metric.

Digital Financial product & services platform- Employee cost per Revenue

Player Name	Revenue- FY 23 (INR Cr.)	Employee cost (INR Cr.)	Employee cost/Revenue
MobiKwik	561.12	98.23	0.18
Paytm	8400.00	3778.3	0.45
PhonePe	3085	2795	0.91
BharatPe	1029	304	0.30
Cred	1400.6	789	0.56
Groww	1297.67	287	0.22
Jupiter	54.62	156.99	2.87
Navi	2078.55	257.96	0.12
Fi money	63.82	96.54	1.51
Freo	99.81	46.62	0.47
Freecharge	403.92	140.07	0.34
Airtel payment Bank	1291.08	166.65	0.13
Niyo	131.44	111.34	0.80
Fino Payments Bank	1229.91	155.60	0.13

Note(s)) (1) Companies whose revenues are not listed for last year is indicated as N/A (2) Number of employees for companies except MobiKwik have been sourced from Tracxn; (3) Excluding Google Pay and Amazon Pay from peer set due to unavailability of data in public domain
Source(s): MCA, Tracxn, Redseer analysis, Company data, Brand list is non-exhaustive

MobiKwik is one of the most efficient digital financial product and services platform in allocating marketing spends as of Fiscal 2023. For every INR 1 spent on marketing, MobiKwik realised a revenue of ₹ 6.64 as of Fiscal 2023. Other players like Fino payments bank, Groww, Phonepe and Paytm are ahead in this metric

Digital Financial product & services platform- Revenue per marketing spends

Player name	Marketing and promotional spends- FY 23 (INR Cr.)	Revenue- FY 23 (INR Cr.)	Revenue/Marketing spends
MobiKwik	84.56	561.12	6.64
Paytm	1076.4	8400.00	7.80
PhonePe	353.23	3085	8.73
Groww	20.11	1297.67	64.53
Jupiter	74.40	54.62	0.73
Navi	N/A	2078.55	N/A
Fi money	132.78	63.82	0.48
Freo	12.08	99.81	8.26
Freecharge	61.46	403.92	6.70
Airtel payment Bank	35.96	1291.08	35.91
Niyo	64.90	131.44	2.13
Fino Payments Bank	11.6	1229.91	105.81

Note(s): (1) Companies whose revenues are not listed for last year is indicated as NA; (2) Excluding BharatPay and Cred from peer set due to unavailability of data in public domain
Source(s): MCA, Tracxn, Redseer analysis, Company data, Data as of December 2023, brand list is non-exhaustive

MobiKwik stands out with its lowest negative EBITDA margin among payment service focused players in Fiscal 2023. This showcased a relatively more resilient financial performance despite operating in a competitive landscape.

Digital Financial product & payment services platform- EBITDA margin

Player name	EBITDA margin
MobiKwik	-10.0%
Paytm	-14.8%
PhonePe	-56.9%
Bharat Pe	-75.0%
Cred	-287.8%
Jupiter	-566.3%
Fi money	-454.6%
Freo	-39.2%
Fino Payments Bank	11.1%

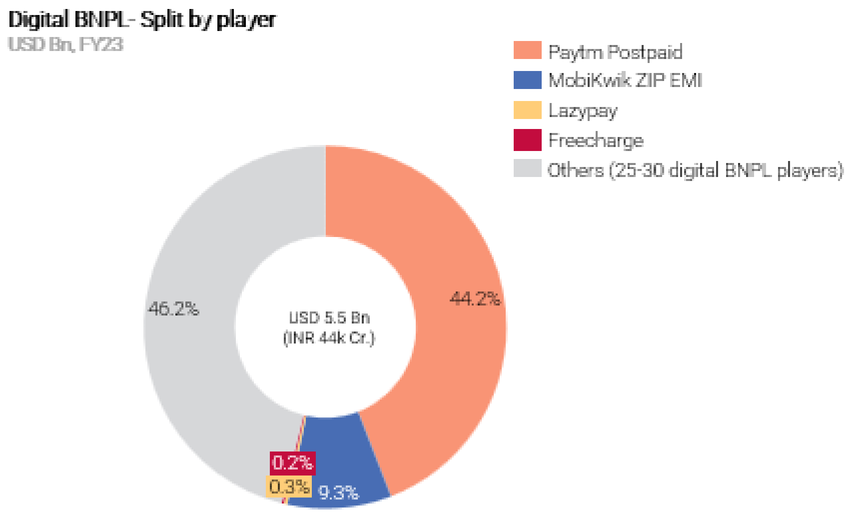
Note(s): (1) EBITDA Margin is calculated as EBITDA as a percentage of Total Revenue of peers; Excluding Airtel Payment Bank, Freecharge and Niyo from peer set as their offerings are not payment services centric
Source(s): MCA, Tracxn, Redseer analysis, Company data, Data as of December 2023, brand list is non-exhaustive

Digital Financial product & services platform- Wallets GMV

Player Name	Wallets- GMV (USD Bn)
MobiKwik	1.09
Paytm Payments Bank	19.13
Airtel payments Bank	0.37
Fino Payments Bank	0.01
Jio Payments Bank	0.001
Amazon Pay	0.46
True Balance (Balance Hero)	0.01
Ola Money	0.06
PhonePe	0.55

Note(s): Wallets GMV includes purchase of goods & services and Fund transfer through PPI wallets
Source(s): RBI, Redseer analysis

Among digital BNPL disbursals, MobiKwik was one of the largest players in the market for Fiscal 2023. MobiKwik disbursed ₹ 4,102 crores worth of BNPL loans in Fiscal 2023 and has around 9-10% of market share in overall digital BNPL space.



Note(s): Digital BNPL includes pure play pay later and in app credit and does not include cards-based pay later market (i.e. Card EMIS, POS and NBFC shopping EMIs); (2) Others include 25-30 digital BNPL players
Source(s): Redseer analysis, Company data, Annual report,

In Fiscal 2023, MobiKwik had one of the highest monetization diversification (ratio of payment revenue vs non-payment revenue) among digital payment platforms. This shows high responsiveness towards change in market, which is one of the key factors for long term success.

Monetisation avenues – Revenue breakup of digital payment platforms

Player Name	Total Revenue (FY23 - INR Cr)	% Non-Payment Revenue	% Payment Revenue
MobiKwik	561	55%	45%
Paytm	8,400	41%	59%
Phonepe	3,025	5%	95%
Bharatpe	1029	15%*	85%*
Freecharge	411	2%	98%
Cred	1,401	NA	NA

*Note(s): *Revenue % split based on Fiscal 2022 data*
Source(s): Annual Report, Investor Presentations, Exchange Filings, Numbers corroborated from individual company website and MCA filings, company list is non-exhaustive

OUR BUSINESS

Some of the information in this section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read "Forward-Looking Statements" on page 23 for a discussion of the risks and uncertainties related to those statements and also the section "Risk Factors" on page 33 for a discussion of the risks that may affect our business, financial condition, or results of operations, and "Restated Consolidated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 297 and 369, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

We have included various operational and financial performance indicators in this Draft Red Herring Prospectus, many of which may not be derived from our Restated Consolidated Financial Information or otherwise be subject to an examination, audit or review by our statutory auditors or any other expert. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates used in such calculations, may vary from that used by other companies in India and other jurisdictions.

*Unless otherwise indicated, industry and market related data used in this section have been derived from the report titled "Deep dive into India Fintech Market" dated January 2, 2024 (the "**RedSeer Report**"), prepared and released by Redseer Strategy Consultants Private Limited, which has been exclusively paid and commissioned for by our Company pursuant to an engagement letter dated December 4, 2023, for the purpose of confirming our understanding of the industry we operate in, in connection with the Offer. The RedSeer Report will be available on the website of our Company at https://www.mobikwik.com/ir. The data included herein includes excerpts from the RedSeer Report and may have been re-ordered by us for the purposes of presentation. 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, financial, operational, industry and other related information derived from the RedSeer Report and included herein with respect to any particular year refers to such information for the relevant Financial Year. See "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data" and "Risk Factors — Internal Risk Factors - Industry information included in this Draft Red Herring Prospectus has been derived from an industry report commissioned and paid for by us as well as exclusively prepared for the purposes of the Issue. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate."*

Our Company's Financial Year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular Financial Year are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information for Financial Years ended March 31, 2021, 2022 and 2023 and the six months ended September 30, 2023 included herein is derived from the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus. For further information, see "Restated Consolidated Financial Information" on page 297. Unless otherwise indicated or the context otherwise requires, in this section, references to "we", "us", "our" and "our Company", are to the Company together with its Subsidiaries on a consolidated basis.

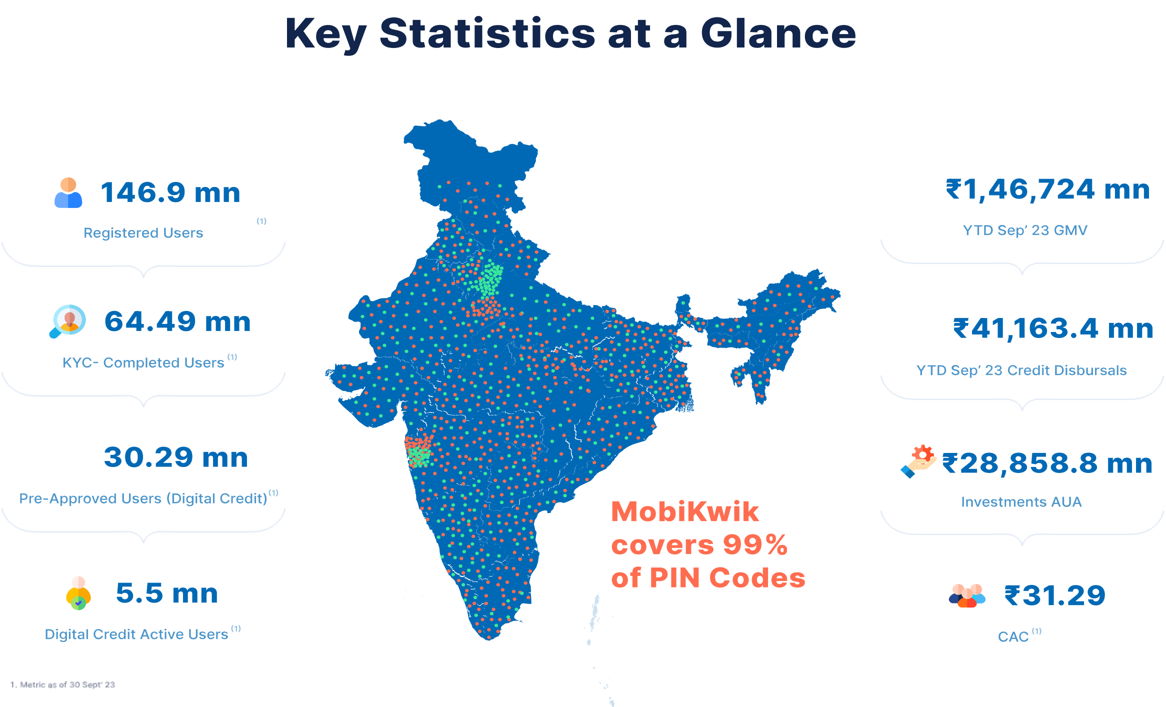
Overview

Our Company was founded by Bipin Preet Singh and Upasana Taku, who have prior experience in building scalable technology and financial products at their previous organisations. Our Company's aim is to leverage technology as the primary factor to facilitate financial inclusion for the underserved population in India.

Our Company is a platform business at its core, that has a two-sided payments network, consisting of consumers and merchants. Our Company has acquired 146.94 million Registered Users and enabled 3.81 million Merchants to make and accept payments online and offline, as of September 30, 2023. The usefulness of our platform for new and existing consumers increases, as we add newer products to our digital credit, investments, and insurance verticals. As we continue to expand the portfolio of products under these verticals, we believe we can transform the platform into an increasingly compelling offering for our consumers while simultaneously enhancing its profitability and value. As a result, our Company has achieved profit amounting to ₹ 94.78 million for the six months ended September 30, 2023.

Our Company's commitment to growth through frugal, digital-first innovations is demonstrated through our bouquet of products at scale, and maintaining one of the lowest employee cost to revenue among digital financial product and services platforms in Fiscal 2023 (Source: *RedSeer Report*). Our Payment GMV has grown at an annual rate of 32.33% and MobiKwik ZIP GMV (Disbursements) has grown at an annual rate of 354.86% from Fiscal 2021 to Fiscal 2023.

Our Company has won various awards over the years, including the 'Economic Times Most Promising Brands Award' and 'Innovative DevOps Excellence in Pioneering Infrastructure Optimization for Payments' award at the India DevOps Show – 2023 and ET Iconic Brands of India Awards, as an 'Icon of Indigenous Excellence' in 2018. For more details, please see "*History and Certain Corporate Matters - Awards and Accreditations*" on page 252.



Our Company capitalizes on various network effects, as outlined below:

- Payments: The increase in the number of consumers leads to greater acceptance among Merchants, and vice-versa.
- Consumer Credit: The growth in payments data facilitates broader consumer underwriting. The availability of credit products to consumers leads to heightened spending within the network.
- Investments: Utilizing personal financial management tools like *Lens* allows for a detailed comprehension of consumers' financial data, resulting in personalized recommendations of investment products.

For its consumer base, our Company's application, the *MobiKwik Application*, provides access to various payment use cases as well as financial products in the Digital Credit, investments and insurance verticals.

Following are our payments services products for our consumers (via UPI, *MobiKwik Wallet*, cards and pay-later):

- Recharge and Bill payments: Consumers can search for the relevant utility services and pay their bills, such as mobile recharges, electricity bills, Fastags, credit card bills, etc;
- Payments at online e-commerce merchants;
- Payments at offline Merchants like organised retail and fuel pumps; and
- Transfer money to any other phone number, contact, UPI ID or bank account. Consumers can also check their bank balance, scan QRs to pay others or pay *via* bank or Rupay credit through UPI.

Following are our Digital Credit products for our consumers:

- *MobiKwik ZIP*: Pay-later product with a 30-day interest free credit line; and
- *ZIP EMI*: Personal loan that is required to be repaid in instalments.

Following are our investments products for our consumers:

- *Lens*: Personal financial management using banking data;
- *Xtra*: Alternative Investment product offered by our Lending Partner; and
- Distribution of Mutual funds and Digital Gold

As a two-sided network, our Company empowers businesses and merchants across the country with its vast payments and financial services offerings. Our range of products includes the following:

- Online checkout for e-commerce merchants: This enables merchants to accept payments through all major modes such as UPI, wallet, cards and pay-later;
- Scan and pay with Kwik QRs: This enables retail merchant partners to accept payments through all major modes such as UPI, wallet, cards and pay-later;
- MobiKwik Vibe (Soundbox): This is our Company's QR enabled payment announcement device;
- MobiKwik EDC Machine: This is our point-of-sale machine which enables the merchants to accept all modes of in-person payment such as credit cards, debit cards, UPI, etc;
- Merchant Cash Advance: This is our Company's flagship credit product which provides accessible and affordable credit to our Merchants, who use our payment solutions for their business requirements.

Platform Evolution

The large number of payment transactions and extensive use of the *MobiKwik Application* has contributed extensively to our understanding of consumer behaviour and needs, allowing us to build predictive machine learning models that have further helped in creating a relevant credit profile for consumers. Typically, the consumers we serve, do not have a strong credit history and hence are under-served by traditional financial institutions like banks and non-banking financial companies.

Using in-house models and partnering with our Lending Partners, we have created innovative products like *MobiKwik ZIP*, and *ZIP EMI* for consumers and Merchant Cash Advance for our merchants. These products leverage the power of digital public infrastructure (DPI) including Aadhaar, E-Nach, Digi-locker, NSDL, etc. to create consumer journeys that are digital first. This allows us to serve consumers in approximately 99% of pin-codes as of December 2023, as per the RedSeer Report, in India and accordingly support our mission of financial inclusion.

While our consumers look to fulfil their credit requirements, there are consumers that aim to generate adequate returns from investment products. With increased general awareness amongst masses of Indian consumers, for example, the number of demat accounts has grown over five times with 21 million demat accounts in Fiscal 2013 to 114 million demat accounts in Fiscal 2023, accounting for a CAGR of 18% (*Source: RedSeer Report*). We believe that there is a need for simplified products, which provide adequate returns and are also relatively less volatile. To meet this requirement, we have launched multiple investment products like distribution of mutual funds, digital gold, "*Xtra*" and "*Lens*" on our platform.

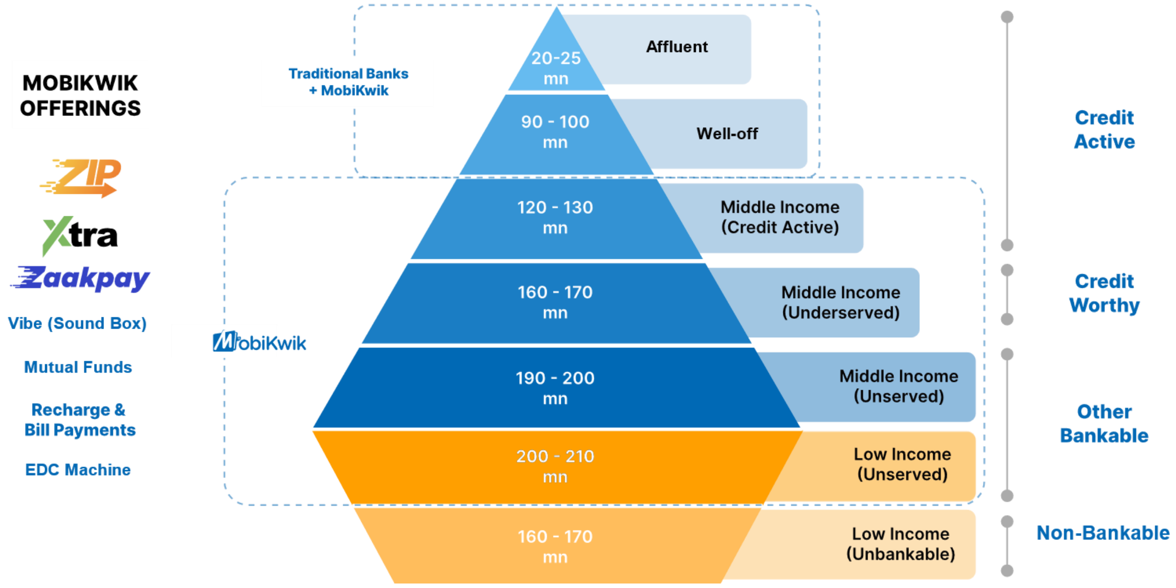
As described above, our Company has evolved from a payments only business to a multi-product business across financial services. At its core we have created a unified platform, where the financial data of consumers that we have access to, is consolidated and analysed by integrating deep analytics and machine learning capabilities. This allows us to offer personalised financial solutions based on consumer's financial behaviour, capabilities, needs, and aspirations.

Market Opportunity

According to the *RedSeer Report*, the financial services space in India is highly underpenetrated (across segments including lending, insurance, and mutual funds), which represents a big opportunity for a technology-first company like ours to capture a large market share. Moreover, our thorough examination of the market and customer insights reveals that consumers across the middle and low-income segments encounter numerous challenges while accessing financial services. Utilizing this valuable data, we have strategically identified product opportunities that grant us entry into sizable untapped markets.

Our Company addresses the bankable middle-India population, as represented below. As per the RedSeer Report, presently, traditional market players usually serve the 20 - 25 million affluent and 90 - 100 million well-off individuals in the country. However, there exists a substantial untapped market of more than 500 million individuals in "middle India population", who are not actively addressed by the traditional market players. Among these, 120-130 million individuals are credit active, presenting a considerable opportunity. Additionally, there are more than 400 million consumers who are not currently engaged in credit activities but require access to financial products. Leveraging payments data and facilitating smaller loans enables us to establish credit histories for these individuals, thereby contributing to increased financial inclusion.

India's adult population split by credit worthiness



Source: RedSeer Report

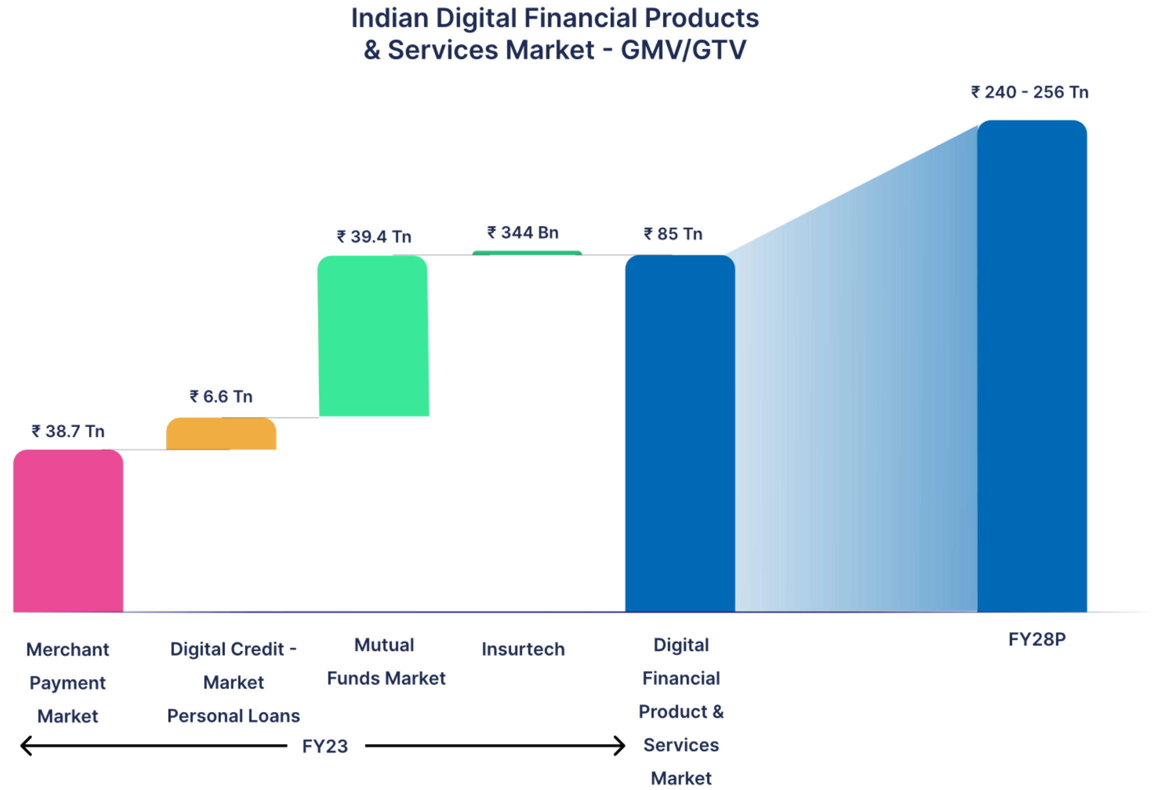
As per the *RedSeer Report*, the adult population in India can be segmented into four distinct categories:

- The first category comprises of credit-active consumers consisting of affluent, well-off consumers (including High Net Worth Individuals ("**HNIs**") and Ultra High Net Worth Individuals ("**UHNIs**")) and the upper-middle-income sections of society, a segment traditionally served by established players, that are now addressed by both traditional financial players and new-age players, including our Company.

- The second and third categories of credit-worthy and other bankable populations consist of three subsegments. The first and second sub-segment of middle-income consumers comprises of 120-130 million credit-active consumers and 160-170 million underserved consumers. The third sub-category of middle-income consumers consists of 190-200 million unserved consumers. These sections of the population typically have higher-volume and lower-value ticket sizes of transactions. These characteristics make them highly servable by a technology-first service provider like us.

- The fourth category consists of an additional 200 million consumers holding the potential to become relevant and bankable consumers.

This multifaceted approach positions us as a comprehensive financial services provider, offering tailored solutions to diverse segments of the Indian adult population.

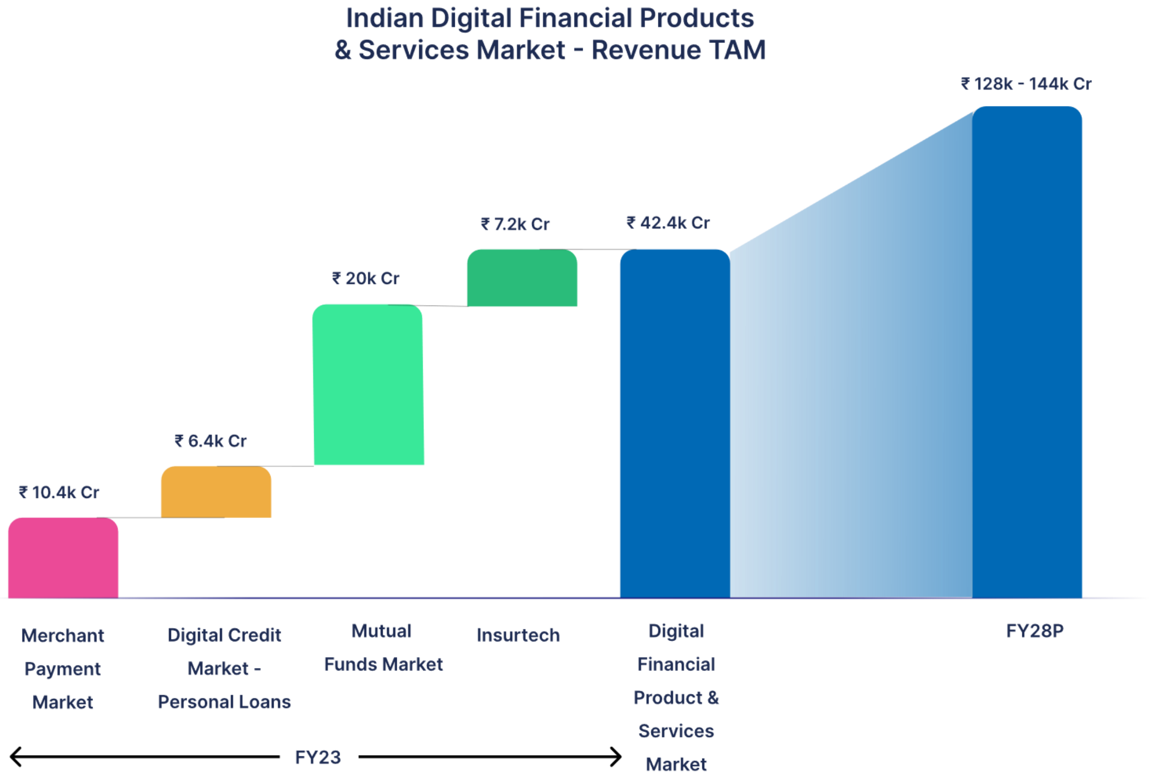


Note(s): (1) Merchant payment includes gross transaction value made to merchant vis QR, POS & Payment Gateway;
(2) Digital credit market personal loans - includes disbursal of digital personal loans and merchant loans;
(3) Mutual fund market includes mutual fund AUM;
(4) Insurtech includes insurance paid through online medium;
(5) Total Addressable Market (TAM) is calculated based on GMV/GTV.
Source: RedSeer Report, Data as of December 2023

- Our target market segments in India present significant GMV growth potential as reflected in the projected growth of such industries over the next few years.

- The digital financial product & services market is currently estimated to have a GMV in Fiscal 2023 is USD 996 billion (₹ 80 trillion) based on RedSeer Report, which is expected to reach USD 2.5 billion – 3 billion (₹ 200 trillion - 250 trillion) by Fiscal 2028. The overall market is poised to grow at the rate of 21% CAGR from Fiscal 2023 to Fiscal 2028 (*Source: RedSeer Report*).

- This multifaceted approach positions us as a comprehensive financial services provider, offering tailored solutions to diverse segments of the Indian adult population.



Notes:
(1) Merchant payment includes payment made to merchant vis QR, POS & Payment Gateway;
(2) Digital credit market includes digital personal loans and merchant loans;
(3) Mutual fund includes mutual fund distributor market;
(4) Insurtech includes commission paid by insurance manufacturers to third party providers; and
(5) Total Addressable Market (TAM) is calculated based on revenue
Source: Redseer Report, Data as of December 2023

As per RedSeer Report, in Fiscal 2023, we had an addressable market of approximately USD 5.3 billion (₹ 4,260,000 million), projected to grow to approximately USD 16-18 billion (₹ 1,280,000 million – 1,440,000 million) by Fiscal 2028. Our current verticals of offerings focuses on: (a) payment solutions *via* UPI & wallets, bills & recharge payments; (b) credit products *via* buy-now-pay-later, personal & merchant loans; and (c) wealth products *via* investment-oriented products like mutual fund investments, Digital Gold, EPF and wealth management tools. Growth in these verticals is driven by rising internet penetration, higher disposable incomes, increasing digital penetration, and awareness.

Business Strategy and Competitive Strength

Our value proposition is making financial products available with exceptional consumer satisfaction and experience to the underserved population. The cornerstone of our approach lies in recognizing specific challenges and inefficiencies that consumers encounter, subsequently crafting targeted solutions for these issues:

Problems Customer Face	MobiKwik's value Propositions
Poor experience	Customer-first philosophy
Narrow reach due to offline processes	Pan India presence due to digital first offering
High fragmentation of Financial product offerings	One Stop Shop for Financial Services
Time taking and Tedious process with offline paper work	Instantaneous paperless process
Complex legacy financial products	Targeted products, Customised periodically

Operating Principles of Business Strategy

We run our businesses on three operating principles as detailed below:

- **Product and Business Innovation**

Our Company has been able to spot trends early in the fintech industry and captured evolving consumer requirements that allowed us to introduce simple-to-understand innovative products and grow our business at low costs. As per the RedSeer Report, we have been one of the first companies to launch:

1. Payment wallets (2009);
2. Loyalty points-based rewards (2017);
3. Digital credit (2019); and
4. Credit on UPI (2023).

With 74% of its digital loan disbursement in the Tier 3+ locations, our Company has played a pivotal role in bridging the financial gap, empowering individuals, and businesses in underserved regions to access and utilize modern financial services (*Source: RedSeer Report*).

- **Early to Monetise**

We have strongly monetized our payments platform by deploying a cross-sell engine early in the consumer and business lifecycle in comparison to our peers. As per the RedSeer Report, in Fiscal 2023, MobiKwik had one of the highest monetization diversification (ratio of payment revenue vs non-payment revenue) among digital payment platforms.

This focus on monetizing consumers earlier in their journey across the platform allows us to achieve a faster product market fit and leads to higher operating margins from different product verticals. Our Company then reinvests these cash flows in platform growth typically without the need for substantial external capital.

- **Keeping Fixed Cost Low**

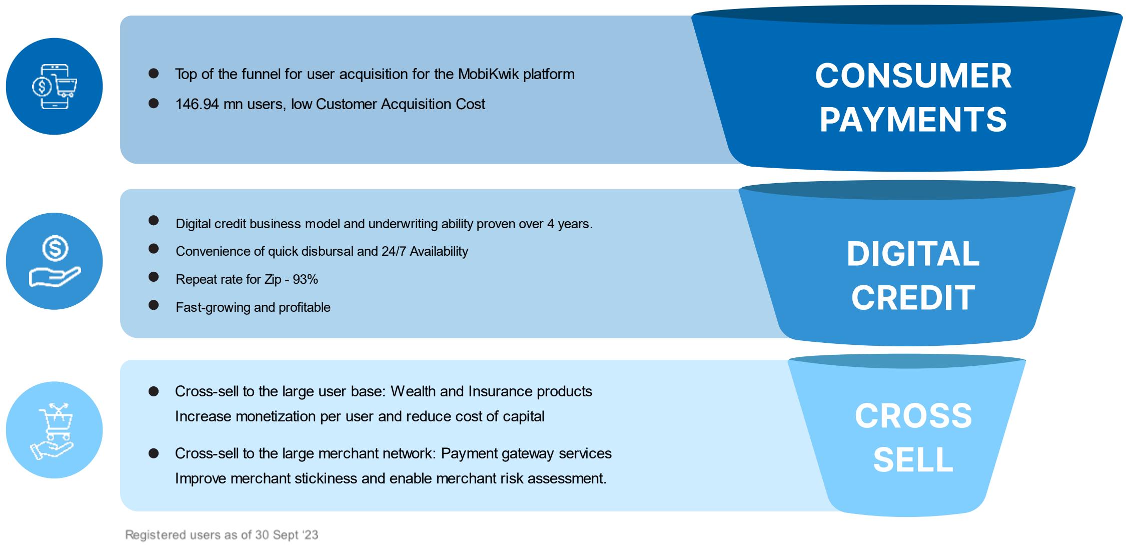
Our Company believes in efficient resource allocation towards expenses that can truly add value to our consumers. We have become one of the largest digital financial product and services platforms in India by registered users, as of Fiscal 2023 and are one of the first to market on many innovative products and have maintained one of the lowest employee costs to revenue ratios (*Source: RedSeer Report*). This "*do more with less*" approach allows us to continuously re-invest our cashflows into growing the platform.

Competitive Strength

Due to the nature and scale at which our platform operates, we have discovered various flywheels within the network that we have built. These reinforce themselves, leading to a high pace of near seamless execution. As a two-sided network, as we acquire more consumers, our merchants benefit through higher consumer spends. Similarly, as we add more merchants, there is an organic increase in the use cases for existing consumers to transact with these merchants. Due to prominent visibility of *MobiKwik* at merchant point-of-sale, new consumers are encouraged to join the network thereby further reducing CAC.

The conjunction of digital credit with payments accelerates the flywheel, by increasing the frequency and value of spends. When credit is offered to existing payment consumers, the value proposition for such consumers becomes stronger resulting in higher engagement and retention. As these cohorts scale, the repeat transactions and lifetime value of consumers goes up which in turn leads to higher profitability.

Our cross-sell funnel is depicted below:



The monetisation strategies and the flywheels they operate within, are kick-started by our frugal approach to consumer acquisition which has allowed us to acquire large volume of consumers, consistently for years. This is evidenced in our CAC which are ₹ 13.02, ₹ 17.53, ₹ 20.30 and ₹ 31.29, for Fiscal 2021, Fiscal 2022, Fiscal 2023 and in the six months ended September 30, 2023, respectively. The acquisition of consumers is through the *MobiKwik Application* which has a rating of 4.4 on Google Play Store and 4.6 on Apple App Store as on the date of this DRHP, from where we have acquired an average of approximately 18.99 million consumers per year, between Fiscal 2023 and Fiscal 2021.

This low CAC provides us with the following advantages:

- We are typically able to recover more than the average CAC spent on each consumer in the first few transactions that the consumer carries out on our platform; and

- Pursuant to the recovery of our CAC from our consumers in most cases as described in the point above, we are not compelled to take a higher risk approach to approve our consumers for our various digital financial services, especially our digital credit services, and accordingly avoid negative selection bias.

Our Businesses

Our operations are divided into two distinct businesses: (i) Payments; and (ii) Financial Services.

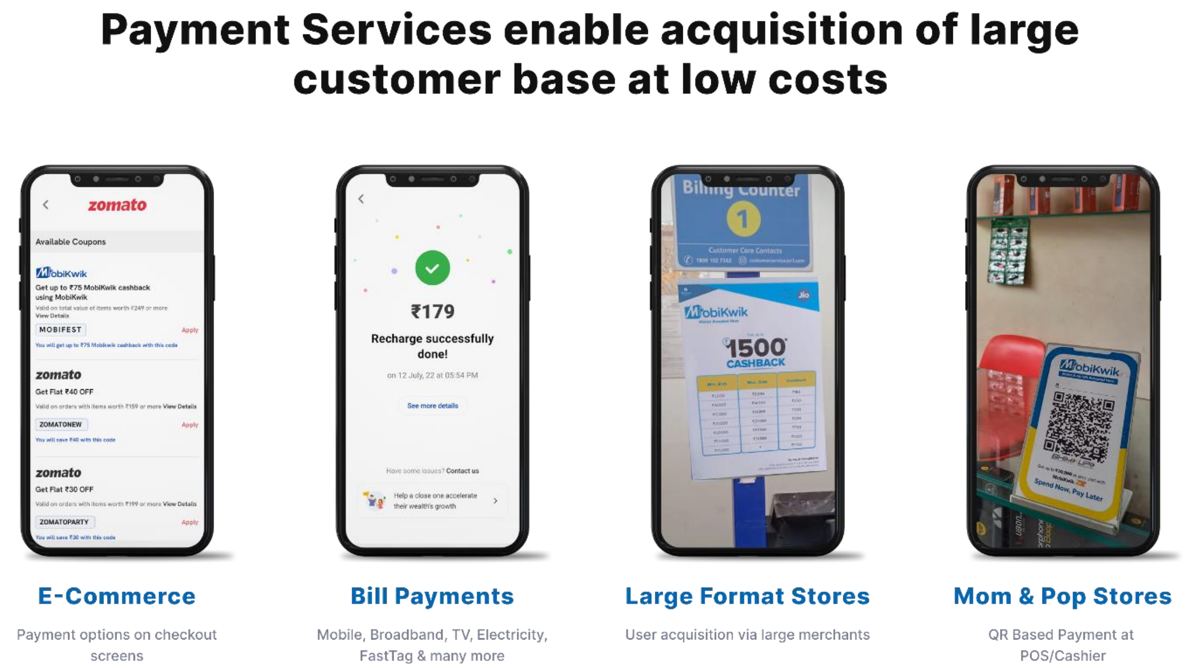
1. Payments Business

Our payments business strategy is to acquire a large set of consumers and create a large merchant acceptance network for them so that they can pay conveniently via the *MobiKwik Application*. Being a two-sided network, our Company empowers consumers and Merchants across the country for daily life payments.

Consumer Side

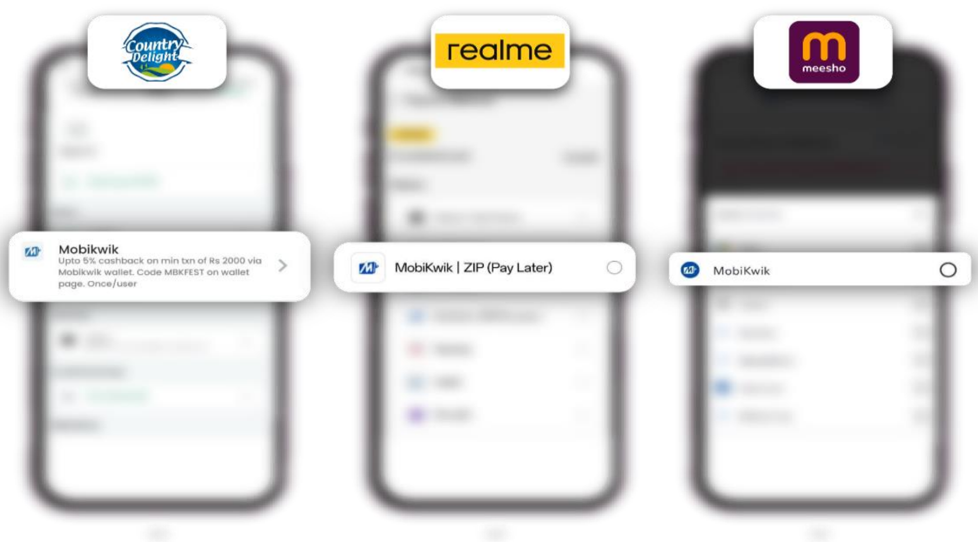
The *MobiKwik Application* provides our Registered Users a simple, fast, safe and reliable way to pay via UPI, wallet, cards and buy-now-pay-later for multiple use cases as illustrated below.

Our large Merchant network includes online websites and apps, where (i) *MobiKwik* is a payment option in the checkout and physical retail stores; and (ii) *MobiKwik* is a QR code payment option at the POS/cashier. Our platform also enables peer-to-peer payments on UPI and *MobiKwik Wallet*.



Consumers can pay with *MobiKwik* through multiple product flows:

- ***Ecommerce merchants***: Where *MobiKwik* is a payment option in the merchant checkout screen via direct integration between Merchants' and our servers.

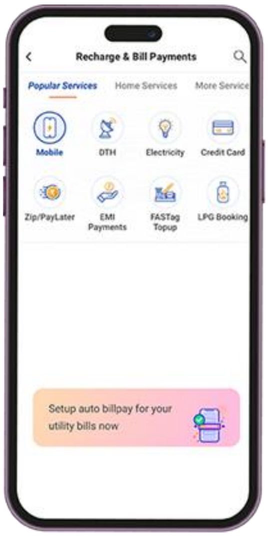


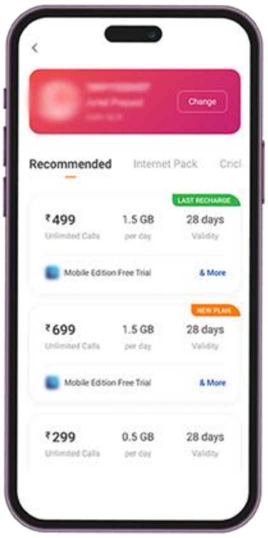
- ***Large format retail stores***: Where *MobiKwik* is a QR code based payment option at the Merchant POS/cashier via direct integration between retail Merchants' and our platform.

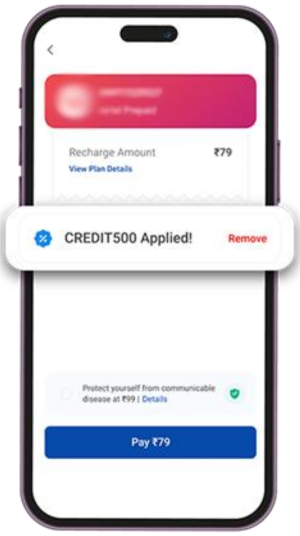
- ***General Trade and Oil & Gas***: Where *MobiKwik* is a QR code-based payment option at the merchant POS/cashier via direct integration between retail Merchants' and our platform.

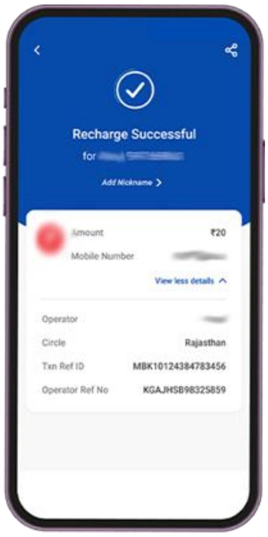


- ***Bill payments and others*****:** Through the *MobiKwik Application*, consumers can efficiently manage a spectrum of payments - from credit card bills and EMIs to insurance premiums, electricity, and LPG payments.



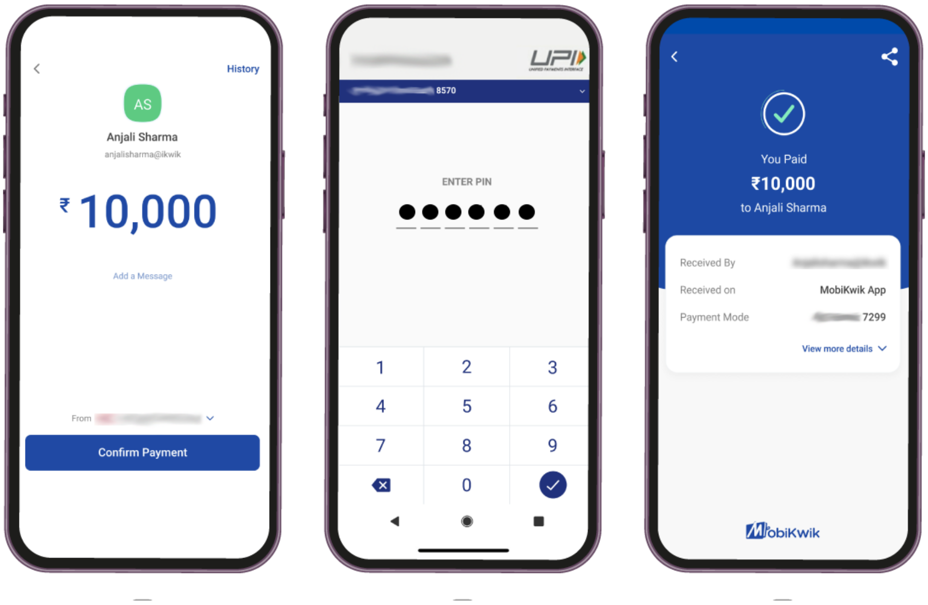






- ***Peer-to-peer transfers*****:** *MobiKwik Wallet* (wallet to wallet), bank (wallet to bank) or UPI (bank to bank transfer).

- ***UPI payments***: *MobiKwik* consumers can pay to a contact, mobile number, any UPI ID or undetake bank transfer via UPI. Consumers can set auto-pay via UPI and carry out hassle free recurring payments on merchants or for bill payments. Consumers can also link their RuPay credit card on UPI and get access to credit payment on UPI.



Consumer Acquisition

As on September 30, 2023 we have 146.94 million Registered Users. We primarily acquire consumers through the following:

- SEO (search engine optimization) and mobile ASO (application store optimization) initiatives;

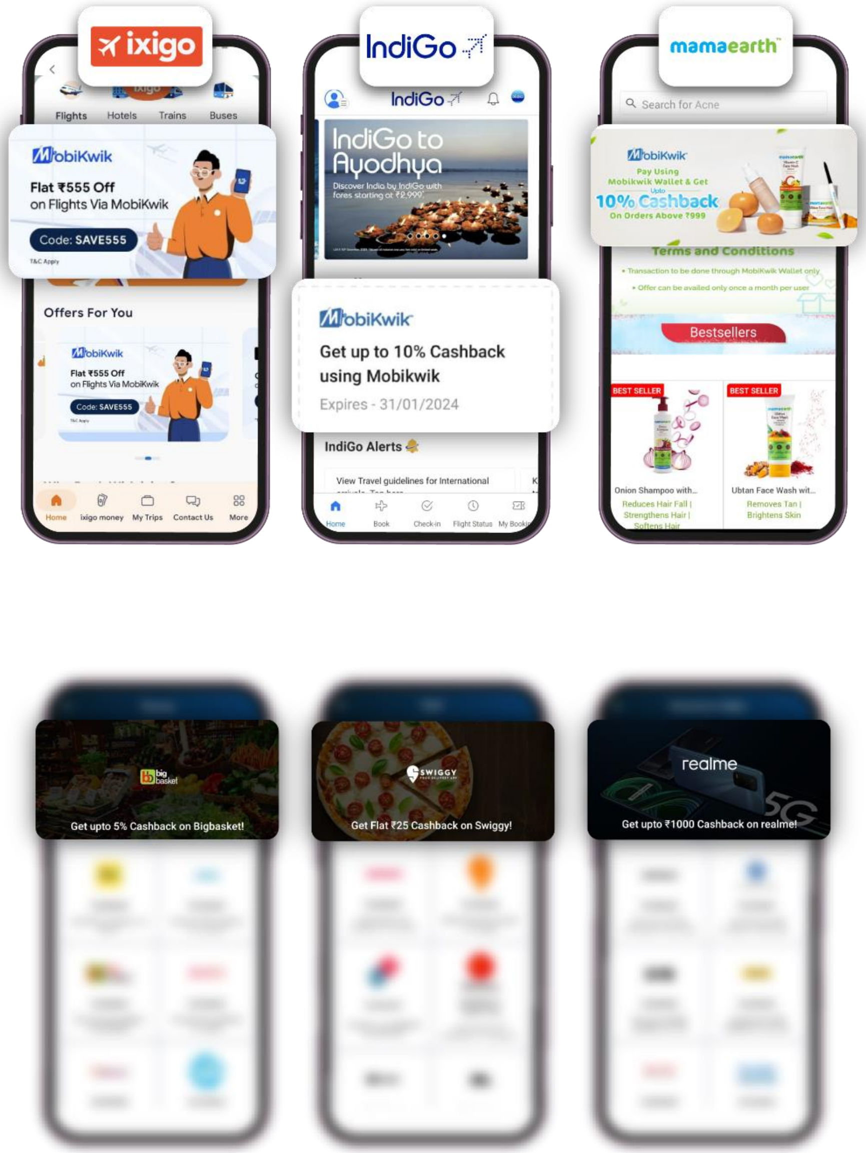
- User referrals from a large user base;

- Brand recall from checkout and POS placement in our diversified merchant network (as pictured below); and

- Usage of the Bharat Bill Payment System ("**BBPS**") platform.

According to *RedSeer Report*, *MobiKwik* was among the top eight players (comprising more than 67 banks and non-banks) on the BBPS platform in terms of consumer Bharat Bill Payment Operating Unit (BBPOU) during November, 2023.

***MobiKwik's* co-branding campaigns with merchants**



Merchant Side

Our Company provides our Merchants a simple, fast, safe and reliable way to accept payments via UPI, wallet, cards and pay-later, using various form factors as illustrated below.

Payment Acceptance Methods

- Online checkout for E-commerce merchants: This enables Merchants to accept all popular payment modes such as UPI, wallet, cards and buy-now-pay-later.

- Scan and Pay with Kwik QRs: This enables the retail Merchant partners to accept all popular payment modes such as UPI, wallet, cards and buy-now-pay-later.

- MobiKwik Vibe (Soundbox): For the seamless acceptance of payments on its platform, our Company provides its Merchants with soundboxes.

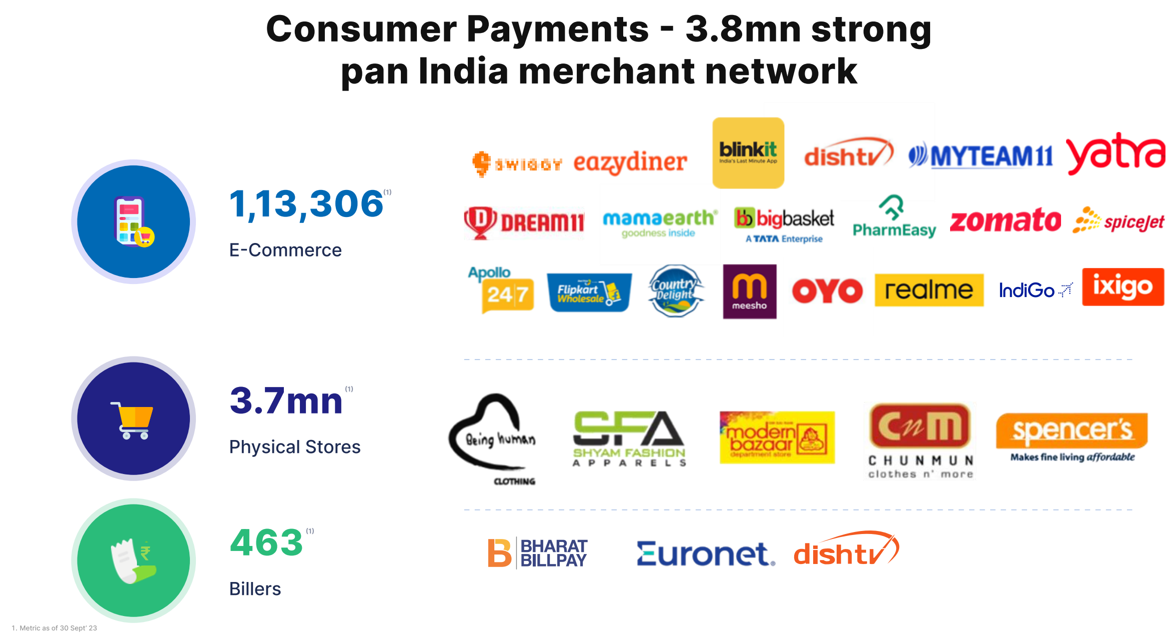
- EDC machine: A POS device for merchants to accept all kinds of digital payments, namely, UPI, credit cards, debit cards, prepaid cards, international cards and wallet. EDC machine supports various kinds of cards, including Swipe, Tap n Pay and Dip.

Merchant acquisition

As on September 30, 2023, over 3.81 million Merchants had accepted payments through our payment modes, including over 3.70 million physical stores and 0.11 million Online Merchants.

We acquire enterprise Merchants (ecommerce and physical retail) via business development efforts. The mom and pop physical stores are acquired *via* direct sales team (primarily feet on street).

The table below highlights our Merchant network or entities to whom we provide services based on the various use cases:



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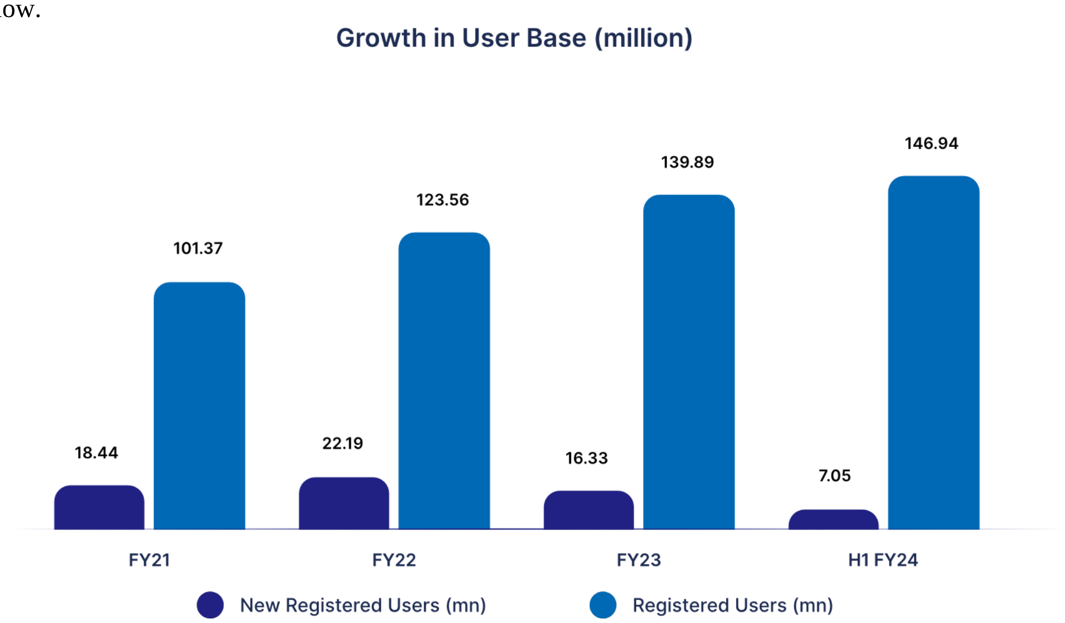
Payment aggregator / Payment Gateway (Zaakpay)

In addition to the two-sided MobiKwik payment business, we also operate, through our subsidiary *Zaakpay*, a B2B payment gateway offering for e-commerce businesses

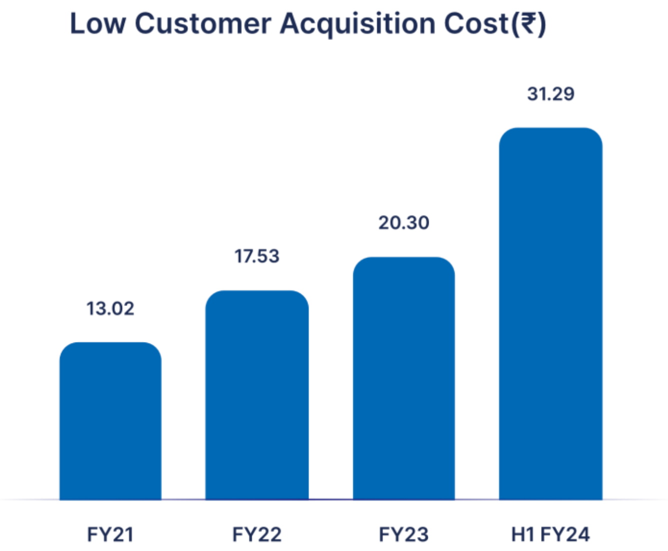
An important component of our payment growth strategy involves the pursuit of scaling our existing payment ggregator business *Zaakpay*, housed in our Subsidiary, Zaak ePayment Services Private Limited. We have received the in-principle approval from the RBI for our Payment Aggregator (PA) business. We are also involved in new product development to offer our *Zaakpay* consumers a swift and seamless experience to collect payments through all payment modes on their websites, apps and POS.

Growth in Payments Business

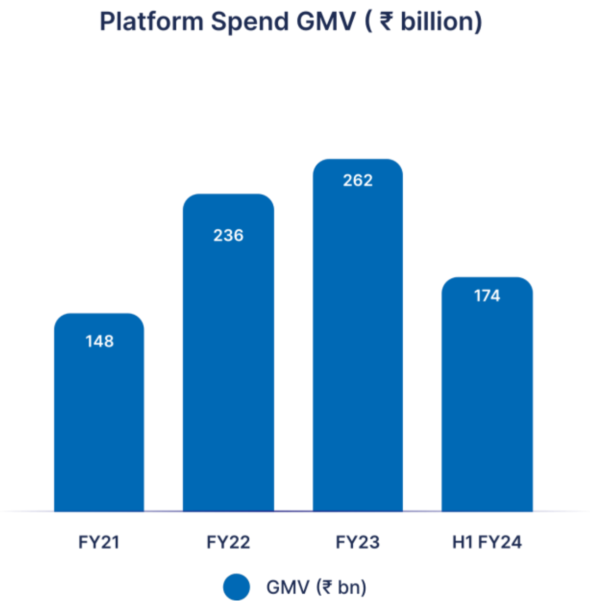
Our Registered User base has grown consistently across the years irrespective of market conditions, as portrayed below.



The acquisition of consumers is through *MobiKwik Application* which has a rating of 4.4 on Google Play Store and 4.6 on Apple App Store, from where we have acquired an average of approximately 18.29 million New Users per year, between Fiscal 2021 and September 30, 2023. This acquisition of consumers has happened at a low CAC of ₹ 13.02, ₹ 17.53, ₹ 20.30 and ₹ 31.29, in the Fiscal 2021, Fiscal 2022, Fiscal 2023 and in the six months ended September 30, 2023, respectively.



The consumer and Merchant spend on our platform has grown consistently due to addition of new consumers and Merchants and higher spends from existing consumers driven by credit:



2. Financial Services Business

a. Digital Credit Products for Consumers

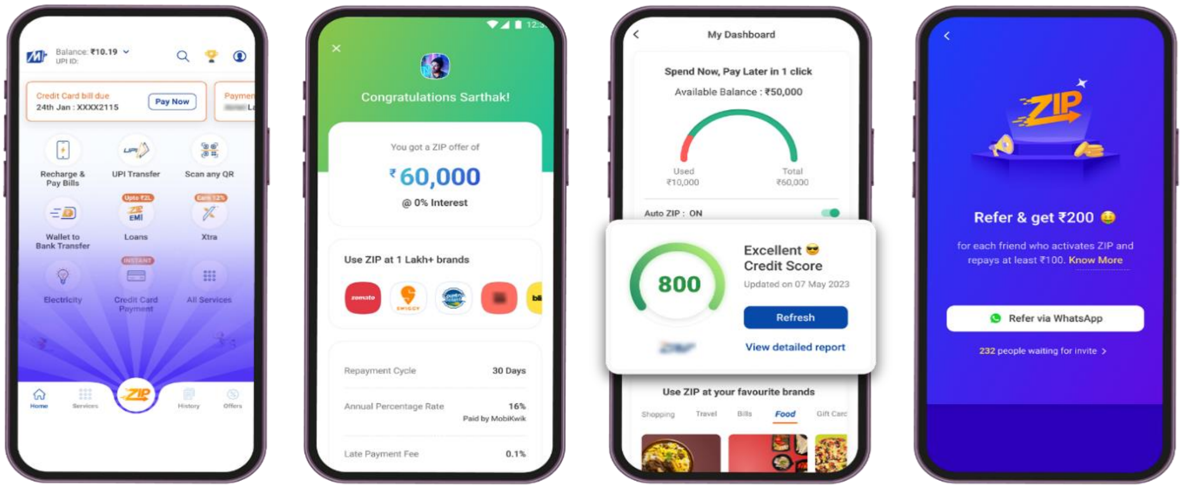
Our Digital Credit Products - *MobiKwik ZIP* and *ZIP EMI*, provide accessible and affordable small-ticket credit to middle-India population for all manner of spending.

- ***MobiKwik ZIP***: This is our flagship product which provides convenience to consumers by enabling them to make purchases on credit for a month, upgrade to purchase choices that appeal to their aspirations, and purchase more frequently with the ability to repay conveniently after 30 days credit period. *MobiKwik ZIP* activation on our mobile app is seamless, automated, available all round the clock, and takes less than a few minutes. For pre-approved consumers, it has fewer steps and bigger credit lines.

MobiKwik ZIP is a 30-day interest-free product with a ₹ 1,000 to ₹ 60,000 credit limit available to eligible consumers. These limits are powered by our Lending Partners. At the end of the billing cycle, a consumer is required to pay the due amount within five days, failing which late fees and daily interest on the overdue is charged. The consumer is also charged a lifetime activation fee in the first bill.

We partner with Lending Partners, being financial institutions such as scheduled banks and non-banking financial companies to distribute credit products to our consumers and all such products provided by our Lending Partners are on their books. As part of our arrangements with our Lending Partners, we provide services to the Lending Partners for origination, facilitating credit underwriting, monitoring, and facilitating recovery in coordination with the Lending Partners, while they provide the underlying credit. Such credit is directly disbursed to the Merchants where the spend has occurred. All terms and conditions including commercial terms (interest rate, late fee, processing fee) with respect to such products are set and governed by the policies of our Lending Partners. *MobiKwik ZIP* consumers can clear their dues only by making payment directly on the *MobiKwik Application*, which is credited directly to the lenders' bank account.

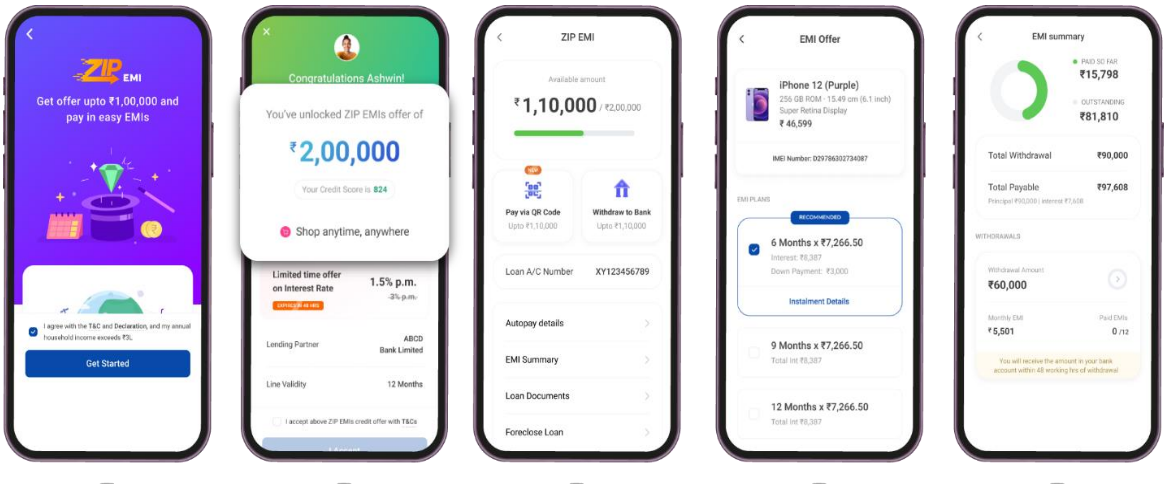
In case of delinquent consumers, the recoveries are done by the well-equipped MobiKwik team that is supported by machine learning models and AI voice bots from external vendors. The ledgers are updated in our Company's and the lenders' systems automatically and simultaneously once the payment is received. All recoveries are digital and there is no involvement of cash at any point by any internal or external collection teams.



- **ZIP EMI**: Consumers who have a satisfactory repayment history on *MobiKwik ZIP* are typically pre-approved for *ZIP EMI*. Consumers who have not used *MobiKwik ZIP* in the past can also directly apply for a *ZIP EMI* loan on the *MobiKwik Application*. *ZIP EMI* is focused on consumers who require a higher amount of loan between ₹ 10,000 to ₹ 200,000 and a longer tenure to repay. The loan amount is credited directly to the consumers bank account by the lender. This product is interest bearing and consumers repay in 3 to 24 equal monthly instalments (**"EMIs"**).

Interest rates on *ZIP EMI* typically range between 18% and 36%. It adopts the credit-line structure, enabling consumers to access the full amount at once or draw smaller amounts multiple times as needed, subject to the minimum and maximum drawdown limits prescribed by the lending partners, as applicable. *ZIP EMI* also provides the option to make low/no-cost purchases with respect to certain Merchants, in which case the money gets transferred to the Merchant's account and the consumer is able to purchase the product of his choice. The entire process, from an application for a *ZIP EMI* loan to disbursement, is conducted digitally, with minimal steps, allowing for completion typically within few minutes.

Consumers can clear dues predominantly through direct debit/e-NACH, which is set up for *ZIP EMI* at the time of loan origination, and monthly EMIs are paid primarily by way of direct deduction from the consumer's bank account. Additionally, the consumers have the option to pay monthly EMI payments through the MobiKwik mobile application as well. In case a consumer's EMI bounces due to insufficient balance in the account or any other reason, a bounce charge and a late payment fee are charged to the consumer. Consumers can pay through multiple modes including net banking, UPI, wallets, and debit cards We do not collect cash from any consumer. Consumers can also cancel the loan (within the free look-up period) or foreclose the loan anytime on the *MobiKwik Application* with full convenience.



Particulars	MobiKwik ZIP				ZIP EMI			
	As of and for the year ended			As of and for the six months ended September 30, 2023	As of and for the year ended			As of and for the six months ended September 30, 2023
	March 31, 2021	March 31, 2022	March 31, 2023		March 31, 2021	March 31, 2022	March 31, 2023	
MobiKwik ZIP GMV (Disbursements) and ZIP EMI GMV (Disbursements) (in ₹ million)	1,983.24	13,485.74	41,028.10	27,595.56	1,016.19	1,636.42	10,121.73	13,567.84
Activated - MobiKwik ZIP Users and Activated - ZIP EMI Users	531,676	2,436,568	4,073,457	4,778,717	209,108	278,321	544,101	779,525

Strong value proposition

- ***Consumers***: We believe that *MobiKwik ZIP* offers various value propositions to consumers including: first time access to credit; increased purchasing power; interest free credit, if repaid on time; ability to build credit history; transparent pricing and terms; and ease of use while shopping. These inherent value propositions for consumers are reflected in the increasing loyalty to our Digital Credit products, evidenced through higher repeat rates and increased spends. Another advantage of being an active and regular consumer of *MobiKwik ZIP* is the increased probability to qualify for a higher ticket loan i.e. *ZIP EMI*. For consumers, typically under-served by traditional offline players, this offers a path towards financial inclusion.

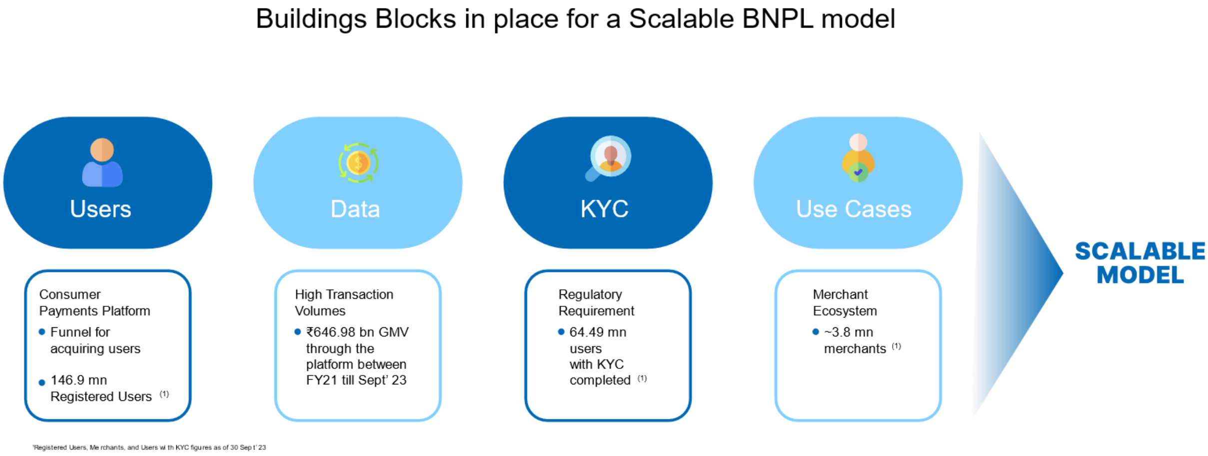
- ***Merchants***: Merchants also benefit from the increased purchasing power of our *MobiKwik ZIP* consumers, higher success rates of payment transactions, and increase in number and value of transactions.

- ***Partners***: While our Digital Credit products are developed, managed and serviced by us, we are not a lender and we therefore partner with our Lending Partners, i.e. banks and NBFCs, who in turn extend the credit to our consumers, through our technology platform. For the Lending Partners, MobiKwik is a great distribution platform to drive the growth of borrowers and loan book in a cost effective manner.

As per the *RedSeer Report*, our Company is in a position to extend its reach to an additional 200 million customers who have the potential to become relevant and bankable customers. Our Company's value to our Lending Partners is enabling access to this new wave of borrowers that are virtually impossible to reach via traditional distribution channels, given our reach (99% of Indian pin-codes covered as of December, 2023 as per *RedSeer Report*) in this target segment.

We have partnered with multiple lending institutions, including, Hero Fincorp Ltd., Northern Arc Capital Limited, SMFG India Credit Co. Ltd. (formerly known as Fullerton India), MyShubhLife (Datasigns Technologies Private Limited) and Transactree Technologies Private Limited.

Building blocks in place to scale up Digital Credit profitably



Large KYC-ed (KYC completed) consumer base with no consumer acquisition cost ("CAC"): As of September 30, 2023, we had over 64.49 million KYC-Completed Users on our platform acquired through the *MobiKwik Wallet.* As a result, the CAC for our Financial Services segment is effectively zero.

Big data leveraged to underwrite using our proprietary algorithm MobiScore: We continuously acquire a large amount of consumer data through our platform. This data has been utilized to develop *MobiScore*, our in-house machine learning based credit scoring algorithm, which is used for Digital Credit product underwriting. This flow of credit, payment, and consumer data allows *MobiScore* to continually learn and improve leading to the identification of a higher number of pre-approved Digital Credit consumers, and an increase in the credit limit of existing Digital Credit consumers while managing relatively low delinquency rates.

Large merchant network – The large merchant network built for *MobiKwik* over the last decade allows our Digital Credit consumers to pay for a wide range of daily life use cases as well as discretionary spending. We believe that this is a significant competitive advantage and increases our user engagement and repeat transaction rates. The aggregate number of unique Merchants where our *MobiKwik ZIP* consumers have transacted at least once increased from 12,972 as of March 31, 2021 to 31,598 as of March 31, 2023.

b. Digital Credit Products for Merchants:

Merchant Cash Advance (MCA): MCA is our flagship credit product which provides accessible and affordable credit to our merchants, who use our payment solutions for their business requirements.

Our Company has a large network of small Merchants which includes small businesses, shops such as grocery, kirana stores, confectionary shops, quick service restaurants (QSR), tea and snacks counters, general trades, shoes, garments, etc. Being small retailers, these merchants do not have access to formal credit due to small turnover below GST thresholds. However, they carry MobiKwik's QR/Soundbox to accept digital payments through wallets/UPI. These merchants regularly require credit to fulfill their business requirements including increasing stocks/product lines, maintaining security deposits with distributors, or expanding shop assets such as new refrigerators, vending machines etc.

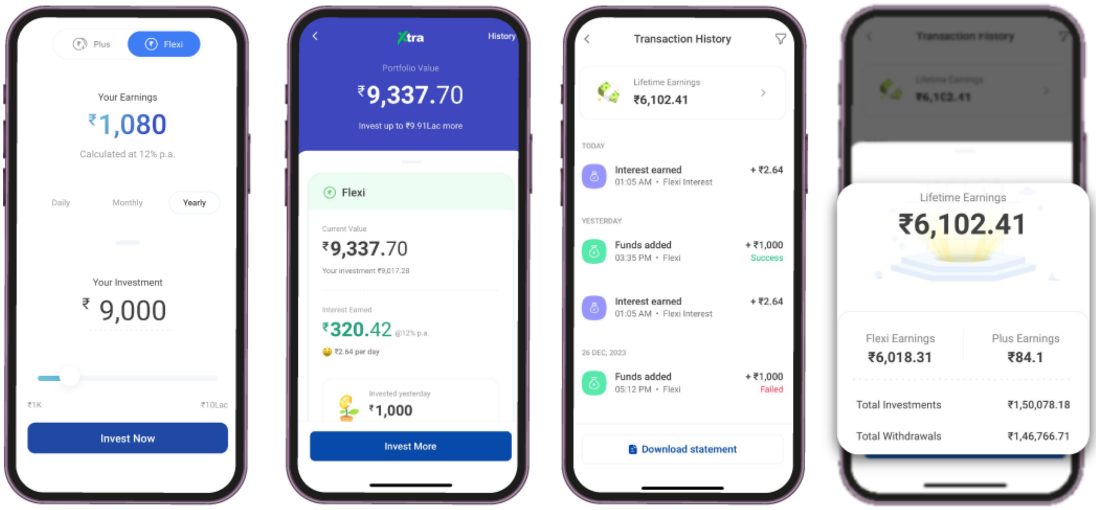
Our payment solutions and ability to analyse alternate sources of data allow us to offer pre-qualified credit products to these merchants based on their profile and transaction history. The pre-approved credit limits range from ₹ 25,000 to ₹ 100,000, that are disbursed directly to the merchants from the Lending Partners in-line with their credit policies. Merchants have the convenience of repaying the loan from their daily settlements. This offers great flexibility to Merchants to manage their daily cash flows while reducing the underlying risk of default.

c. *Investments* and *Insurance*

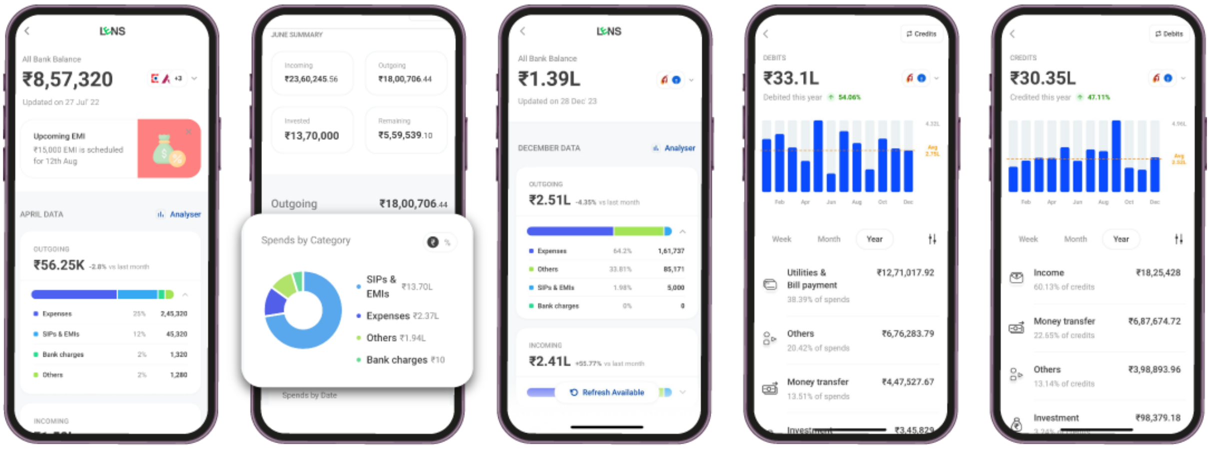
Our platform caters to consumers who want to generate returns by deploying funds in simple financial products with low volatility. A large number of these consumers are beginning their investment journey, and not very financially aware and find it challenging to understand the intricacies of volatile products like equities.

- ***Xtra:*** This is an alternative investment product offered by our NBFC partner to generate returns with low volatility, by offering consumers the flexibility to invest funds for shorter durations. This is an emerging asset class for investors where one can directly lend to retail borrowers *via* a RBI registered NBFC-P2P. *Xtra* is crafted for consumers who have a higher risk appetite and earn higher interest in comparison to other traditional fixed-income products in the market.

  Investments are accepted *via* three modes i.e., UPI, internet banking, and direct bank transfer (IMPS) and money is transferred directly to our partner’s trustee-managed escrow account. During withdrawal, money withdrawn is transferred directly to the consumer's verified bank account. Our consumers can track their investments on the dashboard, view their transaction history, and download interest certificates and borrower mapping reports on the *MobiKwik Application*.

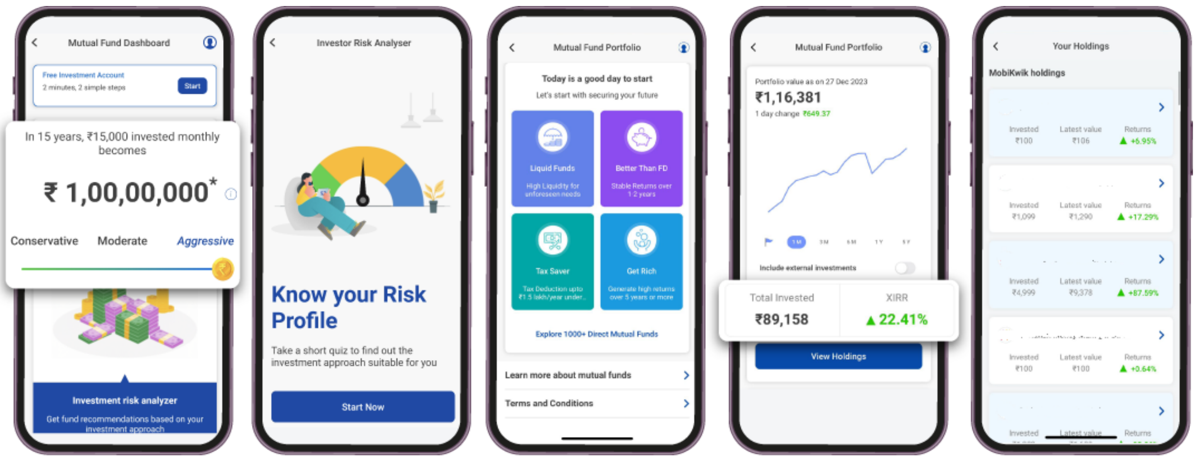


- ***Lens:*** We have utilised the account aggregator technology to provide the consumers with a personal financial management product that assists our consumers with their understanding of their money and aids them in their financial wellness, by consolidating all financial data into a unified platform. With its integrated deep analytics and machine learning capabilities, *Lens* aims to personalise solutions based on the consumers’ financial behaviour, capabilities, needs, and aspirations.



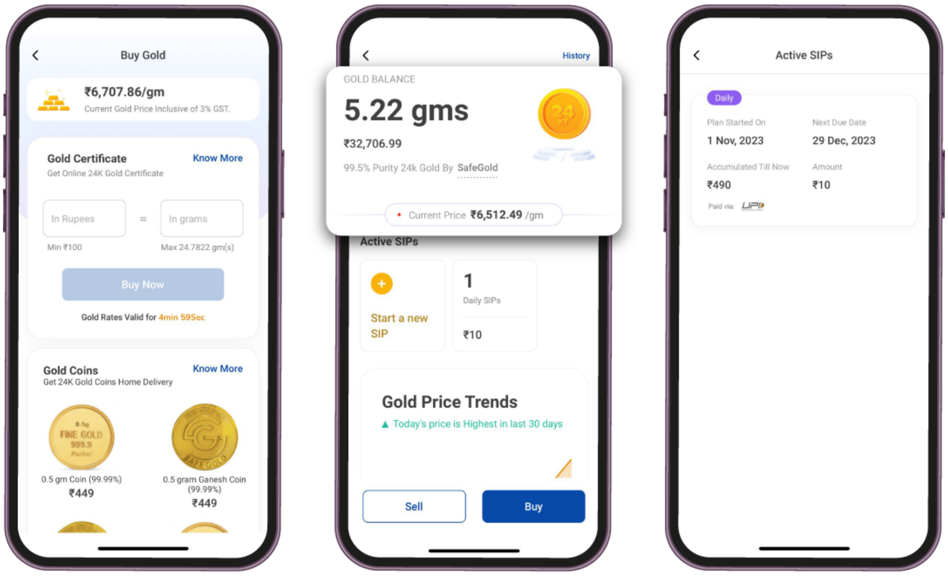
- ***Mutual Funds:*** We acquired Clearfunds, an online mutual fund platform operated by Harvest Fintech Private Limited (now our Subsidiary and a SEBI registered investment advisor), in 2018 to offer advisory services in relation to mutual fund products. Mutual Funds are a widely used investment vehicle for all kinds of investors. We have direct partnerships with AMCs and have backend integration with CAMS and KARVY for execution. We offer schemes managed by 34 asset management companies. It is available free of cost to our investors.

  For new investors, the platform supports digital KYC and e-signing of investment agreements, post which consumers can transact across any direct mutual funds of choice. Consumers can initiate SIP(s), invest lumpsum amounts, redeem funds, set up a nominee, and download transaction statements, holdings reports, tax-related statements, etc. on their *MobiKwik Application*.



- ***Digital Gold:*** Gold provides a hedge against inflation and is one of the most popular and oldest asset classes in India. To cater to this need of the consumers who wish to invest in 24 karat gold conveniently and securely, we launched our Digital Gold offering in September 2018 through our partnership with one of the Digital Gold platforms in India. Our platform allows consumers to buy and sell gold in smaller denominations, making it accessible to a wider audience, while offering transparency, liquidity, and storage solutions, eliminating the need for physical possession. Additionally, a consumer can easily buy, sell, and track the value of gold investments anytime from anywhere, making it a modern and efficient alternative to traditional gold investments in the country. We offer both monthly as well as daily SIP options to our consumers for disciplined investing. Consumers can start daily SIP with as low as ₹ 10 and can do monthly SIP with as low as ₹ 100. The minimum amount for lumpsum is ₹ 100. The Digital Gold can be redeemed in the following three ways:

  a. Sell gold on our platform and money is credited back to the consumer’s wallet; or
  b. Opt for gold coin delivery and it gets delivered to their doorstep. Such deliveries are managed by our Digital Gold partner; or
  c. Convert holdings into jewellery.



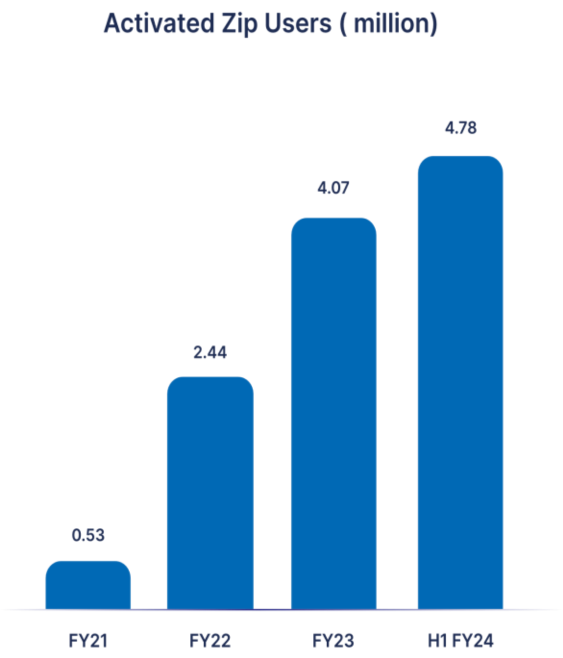
- ***Provident Funds Tracking:*** For salaried employees, the Employee Provident Fund ("**EPF**") forms one of the core assets of their portfolio as this is deducted from the gross salary before their monthly salary payouts. Tracking EPF on the EPFO website has been an overwhelming and cumbersome process for consumers and we aim to make this a seamless experience. Consumers can track the monthly deposits as well as interest credits for current and past employers on the *MobiKwik Application*. We auto-fetch the UAN using a registered mobile number and based on their consent in the form of OTP we fetch and display the consumer's PF passbook on *MobiKwik Application*. The simplicity and ease of access of their holdings in EFPO packaged within the convenience of the *MobiKwik Application* has been a beloved and differentiating offering to our consumers.

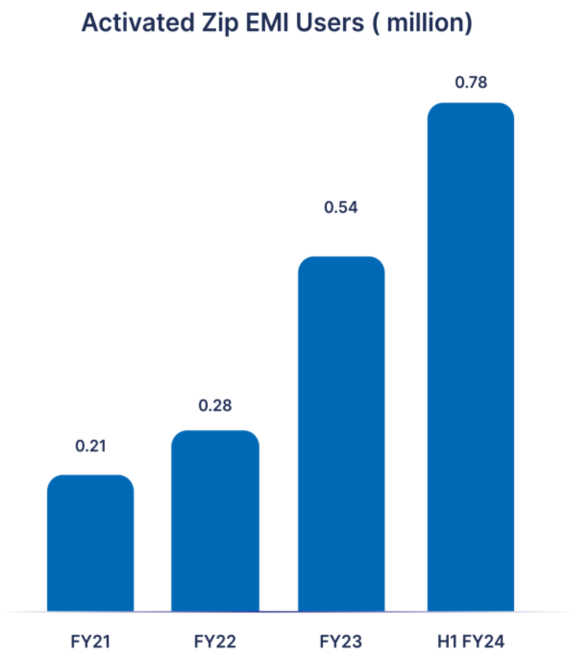
- We have also received an approval to act as a 'Corporate Agent' from the IRDAI (license number: CA0739) and are also a SEBI registered investment advisor. We have partnered with four insurance companies, including Chola MS, to offer a wide range of micro insurance (life, health and general) products on our platform. We aim to increase insurance penetration in India through our Do-It-Yourself 'DIY' model, enabled by its bite-sized products, instant purchases and seamless payments.

Growth in Financial Services Business

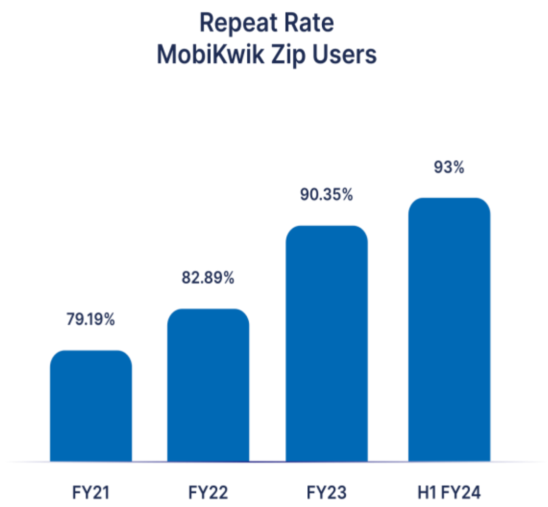
Once our consumers build a track record through our payments platform, we are able to underwrite such consumers for our *Mobikwik ZIP* product. *MobiKwik ZIP* allows such consumers to access a small yet significant credit limit, that ranges between ₹ 1,000 and ₹ 60,000 that they can use for a multitude of daily-use payment use cases such as utility bill payments, rent payment, school fee payment, credit card bill payment and other merchant payments. Once consumers build a credible record and exhibited good credit behaviour on *MobiKwik ZIP*, they become eligible for *ZIP EMI*, which is a higher ticket, higher tenure personal loan. This allows such consumers to get unsecured credit from our partner lenders up to an amount of ₹ 2,00,000 and for a tenure between three to 24 months.

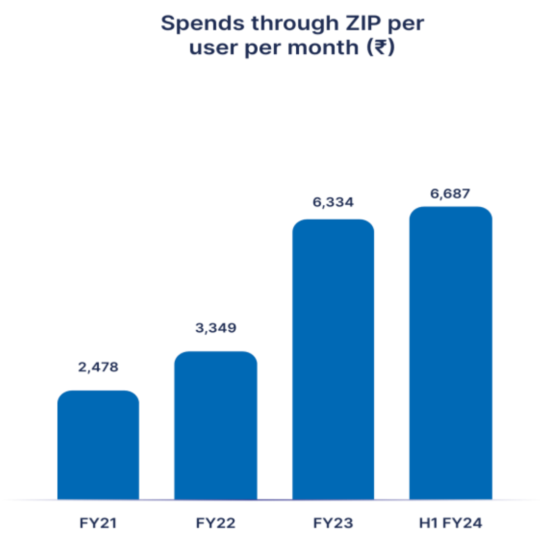
As of September 30, 2023, we had 30.29 million Pre-approved Users for *MobiKwik ZIP* out of which 4.78 million were Activated - *MobiKwik ZIP* Users. The number of Activated - *MobiKwik ZIP* Users have grown from 0.53 million as on March 31, 2021 to 4.07 million as of March 31, 2023. As of September 30, 2023, we had 4.78 million Activated - *MobiKwik ZIP* Users, of which 93.00% were Repeat *MobiKwik ZIP* Users, thereby forming a large source for potential ZIP EMI users. As of September 30, 2023, we had 0.78 million Activated-*ZIP EMI* Users.





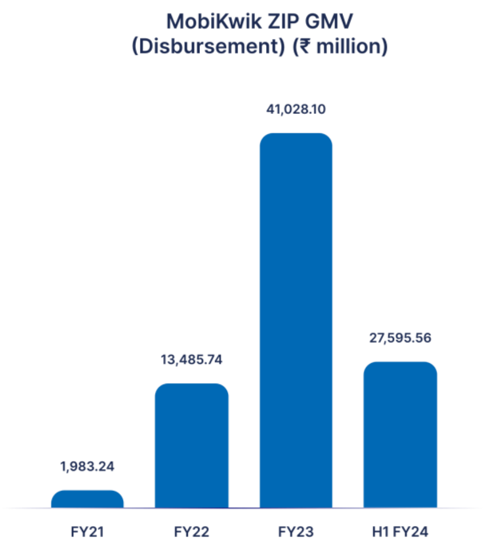
While *Mobikwik ZIP* is a higher profitability and higher margin product, as compared to payments, it serves another purpose for the platform. It allows our Company to analyse credit behaviour rapidly, as *MobiKwik ZIP* is a 30 days product, and at relatively low risk, as average spend on *MobiKwik Zip* is approximately ₹ 6,687.40 per consumer per month. The product's market fitment can be judged by high repeat usage rates for the product of approximately 93% and low lending related costs on the spends occurring through the product.

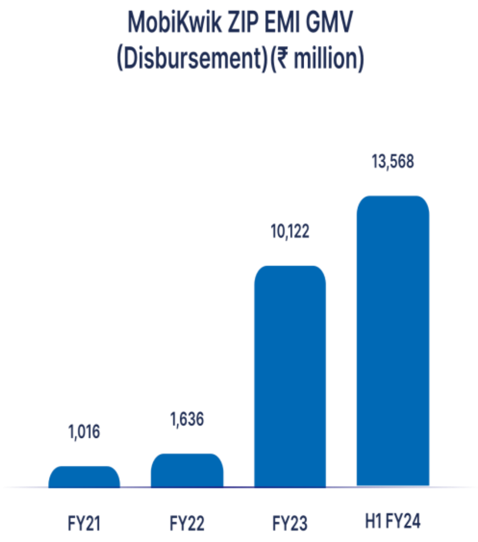




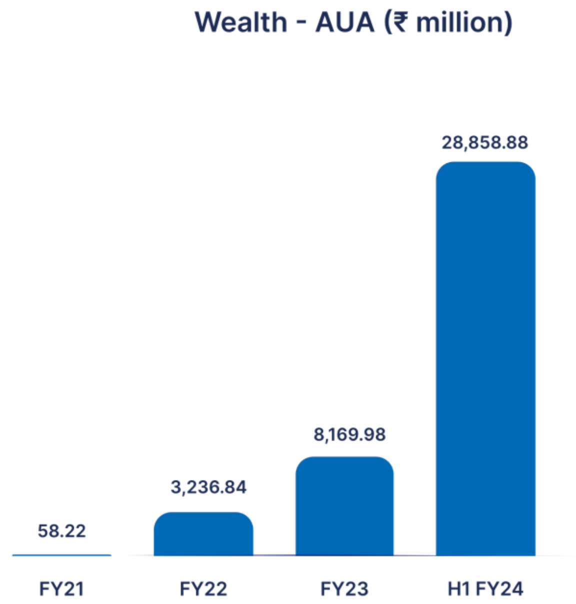
As consumers develop more trust on the platform, the transactions and spend per consumer increase. We support this through higher credit disbursal making the platform more useful for the consumer and improving the economics for the platform. This is evident from *MobiKwik ZIP* GMV (Disbursement) of ₹ 27,595.56 million and *ZIP EMI* GMV (Disbursement) of ₹ 13,567.84 million in the six months ended September 30, 2023. *MobiKwik ZIP* GMV (disbursements) has risen by approximately 21 times to ₹ 41,028.10 million in Fiscal 2023 from ₹

1,983.24 million in Fiscal 2021. *ZIP EMI* GMV (disbursements) has risen by approximately 10 times to ₹ 10,121.73 million in the Fiscal 2023 from ₹ 1,016.19 million Fiscal 2021.





On the *MobiKwik Application*, consumers can track their savings and investments as well, make fresh investments in products like *Xtra*, mutual funds and Digital Gold. Wealth - AUA refers to all investment balances across asset classes (including amount held in bank accounts, *Xtra*, Mutual Funds, EPF, Digital Gold, and other investment products) of our users tracked through our platform with explicit consent.



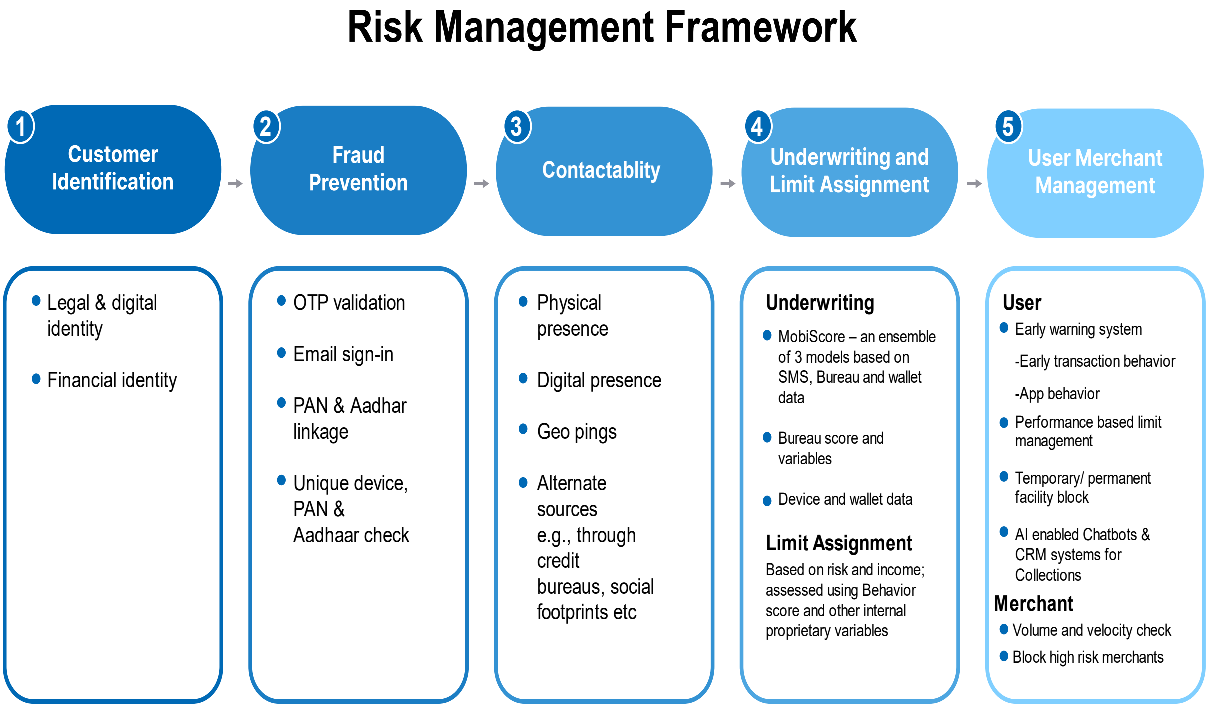
RISK MANAGEMENT AND COLLECTIONS FOR OUR DIGITAL CREDIT PRODUCTS

An important element of our business is the ability to mitigate risks associated with our digital credit products, including identification of suitable consumers, appropriate underwriting, and development of a viable and efficient collection strategy.

(i) Risk management

Our overall risk management framework and strategies are set out by our Risk Management Committee and comprises independent directors and senior management team. Our credit underwriting is a comprehensive process that qualifies consumers on parameters such as consumer identification, fraud prevention, establishing contact-ability, and real-time evaluation of risk through domain expertise and using *MobiScore*, an in-house machine learning based risk score card. There are other Machine Learning/ deep learning models such as *Behaviour Model* which enhances the efficacy of EWS (early warning signals), thereby taking preventive action and minimizing the credit risk.

Further, continuous model governance and management against specified metrics helped us proactively identify the emerging trends and reacting to the issues might have already occurred and may be costly to remediate later. These models are validated by our Lending Partners regularly. Our risk management framework established is as per the infographic below:

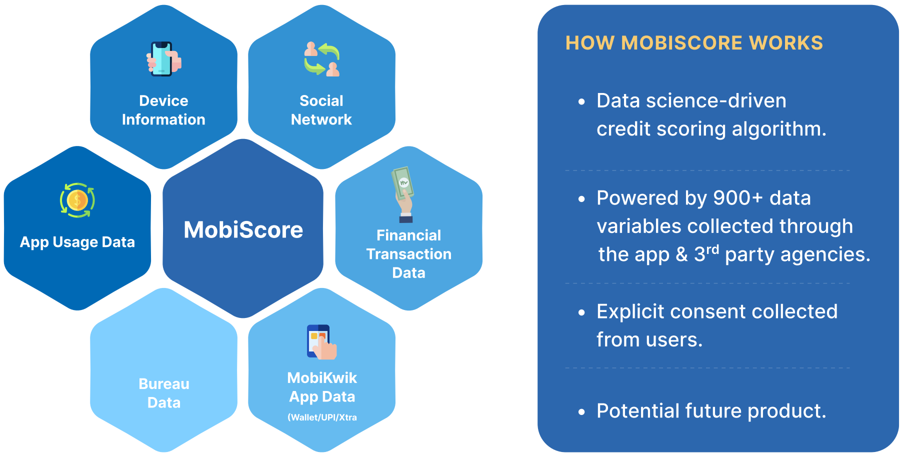


Machine Learning Based Models

- MobiScore

MobiScore is a Machine Learning driven credit scoring model, which is powered by more than 900 raw and derived variables for underwriting and risk assessment of consumers and determine credit limits. We consider data beyond traditional credit scores, including, for example, spending patterns on MobiKwik such as mode of payment, category spends, device information, location history, mobile application usage, financial transactional SMS, bureau information, digital domestic and international spend footprints, telecom data such as carrier, prepaid/postpaid, social footprints etc. Any data, which is used for underwriting is done with explicit consent and following all applicable laws and regulations in India.

Proprietary credit risk algorithm
'MobiScore'



- <u>Behaviour Model</u>

Behaviour model uses advance machine learning algorithm designed to proactively identify the likelihood of default by existing consumers, thereby helps in taking early preventing action (EWS) to minimize the credit loss. Risk score is generated via machine learning algorithm using consumer recent and past spend and transaction data, repayment history, app usage behaviour, sanctioned limit and its utilization etc. Further, it also helps in limit management of lending users.

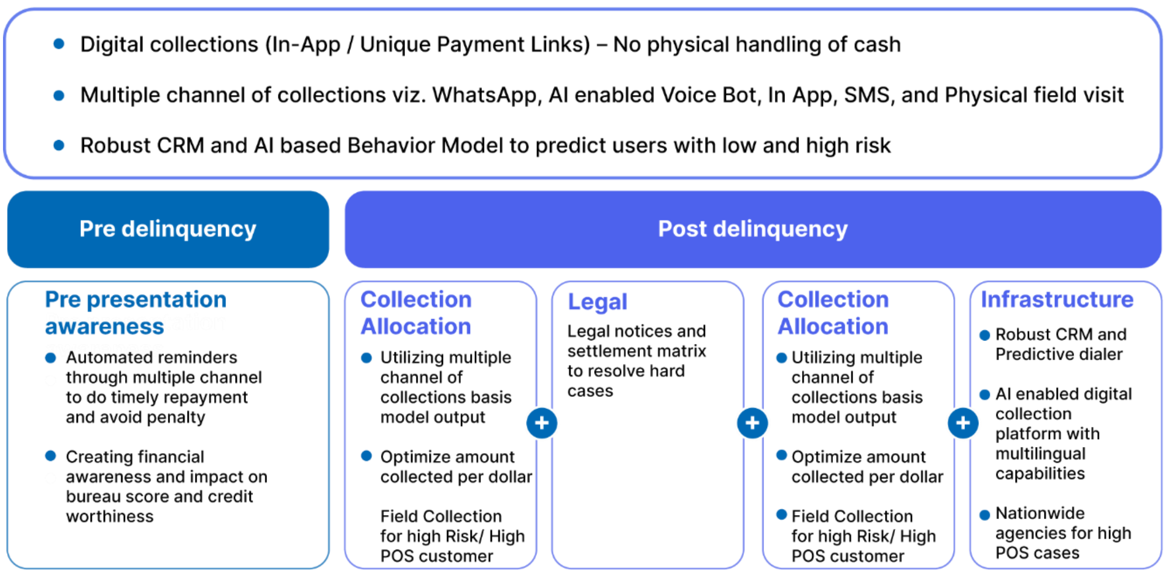
- <u>Face Recognition and Matching Algorithm (FRAM)</u>

Face Recognition and Matching Algorithm (FRAM) developed using combination of multiple deep learning algorithms to enhance secure authentication and protection against fraud users.

- ***Collections***

As of September 30, 2023, we had 35 employees in our collections team. We also have a network of third-party collection agencies across India. Our collection strategy is a combination of AI based digital and physical collection.

Self Serve and Digital Collections



Our collection mechanism relies on the following:

- *Multiple repayment options*: We provide consumers the flexibility to repay the *MobiKwik ZIP* and *ZIP EMI* dues through various modes, such as, wallet, net banking, UPI and debit card.

- *Contactability and Identity*: At the time of *MobiKwik ZIP* and *ZIP EMI* activation, we collect adequate digital and physical contact data of a consumer to enable us to communicate through various methods during the disbursement and repayment process. We utilize alternate data sources such as Credit Bureaus, NSDL/ IT department, consumer's geo location, photographs etc., to enable our collection agent to establish contactability.

- *Machine Learning*: We use machine learning based *Behaviour Model* to determine the collection strategy at an individual consumer level based on payment patterns, outstanding amount, channel preference, contactability, and responsiveness. The model uses more than 50 variables to segregate consumers between low to High-risk buckets.

- *Robust CRM:* We have integrated state-of-art CRM platform to do predictive calling automation and execution of lead management capturing all the dispositions at one place and providing advance analytics against key matrix such as abandon rate, connect rate, answer rate, optimizing productivity per agent etc.

- *AI enabled BOT calling:* Our processes have been designed to ensure minimal human intervention and are automatically triggered based on certain events and action.

We believe our early warning mechanisms, personalised notifications and collection automation which keeps our cost of collection low and repayment rates high.

Certain aspects of our Operational Performance

We have an established track record of delivering strong financial performance. The table below sets out details of our key operational metrics for the six months ended September 30, 2023 and the Fiscals ended March 31, 2023, March 31, 2022 and March 31, 2021:

OPERATIONAL KEY PERFORMANCE INDICATORS	Unit	As of and for the Financial Year ended 31st March			Half Year ended 30th Sep
		2021	2022	2023	H1 - 2024
Platform Spend GMV	Mn.	1,48,303.37	2,36,321.97	2,62,350.26	1,74,319.66
Payment GMV	Mn.	1,18,345.95	1,79,473.88	2,07,250.06	1,41,435.47
Payment Gateway GMV	Mn.	27,974.18	43,362.35	14,072.10	5,288.63
MobiKwik ZIP GMV (Disbursements)	Mn.	1,983.24	13,485.74	41,028.10	27,595.56
ZIP EMI GMV (Disbursements)	Mn.	1,016.19	1,636.42	10,121.73	13,567.84
Registered Users	Mn.	101.37	123.56	139.89	146.94
New Registered Users	Mn.	18.44	22.19	16.33	7.05
Customer Acquisition Cost	Rs.	13.02	17.53	20.30	31.29
Activated - MobiKwik Zip Users	Mn.	0.53	2.44	4.07	4.78
Activated - Zip EMI Users	Mn.	0.21	0.28	0.54	0.78
Repeat MobiKwik Zip Users	%	79.19%	82.89%	90.35%	93.00%
Credit - Partner AUM	Mn.	1,508.26	1,768.17	7,184.89	16,897.43
Wealth - AUA	Mn.	58.22	3,236.84	8,169.98	28,858.88

Notes:

1) *Platform Spend GMV refers to all spends made through all payment and credit products (excluding direct loan disbursal to bank accounts and certain discontinued one-time payment GMV) throughout our platform*
2) *Payment GMV refers to all spends made through different payment products (excluding payment gateway and certain discontinued one-time payment GMV) throughout our platform.*
3) *Payment Gateway GMV refers to the aggregate value of transactions processed through Zaakpay for its Merchants excluding MobiKwik.*
4) *MobiKwik ZIP GMV (Disbursements) refers to the aggregate value of spends through MobiKwik ZIP in the relevant period.*
5) *ZIP EMI GMV (Disbursements) refers to the aggregate value of loan disbursements through Zip EMI in the relevant period.*
6) *Registered Users refers to number of unique devices (laptops, mobile phones etc.) that provided a unique mobile number or email address for registration on MobiKwik platform as of the relevant date.*
7) *New Registered Users refers to the Registered Users added during the relevant period.*
8) *Customer Acquisition Cost refers to total marketing spend comprising of business promotion expenses less user incentives divided by the number of New Registered Users for payments services business in the relevant period.*
9) *Activated - MobiKwik Zip Users refers to the aggregate users who have activated the credit limit under MobiKwik ZIP as of the relevant date.*
10) *Activated - MobiKwik Zip EMI Users refer to the aggregate users who have been sanctioned under the ZIP EMI product.*

11) *Repeat MobiKwik Zip User is calculated as a percentage of repeat users by total transacting users, identified by their unique mobile number and/ or email address, where a MobiKwik ZIP repeat user is any user who has been billed for MobiKwik ZIP at least once before.*
12) *Credit-Partner AUM refers to the total Principal outstanding towards credit products disbursed to our customers by our Lending Partners who have not been delinquent for more than 90 days across all our lending partners.*
13) *Wealth - AUA refersto all investment balances across asset classes (including amount held in bank accounts, Xtra, Mutual Funds, EPF, digital gold, and other investment products) of our users tracked through our platform with explicit consent.*

OUR STRENGTHS AND STRATEGIES

OUR STRENGTHS

Empowering Journeys: Our Company's legacy of providing positive and sustainable consumer experience

Our Company has always invested in creating innovative products that provide value to its existing and growing consumer and merchant network. While each product and services available today on our platform has its own strengths and offers a unique value proposition, our strength is in the journey that the consumer goes through on the platform that provides a positive and sustainable experience for the consumer and profitable business opportunity for our Company.

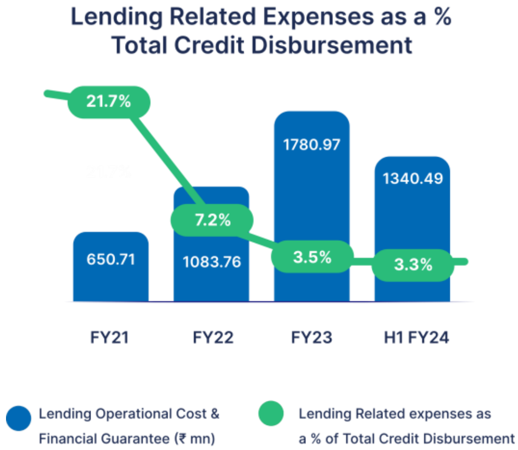
Our approach of putting technology at forefront of our products have helped us create products for consumers that achieve scale through the value they provide to the consumers who use them, therefore allowing us to acquire consumers at extremely low cost. This kickstarts a flywheel that allows good consumers to progress through our platform's offerings, getting access to low cost, products that fit their needs and help fulfil their aspirations, and hence leads to repeated usage. We see this for example, play out in our *MobiKwik ZIP* product that sees an approximately 93% repeat usage rate. This in turn leads to the platform improving its profitability which in turn financially enables and motivates our Company to introduce more innovative and consumer-first products.

Large, engaged consumer base acquired with low CAC

Our Registered Users have grown at a CAGR of 17.47% from 101.37 million as of March 31, 2021 to 139.89 million as of March 31, 2023, while we had 146.94 million Registered Users as of September 30, 2023. We primarily acquire users through the following: (i) SEO (search engine optimization) and mobile ASO (application store optimization) initiatives; (ii) user referrals from a large user base; (iii) brand recall from checkout and POS placement in our diversified merchant network; (iv) high usage of the BBPS platform; and (v) marketing and publicity. This has enabled us to maintain a low CAC per New Registered User at ₹ 20.30 in Fiscal 2023 and at ₹ 31.29 in the six months ended September 30, 2023. We believe that the convenience of using a platform, which also provides access to promotions, discounts and our SuperCash loyalty rewards, is able to effectively engage our consumers and strengthen our consumer retention.

Efficient operational management of loan products distributed by us

One of our Company's strengths lies in the adept management of operational costs for our digital credit products distributed by us, evidenced by a consistent decline over the past three financial years, which has been accompanied simultaneously with a substantial surge in total credit disbursement, underscoring our commitment to responsible and scalable lending practices. Despite the dynamic financial landscape, we have demonstrated an ability to navigate risk effectively, resulting in a noteworthy reduction in all lending related costs. This is represented in the graph below:



The declining trend in lending related expenses is a testament to our robust risk management framework and data-driven approach. The result of such declines results in our Lending Partners' lending related expenses is that such Lending Partners' become confident of our operations, which results in larger limits from such Lending Partners. This efficiency in addition to safeguarding ours and our Lending Partners' financial health, also enhances the overall resilience of the digital credit products distributed by us. As a result, we have successfully struck a balance between mitigating credit risk and facilitating increased credit disbursement, showcasing our capacity for sustainable and controlled growth.

The trust in our brand

We believe we have a strong brand name and recall, across large and small Indian cities. The *MobiKwik Application* remains one of the easiest way to transact across multiple methods. Our offerings include e-commerce, physical retail and bill payments thereby giving us the ability to capture increasing utilization by consumers for daily life payments. We believe that our brand is well entrenched in the digital payments landscape and our consumers associate us with comprehensive digital payments offerings.

Our product, *Xtra*, is witnessing considerable traction. This showcases the amount of trust that our consumers have put in brand MobiKwik. Our Company provides curated wealth and insurance products, exemplified by the rapid growth of *Xtra*, which has accumulated ₹ 13,319 million in AUM, as of September 30, 2023, within 18 months of its launch.

Technology and product first approach to business

We have a technology and product-first approach to business which is powered by our cloud hosted transactional, data and analytical platforms. The large transactional platforms are distributed by design capable of handling high throughput, and uses event driven architecture to manage a large number of events and data which are processed over our data pipelines. Our data platform processes large terabytes of transactional, financial and external data sources which are stored in cloud hosted data lakes for analytical and reporting purposes. We also process large amounts of data which is used to train our inhouse machine learning models leverage deep data science (including machine learning) to continuously drive innovations on our platform for our consumers, merchants and partners. We follow a digital-first and technology-powered approach towards making our products highly personalized, intuitive, simple to use and designed to drive high user engagement.

In Fiscal 2023 and the six months ended September 30, 2023, our engineering and technology team averaged 194 members and 185 members, respectively. Our technology stack has been meticulously developed inhouse leveraging new age technology frameworks and distributed architecture which are from the ground up, seamlessly integrated across all facets of our ecosystem. By independently developing constructing and innovating at every layer of the technology stack, we can swiftly launch products and services, incorporate various product features, provide integrated and synergistic offerings, manage large-scale operations, and achieve high success rates and ensure high system availability or uptime stability. This combination of robust technology platforms and multiple product features significantly enhances the overall experience for both consumers and merchants within our ecosystem.

The core of our product decision making is access to quality data. Our robust data platform built on top of large near real-time data pipelines and is supported by analytics, engineering and data science teams, ensures that we are able to run meaningful experiments supported by real retention and consumer lifetime value data.

We have a very comprehensive data science and machine learning capabilities, which leverages data from internal platforms and external sources, performs state of the art feature engineering to identify the key model variables and those are used in machine learning models which internally uses decision trees, regression techniques, clustering and neural networks. These investments in our machine learning driven algorithms allow us to optimise payment processing, tailor consumer experiences on the *MobiKwik Wallet*, predict risk in loan products and predict propensity to buy wealth-tech and insurtech products. Our technological knowledge has also helped us shape *Lens*, where we were able to leverage the account aggregator technology to provide the consumers with a product that assists our consumers with their understanding of their money and aids them in their financial wellness.

Our product, data, engineering and design teams work closely together to develop and launch innovative product features on our platform at a rapid pace in order to stay relevant and competitive. Our Founder Promoter, Managing Director and Chief Executive Officer, Bipin Preet Singh, leads this team and inspires them to develop one of the best digital financial services platforms in India.

OUR STRATEGIES

Our long term growth strategies are summarised below:

Scaling existing products

In our aim for sustained growth and market dominance, our strategic focus centres on the expansion and refinement of our existing business segments. Firstly, we aim to target larger revenue pools by enhancing efficiency in consumer acquisition. Initiatives to maintain our CAC through optimized marketing strategies and data-driven insights will ensure a more resourceful approach to reaching our target audience.

Our expansion strategy emphasizes responsible growth through rapid scaling. A key aspect of this growth strategy lies in risk mitigation, keeping non-performing assets in our digital credit products in check and emphasizing our proactive risk management practices.

By prioritizing sustainability and profitability, we position ourselves for long-term success. This strategy encapsulates our commitment to strategic innovation, responsible growth, and financial excellence, setting the stage for our position as a force in the dynamic fintech landscape.

Expanding product portfolio in existing business lines

In pursuit of sustained growth and diversification, our strategy encompasses the exploration and integration of new product lines, unlocking fresh revenue streams for our Company. Firstly, we identify and target large revenue pools with millions of potential consumers. This initiative is underpinned by our demonstrated ability to successfully execute and navigate the credit and payments landscape, setting the stage for replicating our learnings in other promising segments. Leveraging our existing consumer base, particularly the digitally savvy clientele, provides a strategic foundation for introducing innovative products and services. Our commitment to launching a diverse portfolio of profitable products within payments, credit, wealth management and insurance segments aligns with our vision to tap into substantial revenue opportunities and meet evolving market demands. We aim to target growth in the high yielding credit business. Below are the products that are currently in development:

<u>Products for our Payments business</u>

- Soundbox and POS/EDC machines: These are being offered to our merchants with an aim to increase merchant acquisition and retention, along with building a stream of recurring rental revenues; and

- Credit on UPI Pay with Rupay credit on UPI giving consumers access to credit via UPI payment rails.

<u>Multiple new products for growing the Digital Credit distribution business</u>

- MCA: While our focus has been on monetising the consumers, this is our first foray into monetising our merchant network. This will also help in retention of merchants as to satisfy their need for credit, they will not move to other platforms.

- Consumer durable loans: Consumer focused digital credit products specifically designed for purchase of consumer durables. Cheaper form of credit for end use controlled spending that would be significantly cheaper than unsecured credit otherwise available on our platform.

Products in wealth-tech

- *Lens*: Built on the account aggregator framework, this product allows people a comprehensive window into their finances using their bank account data. This product acts as their personal financial manager, allowing them a comprehensive look into their platforms, we hope this would allow them to choose more appropriate financial products. We would eventually want to build a layer on top of this offering using AI, that would allow us to nudge consumers towards a product that is more suitable for their requirements and circumstances.

Our strategy further involves a meticulous focus on large revenue pools associated with significant consumer pain-points. By highlighting market sizes, consumer pain-points, and untapped opportunities in various business lines, as outlined in the *RedSeer Report*, we aim to identify white-space areas where we can potentially make long-term market entries. Moreover, we plan to attack large revenue pools with adjacencies to our existing credit and payments businesses, such as insurance and wealth management. This approach ensures that we are able to effectively cater to the needs of all our consumers, in a systematic and profitable manner.

Expansion of our payment aggregator business

An important component of our strategy involves scaling our payment aggregator business, Z*aakpay*, pursuant to securing the in-principle approval of the payment aggregator from the RBI. This was an important business vertical for us until Fiscal 2022 with a GMV of over ₹ 43,000 million in Fiscal 2022, which suffered a severe reduction in business, due to rejection of application for a payment aggregator license by the RBI. We aim to accelerate onboarding of merchants and offer them a comprehensive payments experience. We also see this as a unique opportunity to extend our product to a broader spectrum of merchants, including those that are currently untapped and operate offline, by empowering them with a secure and efficient payment solution and enabling them to handle the complexities of payment processing.

We aim to augment the capabilities of our platform by facilitating transactions as well as by aiming to enhance the overall financial experience for our valued partners. This strategic approach underscores our dedication to staying at the forefront of innovation and continuously improving our offerings to meet the evolving needs of the merchant community.

Continuous focus on profitable growth

MobiKwik has created a product and technology led platform that allows us to offer a curated but comprehensive financial product portfolio to its acquired consumers. With each consumer that is added or product offering that has expanded, the platform’s value to both the consumer and the merchant increases that is indicative of the inherent operating leverage that fundamentally exists for all platform-oriented businesses. As of six months ended September 30, 2023, our revenue from operations on a consolidated basis was ₹ 3,810.88 million, with ₹ 205.39 million as EBITDA and ₹ 94.78 million as our profit for the six months ended September 30, 2023.

Our Team

We are led by a professional and experienced management team comprising qualified Key Managerial Personnel and Senior Management Personnel. Our co-founder, managing director and chief executive officer, Bipin Preet Singh, has experience in semiconductor and fintech industries and Upasana Taku, our co-founder, Executive Director, Chairperson, and Chief Financial Officer has experience in fintech services and payment space. Chandan Joshi is the co-founder and chief executive officer of our payments division and has prior experience in financial services, and logistics. Anurag Jain is the Vice-President lending and data of our Company and has has experience in risk management and lending to consumers as well as MSMEs with leading NBFCs/Banks/Fintech. Saurabh Dwivedi, our Senior Vice President, technology, has prior experience in technology development. Mohit Narain is COO of our payments business and has prior experience in technology, product management, business development and overall organisational growth.

We are led by professional and experienced Promoters and senior management team with significant expertise in the technology and financial services industries. For further information, "*Our Management*" on page 265.

SECURITY AND DATA PRIVACY

We are a fintech company and place an emphasis on data privacy and security of our consumers and merchant partners. We undergo numerous cyber-security and compliance audits, including the Payment System Data Storage – System (PSDSS) Audit compliance mandate driven by RBI & NPCI, the Information System Audit as under RBI-PPI Master Directions and under Payment Card Industry Data Security Standard (PCI DSS). In addition, we have obtained the ISO/IEC 27001:2013 as per international standard to manage information security.

We strive to follow the best industry practices to ensure data privacy and security, have implemented the following measures:

- ***Data Security***: We store our data within a SOC 2 compliant data center, employing multi-layered access controls with firewalls and role-based permissions. All PII and card data is securely stored using encryption at rest and data anonymization techniques, Additionally, all data values are accessed through a transport layer security (TLS) in transit.

- ***Application Security*****:** To ensure security of our application, we conduct rigorous security assessments for all our product releases. Our assessments include both internal and external security experts performing thorough pen testing assessments, and internal quarterly and bi-annual external security assessments as per audit and compliance requirements. We also maintain PCI DSS compliance through regular Approved Scanning Vendor (ASV) scans, internal vulnerability assessment, and penetration testing (VAPT). Our internal security team regularly conducts penetration testing to proactively identify and address vulnerabilities. Moreover, we secure our Android and iOS mobile apps from rooting and jailbreaking.

- ***Network and Infrastructure Security/Audit***: We have implemented a number of safeguards to bolster the security of our network and infrastructure systems. To prevent unauthorized access through private / public networks, we have setup and restrict firewall. Our network is also segmented to restrict access solely to authorized personnel. All systems processing card information are deployed in a separate segment. Additionally, we have implemented Web Application Firewalls to analyze and filter web traffic based on specific rules and threshold values. Also, measures have been put in place to ensure the protection of our systems, data and network to prevent unauthorized access.

- ***Data Access and Recovery****:* We maintain disaster recovery and backup of data to prevent data loss, ensure high availability through real-time data replication, and monitor privileged access control with proper audit.

- ***Information security and Incident Management Policy and Response Procedure***: Our efficient Information security, incident and change management processes ensure timely responses to issues, prioritizing based on impact and SLAs.

In addition, we have taken steps to enhance our data security measures. These include: (i) implementing a more detailed logging framework across our infrastructure, (ii) enhancing cloud security implementation, (iii) detecting real-time misconfiguration and anomalies and threats in network traffic, (iv) ensuring strong data encryption standards throughout our systems, and (v) implemented a Security Operations Center (SOC) to maintain security by monitoring and investigating suspicious activities.

OPERATIONAL AGREEMENTS

Our typical arrangements with merchants for our financial services and payment services, Lending Partners and consumers are as follows:

- **Agreements with Merchants**

Consumer Payments (MobiKwik Wallet)

We enter into non-exclusive merchant agreements, which permit merchants to use the *MobiKwik Wallet* and 'pay by' *MobiKwik Wallet* service as a payment option on the payment channels offered by them to their consumers for processing payments for the transactions made by their consumers on their website and mobile application. These agreements typically range for a period of one to three years and are subject to extension on mutually agreed terms. We are responsible for collating and maintaining records of payment details of the consumer and authorization of the payment when the consumers decides to use the 'pay by' *MobiKwik Wallet*. However, the right to accept or cancel a transaction after the consumer has used the services shall vest with the merchant.

In consideration of the services provided by us, we are entitled to charge a merchant fee to the merchant when a consumer successfully purchases goods or services from the merchant and pays through the *MobiKwik Wallet*. After deducting the merchant fee, we are required to transfer the remaining amount to the bank account of the merchant. The merchant fee maybe modified from time to time on mutually agreed terms. In addition, we also charge certain merchants an annual maintenance fees.

- **Agreement with Lending Partners**

We act as a distributer, including in connection with facilitating loans for consumers, for our Lending Partners on a non-exclusive basis and are required to expressly convey to the consumer that our Lending Partners are extending the credit facility. Key services provided by us under these agreements include: (i) sourcing, processing and collection of documents/ KYC requirements which involves identifying and reaching out to potential consumers; (ii) monitoring and collections, which involves monitoring of loan disbursement and assist in the recovery from the consumer for the repayment of the loan amount; (iii) acting as a recovery agent for the purposes of collecting amounts due and/ or payable; and (iv) providing transaction statements within a few days or on a real-time basis to the Lending Partner stating the mutually agreed details of each consumer to whom a loan has been granted, the aggregate amount of the loan and interest recovered and the amount of fees payable to us. Such agreements are typically for a period of one to three years and may be extended for a further period on mutually agreed terms.

We are also responsible for obtaining specific consent from our consumers to allow us to share their information with our Lending Partners in order to determine the credit worthiness. Our Lending Partners also conduct their own consumer verification and shall have the right to approve or reject the consumer loan application at their sole discretion. In addition, we place a specified percentage of the total loan amount provided by our Lending Partners in a fixed deposit with a scheduled commercial bank 'under lien' to the Lending Partner or issue an irrevocable and unconditional bank guarantee in favour of our Lending Partners, as applicable and subject to the terms of the respective agreements.

- **Agreements with Consumers**

Consumers using and accessing our platform are bound by the terms of use, including privacy policy ("**Terms**"), available on our platform. These Terms provide that the consumers' access to our platform will be at sole discretion of *MobiKwik* and our Company shall reserve the right to modify the Terms at any time without providing any prior notice. In accordance with the Terms, consumers also give consent to *MobiKwik* to collect KYC documents from public sector undertakings and Government agencies on their behalf.

MARKETING AND BRAND AWARENESS

We have and intend to continue to take measures to make the *MobiKwik* brand more visible on online and offline channels in order to increase our brand awareness. We focus on online activities, including social media posts and influencer campaigns, and offline touchpoints, such as, QR code and merchant posters. We also focus on promoting our brand through partnerships or alliances with various consumer packaged brands, ecommerce partners and strategic business-to-business partners. We follow an omni-channel approach by utilizing both traditional and contemporary forms of media channels to promote such initiatives. We undertake various 'above-the-line' marketing activities, such as, television and print advertisements, as well as 'below-the-line' marketing activities, such as, QR stands and standee, which we undertake along with our partners, which have enabled us in reaching and engaging with our target consumer base and building brand credibility. Our sales and marketing teams regularly engage with our online, retail and utility partners through monthly or joint business plans, which provides details of our marketing campaigns and strategies. We also believe that our employees play an important role as brand advocates and put significant effort towards engaging with them, following transparent policies and creating growth opportunities.

Our marketing activities are primarily focused on expanding coverage of consumers and merchants, strengthening consumer engagement, and enhancing consumer and merchant value proposition. We engage with our existing consumers through push notifications, SMS, emails and other marketing collateral in order to inform them regarding our brand initiatives and promotion offers, which we collaborate with our online and retail merchant partners. We leverage our large and diverse merchant network to provide us with the flexibility to offer exclusive offers to our consumers.

We believe our strong brand recognition provides us with significant organic consumer traffic and a cost-efficient marketing channel. Historically, we have grown through organic and consumer-driven means and further accelerated this organic growth with promotions, discounts, and our loyalty rewards program *SuperCash*. In Fiscal 2021, Fiscal 2022 and Fiscal 2023 and the six months ended September 30, 2023, our marketing spend (comprising advertising and business promotion expenses) accounted for 0.58%, 0.48%, 0.34% and 0.27% respectively, of our Platform Spend GMV.

Our brand has received various awards and recognitions, including, Part of IDC Financial Insights Asia/Pacific First Fintech Fast 101 list for 2020, ET Iconic Brand of the Year in 2018 and 'Start-Up of the Year' award at the AWS Mobility Awards 2017 by YourStory. See, "*History and Certain Corporate Matters – Awards and accreditations*" on page 252.

CONSUMER SERVICE

We focus on ensuring a good consumer experience on our platform. Our consumer service team is dedicated in resolving simple and complex queries and provide 24/7 support to the consumers. Our dedicated team of consumer service associates provide an omnichannel support through email, telephone, tickets, chat and social media. We also offer self-service tools and use machine learning enabled chatbot which provides automated and real time responses to solving consumer queries. We also utilize the consumer feedback collected and analyse it through our in-house consumer relationship management system to provide quick, easy and customized support.

We have a strong focus on 'net promoter score' and our teams are incentivized to improve NPS across all categories of consumer experiences.

COMPETITION

The fintech industry is fast growing, highly innovative and competitive and has been fuelled by the introduction of new technologies, innovative products, disruptive market players, and regulatory interventions, among various other factors. (*Source: RedSeer Report*). Many areas in which we compete evolve rapidly with innovative and disruptive technologies, shifting consumer preferences and needs, price sensitivity of merchants and consumers, and regular introductions of new products and services. We face intense competition, principally from other mobile wallet companies, financial technology companies, payment service providers, including commercial banks that issue payment cards or provide QR codes for payments, and, digital lending companies and companies providing similar technology or distribution-driven financial services in India.

We aim to create value for consumers, merchants, and other partners by offering competitive and differentiated products and services through the *MobiKwik* platform in order to maintain and grow the number and engagement of consumers and merchants. We compete to attract, engage and retain consumers based on the variety and value of digital payment and financial products available on the *MobiKwik* platform, and the overall consumer experience and security of the *MobiKwik* platform. We compete to attract and retain merchants based on the scale and the engagement of consumers on our platform as well as based on the convenience, quality and the innovative nature of our products and services to merchants.

Further, as we develop new businesses and expand into new sectors and regions, we may face competition from major players in those sectors and regions. Some of our current and potential competitors include large companies that may have longer operating histories, better name recognition, greater ability to influence industry standards, access to larger consumer bases and significantly greater financial, sales and marketing, technical and other resources than we have. Key competitors across our business segments include organisations such as: (i) Payments, bills and recharge– PhonePe, Paytm, Airtel Payments Bank and Freecharge, and others; (ii) Lending –

PhonePe, Paytm, Freecharge and Amazon Pay; and (iii) Investments – PhonePe, Paytm and Freecharge *(Source: RedSeer Report).* Please see, "*Risk Factors – We face substantial and increasingly intense competition in the fintech industry. If we are unable to compete effectively, our business, financial condition, results of operations and prospects would be materially and adversely affected.*" on page 38.

INTELLECTUAL PROPERTY RIGHTS

As of the date of this Draft Red Herring Prospectus, our Company had obtained 10 registered trademarks, including *MobiKwik* under the Trade Marks Act, 1999. Our Company has also applied for 12 trademark applications, including, , and , under various classes in India and such applications have objections pending against them before the Registry of Trademarks, which are under the process of clarification and resolution. In addition, our subsidiary, Zaak ePayment Services Private Limited had obtained eight registered trademarks, including *Zaakpay,* under the Trade Marks Act, 1999. See, "*Risk Factors – We may be unable to successfully protect our intellectual property rights from being infringed by others, including competitors*" on page 54.

HUMAN RESOURCES

We follow an employee centric approach and believe that our employees are our strongest brand attribute. We endeavour to cultivate a working environment that is built on the principles of transparency and collaboration, is dynamic and fun, and rewards ingenuity, innovation and performance. We strive to be an 'equal opportunity employer' and are highly conscious with respect to the employment of women and ensuring diversity and inclusion across our businesses. In terms of gender diversity, approximately 24% of our permanent employees were women, as of September 30, 2023. We focus on hiring young and creative employees and the average age of our permanent employee base was 30.14 years, as of September 30, 2023.

As of September 30, 2023, we had 1233 employees, including 604 permanent employees and 629 contract employees. The following table provides the breakdown of our permanent employees by function, as of September 30, 2023:

Function	**Number of Permanent Employees**
Technology	179
Operations	236
Marketing and Sales	86
Corporate	103
Total	604

None of our permanent employees are represented by a labour union or covered by a collective wage bargaining agreement and we have not experienced any major work stoppages due to labour disputes or cessation of work in the last three years.

INSURANCE

We have obtained insurance policies that we believe are customary in our industry and provide for commercially appropriate insurance coverage for a variety of risks. We have obtained a group health (floater) insurance policy that covers our employees, their spouses and upto four dependent children, and provides indemnification of medical expenses. We have also obtained a group personal accident policy that covers employees and their nominee/ legal hire in the event of, among others, death or disablement. We have a corporate cover policy covering risk against, among others, standard fire and special perils, and burglary in relation to our office related equipment. Further, we have obtained a fidelity guarantee insurance policy covering our employees. In addition, we have obtained a directors and officers liability insurance policy.

However, our insurance policies may not be able to cover all of our losses and we cannot provide any assurance that we will not incur losses or suffer claims beyond the limits of, or outside the relevant coverage of, our insurance policies. See "*Risk Factors – Our insurance coverage could prove inadequate to satisfy potential claims or protect us from potential operational hazards and losses which may have a material adverse effect on our financial condition, results of operations and cash flows*" on page 63.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

As we move towards our goal of democratizing financial services to create a more equitable and inclusive economy, we are committed to responsible innovation and management of our key social and environmental and governance opportunities. We seek to integrate our business values with our operations so we may undertake our business activities in an ethical and transparent manner. Further, we seek to improve our fulfilment of social responsibilities and enhance our economic practices in an attempt to create a positive impact on the society.

PROPERTIES

We operate entirely out of leased premises or co-working spaces and do not own the underlying property for any of our offices in India, including our registered office and corporate office. Our Registered and Corporate office is located at Unit 102, 1st Floor, Block-B, Pegasus One, Golf Course Road, Sector-53, Gurugram, Haryana-122003, India, for which we have entered into a lease agreement for a period of six years from October 27, 2021.

KEY REGULATIONS AND POLICIES

The following description is a summary of certain key regulations and policies in India which are applicable to our operations. The information detailed in this section has been obtained from publications available in the public domain. The description of the regulations disclosed 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 information in this section is based on the current provisions of applicable laws in India that are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

Under the provisions of various Central Government and State Government statutes and legislations, our Company is required to obtain and regularly renew certain licenses or registrations and to seek statutory permissions to conduct our business and operations. For details, see *"Government and Other Approvals"* beginning on page 421.

Laws in Relation to our business

The Payment and Settlement Systems Act, 2007 ("PSSA")

The Payment and Settlement Systems Act, 2007 regulates and supervises the payment systems in India and designates the RBI as the authority for that purpose, and for matters connected therewith or incidental thereto. Under the PSSA, a "payment system" has been defined as a system that enables payment to be effected between a payer and a beneficiary, involving clearing, payment or settlement service or all of them. A "payment system" includes systems enabling credit card operations, debit card operations, smart card operations, money transfer operations or similar operations, but does not include a stock exchange.

Under the PSSA, it is mandatory to secure authorisation from the RBI for commencement and/or operation of a payment system. An authorisation may be revoked by the RBI for any contravention of the provision of the PSSA or the regulations thereunder, or for any failure to comply with the directions of the RBI, or operates the payment system contrary to the conditions based on which the authorisation was issued. The PSSA provides that the RBI shall give the system provider a reasonable opportunity of being heard before revocation of authorisation, however, the same is not applicable when the RBI considers it necessary to revoke the authorisation in the interest of the monetary policy of the country, or for other reasons which it may specify in the order. The RBI is also empowered to lay down the standards regarding the format of payment instructions, and the size and shape of such instructions, timings to be maintained, manner of transfer of funds within the payment systems membership criteria, and other standards. The RBI is also empowered to call for returns, documents, and other information from the system provider, and to inspect the premises and access the equipment and documents of the provider.

The PSSA casts a duty on system providers to disclose to existing and prospective system participants the terms and conditions, including charges and limitations of liability under the payment system. It is also mandatory for system providers to keep the documents in the payment system confidential. Operating a payment system without authorisation or failure to comply with the terms and conditions under the authorisation is punishable with imprisonment for a minimum term of one month up to ten years, or with fine up to one crore rupees or with both and with a further fine which may extend to one lakh rupees for every day of contravention. Failure to produce any statement, information returns or other document that may be called for by the RBI or is punishable with, the higher of a penalty up to ten lakh rupees, or an amount equal to twice the amount involved in the contravention, and a continuing penalty of up to twenty fine thousand rupees for every subsequent day in which the contravention continues. Disclosure of confidential information in violation of the PSSA is punishable with imprisonment of up to six months or a fine which up to five lakh rupees, or an amount twice the amount of the damages incurred by the act of disclosure. Where the offence is committed by a company, every person who was in-charge of, and was responsible to, the company for the conduct of the business of the company shall be deemed guilty unless proven that such violation took place without their knowledge, and they exercised all due diligence to prevent it.

Payments and Settlement Systems Regulations, 2008 ("PSS Regulations")

The PSS Regulations were enacted to give effect to the provisions of the PSSA. The PSS Regulations contain the instructions regarding the manner in which applications and authorisations under the PSSA are to be made. They provide that an application for grant of an authorisation certificate for commencing or carrying on a payment system must be made to the Chief General Manager of Department of Payment and Settlement Systems, RBI at Mumbai. The Regulations also make it mandatory for every system provider to submit returns, documents and other information as the Bank may require, to the Department of Payment and Settlement Systems, Central Office, Mumbai. Further, it is mandatory for each system provider to furnish a copy of its audited balance sheet together with a copy of the profit and loss account for the year and a copy of the Auditor's report, within three months from the date on which its annual accounts are closed and balanced.

In August, 2021, the RBI introduced a framework for the Outsourcing of Payment and Settlement-related activities by Payment System Operators (**"PSOs"**), to put in place the minimum standards to manage risks in outsourcing of payment and/or settlement-related activities (including other incidental activities like on-boarding customers, IT based services, etc.). It is now essential that the PSO, which is outsourcing its activities, ensures that it exercises due diligence, puts in place sound and responsive risk management practices for effective oversight, and manages the risks arising from such outsourcing of activities, and that outsourcing arrangements do not impede its effective supervision by RBI. Further, the PSOs shall not outsource core management functions, including risk management and internal audit and compliance and decision-making functions such as determining compliance with KYC norms. In addition, to outsource any of its payment and settlement-related activities, the PSO shall have a board-approved comprehensive outsourcing policy, which incorporates, inter-alia, criteria for selection of such activities and service providers; parameters for grading the criticality of outsourcing; delegation of authority depending on risks and criticality; and, systems to monitor and review the operation of these activities.

Bharat Bill Payment System Guidelines ("BBPS Guidelines")

Bharat Bill Payment System (**"BBPS"**) is an integrated bill payment system which offers interoperable and accessible bill payment services to customers through a network of agents, enabling multiple payment modes, and providing instant confirmation of payment. The policy guidelines for the BBPS system were issued by the Reserve Bank of India on November 28, 2014. The BBPS operates as a tiered structure with a single Bharat Bill Payment Central Unit (BBPCU) and multiple Bharat Bill Payment Operating Units ("**BBPOUs"**). BBPOUs are authorised operational units, which are required to operate in adherence to the standards set by the BBPCU, facilitating bill payments online as well as through a network of agents, on the ground.

Banks and non-bank entities presently engaged in any of the above bill payment activities falling under the scope of BBPS and are desirous of continuing the activity are mandatorily required to apply for approval / authorisation to Reserve Bank of India under the Payment and Settlement Systems Act, 2007. To function as a BBPOU, the non-bank entity must be a company incorporated and registered in India, and should have a net worth of at least ₹250 million as per the last audited balance sheet, which must be maintained at all times, and its Memorandum of Association must cover the proposed activity of operating as a BBPOU, and must have domain experience in the field of bill collection / services to the billers, and relevant experience in transaction processing for a minimum of one year. In case of any Foreign Direct Investment (FDI) in the applicant entity, necessary approval from the competent authority as required under the policy notified by the Department of Industrial Policy and Promotion (DIPP) under the consolidated policy on FDI and regulations framed under the Foreign Exchange Management Act (FEMA) must be submitted while seeking authorization.

The nature of transactions in the tiered model of centralised bill payments system has been classified into ON-US (the biller and payment collecting agent belong to same BBPOU) and OFF-US (the biller and the payment collecting agent belong to different BBPOUs) transactions. Under the centralised bill payments system, the BBPOUs take care of ON-US transactions. For OFF-US transactions, the BBPCU handles all the OFF-US transactions reported by all BBPOUs and arrives at appropriate settlement for each biller across various BBPOUs.

Under the BBPS, the BBPOUs are required to disclose all important terms and conditions in clear and simple language comprehensible to the customers of various billers/users of its services. These disclosures include all charges and fees associated with the use of bill payment facility, and the customer service telephone numbers and website URL. Other roles and responsibilities of the BBPOUs include: on-boarding of billers and aggregators as per standards/rules, appointment of agents; carrying out due diligence (as per processes and rules set out for appointment of sub-agents); and ensuring confidentiality and privacy standards are in place; infrastructure development - application development, including APIs where required, by respective BBPOUs – in adherence to standards set by the BBPCU; transaction handling - safety and security of transactions, verification of biller information, adherence to transaction flow standards/rules set by the BBPCU; handling customer grievances and disputes as per set procedures and standards for billers / agents / end-customers; and value-added services – providing MIS and reporting and other services to the billers/aggregators/agents. Further, BBPS must ensure compliance with all extant regulatory guidelines issued by the RBI.

Reserve Bank of India Master Directions on Prepaid Payment Instruments, 2021 (MD-PPIs)

In exercise of the powers under Section 18 read with Section 10(2) of the PSSA, RBI has issued the Master Direction on Issuance and Operation of Prepaid Payment Instruments. PPIs are instruments that facilitate purchase of goods and services, including financial services, remittances facilities, etc., against the value stored on such instruments, and are classified under two types: Small PPIs, which are issued by banks and non-banks after obtaining minimum details of the PPI holder, and are used only for purchase of goods and services, and do not permit fund transfer and cash withdrawal; and Full-KYC PPIs, which are issued by banks and non-banks after completing KYC, and may be used for purchase of goods and services, fund transfer, and cash withdrawal. No entity is allowed to set up and operate payment systems for issuance of PPIs without prior approval/authorisation of RBI. Non-banks that comply with the eligibility criteria, including those stipulated by the respective regulatory department of RBI, shall be permitted to issue PPIs after obtaining authorisation from RBI. Non-banks, regulated by any of the financial sector regulators, seeking authorisation from the RBI under the PSS Act shall apply to the DPSS, CO, RBI, Mumbai along with a 'No Objection Certificate' from their respective regulator, within 30 days of obtaining such clearance.

PPI issuers are required to follow the Know Your Customer, Anti Money Laundering, and Combating Financing of Terrorism guidelines issued in the Master Direction – Know Your Customer Direction, 2016, ensure compliance with the provisions of the Prevention of Money Laundering Act, and maintain a log of all the transactions undertaken using the PPIs for at least ten years. This data shall be made available for scrutiny to RBI or any other agency/agencies as may be advised by the RBI. The PPI issuer shall also file Suspicious Transaction Reports (STRs) to Financial Intelligence Unit – India (FIU-IND). PPI issuers are mandated to disclose all important terms and conditions in clear and simple language to the holders while issuing the instruments, including expiry period, terms and conditions, pertaining to expiration of the instrument, and all charges and fees associated with the use of the instrument. For PPIs issued by bank and non-bank PPI issuers, the customers have recourse to the Integrated Ombudsman Scheme, 2021 for grievance redressal. All non-bank entities seeking authorisation from RBI under the PSSA shall have a minimum positive net worth of Rs. 5 crores as per the latest audited balance sheet at the time of submitting the application. Thereafter, by the end of the third financial year from the date of receiving final authorisation, the entity shall achieve a minimum positive net worth of Rs. 15 crores which shall be maintained at all times. PPI issuers are also required to put in place adequate information and data security infrastructure and systems, guided by a board-approved Information Security Policy for prevention and detection of frauds. PPI issuers are required to review the security measures (a) on on-going basis but at least once a year, (b) after any security incident or breach, and (c) before / after a major change to their infrastructure or procedures.

PPI issuers are now also required to have a board approved policy for achieving PPI interoperability, through UPI (where PPIs are issued in the form of wallets), or cards (physical or virtual), where the cards shall be affiliated to the authorised card networks. PPI issuers shall ensure adherence to all guidelines/requirements of card networks/ UPI in terms of reconciliation of positions at daily / weekly / monthly or more frequent basis, as the case may be, and shall adhere to all dispute resolution and customer grievance redressal mechanisms as prescribed by the card networks/ NPCI. Further, the MD-PPIs lays down conditions that PPI issuers must follow with respect to validity and redemption, deployment of money collected, handling of refunds, and customer protection and grievance redressal framework.

Further, as part of the Vendor Risk Management, PPI issuers shall adhere to the relevant legal and regulatory requirements relating to geographical location of infrastructure and movement of data out of borders. PPI issuers shall put in place a formal, publicly disclosed customer grievance redressal framework, including designating a nodal officer to handle the customer complaints / grievances, the escalation matrix and turn-around-times for complaint resolution.

Guidelines on Regulation of Payment Aggregators and Payment Gateways, 2020 ("PAPG Guidelines")

Payment Aggregators (PAs) are entities that facilitate e-commerce sites and merchants to accept various payment instruments from the customers for completion of their payment obligations without the need for merchants to create a separate payment integration system of their own. Payment Gateways (PGs) are entities that provide technology infrastructure to route and facilitate processing of an online payment transaction without any involvement in handling of funds.

To meet the eligibility requirement, PAs as on the date of the issuance of the PAPG Guidelines need to achieve a net-worth of ₹ 150 million by March 31, 2021 and a net-worth of ₹ 250 million by the third financial year, i.e., on or before March 31, 2023 which shall be maintained at all times thereafter. The PAPG Guidelines state that the

PAs shall be professionally managed, and the promoters of the entity have to satisfy the 'fit and proper criteria' prescribed by RBI. PAs shall have a Board approved policy for merchant on-boarding and shall undertake background and antecedent checks before onboarding merchants. PAs will be responsible for making sure that the merchant's infrastructure is compliant with Payment Card Industry-Data Security Standard (PCI-DSS) and Payment Application-Data Security Standard (PA-DSS) and does not store customer card credentials.

The PAPG Guidelines also provide "*baseline technology-related recommendations*" on aspects such as security and information technology systems, information security governance, data security standards, security incident reporting, information technology governance, risk assessments, etc. Apart from the security-related recommendations, certain other recommendations include restrictions on storage of customer card credentials, instructions on storage of payment system data, refunds to be made and authentication of cards. PAs are required to mandatorily adopt these recommendations.

Non-bank PAs shall maintain the amount collected by them in an escrow account with any scheduled commercial bank. PAPG Guidelines also list out the permissible credits and debits to the escrow account and the timelines for settlement with the merchant. Amounts deducted from the customer's account shall be remitted to the escrow account maintaining bank on a Tp+0 / Tp+1 basis, where 'Tp' is the date of charge/debit to the customer's account against the purchase of goods/services.

Further, the PAPG Guidelines prohibit PAs and merchants from storing customer card credentials within their database or the server accessed by the merchant. They shall comply with data storage requirements as applicable to Payment System Operators (PSOs). Through a circular dated September 7, 2021, the RBI has stated that no entities in the card transaction/ payment chain, other than card issuers and/ or card networks may store actual card data, and that by January 1, 2022, any previously stored data shall also be purged. Only the last four digits may be stored for tracking and reconciliation process. Further, additional enhancements have been mandated in order to make the tokenisation framework already applicable more robust.

RBI's Guidelines on Digital Lending, 2022 ("Digital Lending Guidelines")

The Digital Lending Guidelines regulate digital lending that can be defined as a remote and automated lending process, largely by use of seamless digital technologies for customer acquisition, credit assessment, loan approval, disbursement, recovery, and associated customer service. It mandates that all loan servicing and repayment must be executed by the borrower directly to the lender's bank account without any pass-through account or pool account of a third party, unless regulatory or statutory mandate provides to the contrary. Further, it mandates that disbursements from the lender to the borrower must always be made into the bank account of the borrower except when such transaction is covered exclusively under statutory or regulatory mandate of any regulator, or when the flow of money is between the lenders in a co-lending transaction, or in case, disbursals are for a specific end use, wherein, the loan is directly disbursed into the bank account of the end-beneficiary. Additionally, it mandates the regulated entities ("**REs**") to ensure that disbursal is not made to a third-party account, including the accounts of the lending service providers and the digital lending apps/ platforms. Guidelines mandate lenders to provide a pre-contract Key Fact Statement (KFS) for digital lending products, including Annual Percentage Rate (APR), fees, grievance details, recovery mechanism, and cooling-off period. It also mandates lenders to audit borrower creditworthiness before loans and prevent automatic credit limit increases without explicit consent.

The DL Guidelines define a "lending service provider" (LSP) as an agent of a lender who carries out one or more of its functions or part in customer acquisition, underwriting support, pricing support, servicing, monitoring, recovery of specific loan or loan portfolio on behalf of it ‹in conformity with extant outsourcing guidelines issued by the Reserve Bank. It mandates that the lender must inform the borrower at the time of sanctioning the loan and passing on the recovery responsibilities to an LSP of the details of the LSP acting as a recovery agent who is authorized to approach the borrower for recovery.

The DL Guidelines define a "digital lending platform" (DLP) as mobile and web-based applications with user interface that facilitate digital lending services. The lender must ensure collection of data by the DLP is need-based with explicit borrower consent, and only basic identification details essential for operations can be stored. It must be ensured that the DLPs engaged should have a publicly available, comprehensive privacy policy compliant with applicable laws, regulations and RBI guidelines. Further, any lending done through the DLPs engaged, must be reported to the Credit Information Company.

Guidelines on Default Loss Guarantee in Digital Lending ("DLG Guidelines")

The RBI constituted a working group on January 13, 2021 (“**Working Group**”) to study the digital lending landscape in India and recommend a regulatory framework to address concerns arising out of unregulated lending activities. The Working Group submitted its report on November 18, 2021. Following this, the RBI issued the Digital Lending Guidelines. Under the Digital Lending Guidelines, the RBI treated the guarantee arrangements between LSPs and REs as “synthetic securitisation, which curtailed default loss guarantee arrangements between LSPs and REs.

This followed considerable engagement between the RBI and the fintech industry, which led to the release of Guidelines on Default Loss Guarantee in Digital Lending (“**DLG Guidelines**”) by the RBI on June 8, 2023. Under the DLG Guidelines, the RBI resolved the conundrum by allowing default loss guarantee, albeit limiting the guarantee to 5% of the loan portfolio extended by an RE.

The DLG Guidelines define a “Default Loss Guarantee” (**DLG”**) as a contractual arrangement between a digital lender and an LSP, or other digital lenders with which it has entered into an outsourcing arrangement, under which the latter guarantees to compensate the lender for loss due to default up to a certain percentage of its loan portfolio. This definition includes any implicit guarantee of similar nature linked to the performance of the lender’s loan portfolio. Further, they mandate that the DLG arrangements be backed by explicit legally enforceable contract which must include details like, the extent of the DLG cover, the form in which the DLG cover is to be maintained with the lender, and the timeline for DLG invocation. Further it must contain disclosure requirements for the LSP to publish on its website the total number of portfolios and respective amount of each portfolio on which DLG has been offered.

The DLG Guidelines mandate that the digital lender must accept DLG only in the form of cash deposited with it, fixed deposits maintained with a Scheduled Commercial Bank with a lien marked in favour of the lender, or a bank guarantee in favour of the lender. The lender is responsible to recognise individual loan assets in the underlying portfolio as NPAs and consequent provisioning as per the asset classification and norms. Further, the lender must ensure the total amount of DLG cover on any outstanding portfolio does not exceed five percent of the amount of that loan portfolio. Further, the lender must ensure that the DLG be invoked within the maximum overdue period of one-twenty days and remains in force for a period not less than the longest tenor of the loan in the underlying loan portfolio. Further, the DLG Guidelines mandate a board approved policy that shall include, the eligibility criteria for DLG provider, nature and extent of DLG cover, process of monitoring and reviewing the DLG arrangement, and the details of the fees, payable to the DLG provider.

Aadhar (Authentication and Verification) Regulations, 2021, RBI Master Direction - Know Your Customer (KYC) Direction, 2016 (KYC Master Directions)

The Aadhaar (Authentication and Offline Verification) Regulations, 2021 stipulate that the Unique Identification Authority of India (“Authority”) may enable an Aadhaar number holder to permanently lock his biometrics and temporarily unlock it when needed for biometric authentication. The Regulations have provided two types of authentication facilities, namely yes/no authentication facility and e-KYC authentication facility and other types of offline verification facility have been introduced. They provide for several modes of authentication, including matching the demographic/ biometric information submitted by the holder with the same in the central database., The regulation also provides for storage and maintenance of authentication transaction data by the Authority for a fixed duration, during which it may perform analysis for research purposes, and then deleted. Further, the regulation provides place obligations on the requesting entity to ensure that the core biometric information is not stored, shared, published, transmitted and ensure that no copy of the information is retained with it. The entity should ensure that the identity information is used only for the purpose specified to the holder at the time of authentication, and must be kept confidential, secure and protected against, use and disclosure not permitted under the Aadhaar Act and its regulations. The KYC Master Directions lay down the directions to be followed by registered entities for Aadhar based verification, customer due diligence, risk management, record management and reporting requirements to Financial Intelligence Unit-India (FIU-IND). The RBI, through a circular dated September 13, 2021 has stated that entities desirous of carrying out authentication of clients’ Aadhar number in terms of Section 11A of the Prevention of Money Laundering Act, 2002, using e-KYC facility provided by the UIDAI, may do so after getting an approval from the RBI.

Insurance Regulatory and Development Authority of India (Registration of Corporate Agents) Regulations, 2015 (“IRDA CA Regulations”)

These IRDA CA Regulations govern corporate agents and prescribe the code of conduct and compliances for corporate agents who undertake functions as distributors of insurance products. The IRDA CA Regulations set out the procedures and eligibility criteria in relation to the application for seeking registration as a corporate agent. The regulations also set out requirements for furnishing of information, clarification, and personal representation for the purposes of registration including details in relation to the minimum capital requirements, validity, renewal, and conditions of registration. Further, the IRDA CA Regulations have implemented optional open architecture permitting corporate agents to distribute products of more than one insurance company (in each insurance vertical) subject to a maximum of nine insurance companies in each insurance vertical, i.e., up to a maximum of nine insurance companies each in life insurance, general insurance, and health insurance. Every corporate agent is required to have a board approved policy on the manner of soliciting and servicing insurance products. The policy is also required to address the manner of adopting and implementing open architecture.

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

The SEBI IA Regulations specify conditions for registration, certification, net worth, risk profiling and suitability, disclosures to made, code of conduct, records to be maintained and manner of conducting inspection for acting as an investment adviser. In terms of the SEBI IA Regulations, no person shall act as an investment adviser or hold itself out as an investment adviser unless he has obtained a certificate of registration from SEBI on and from the commencement of SEBI IA Regulations unless an exemption specifically applies. If any person found to be engaged in providing investment advisory services without getting registered with SEBI, appropriate action as deemed fit, under the SEBI (Intermediaries) Regulations, 2008 may be initiated.

Industry-specific legislations applicable to our Company

The Information Technology Act, 2000 (the "IT Act") and the rules made thereunder.

The IT Act seeks to: (i) provide legal recognition to transactions carried out by various means of electronic data interchange involving alternatives to paper-based methods of communication and storage of information; (ii) facilitate electronic filing of documents; and (iii) create a mechanism for the authentication of electronic documentation through digital signatures. 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, friendly relations with foreign states or public order or preventing incitement to the commission of any cognizable offence relating to an investigation of the offence. 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 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 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 unauthorised 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, among others.

The IT Act empowers the Government of India to formulate rules with respect to reasonable security practices and procedures and sensitive personal data. In exercise of this power, the Department of Information Technology, ("**DoIT**") Ministry of Electronics and Information Technology, Government of India, in April 2011, notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 ("**IT Security Rules**") which prescribe directions for the collection, disclosure, 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 to provide a privacy policy for handling and dealing with personal information, including sensitive personal data, ensuring security of all personal data collected by it and publishing such policy on its website. 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.

The DoIT also notified the Information Technology (Intermediaries Guidelines) Rules, 2021 ("**IT Intermediary Rules**") requiring intermediaries receiving, storing, transmitting, or providing any service with respect to electronic messages to observe due diligence while publishing on its website or application and ensure that users do not host, display, upload, modify, publish, transmit, store, update or share any information that belongs to another person, is defamatory, obscene, pornographic, pedophilic, invasive of another's privacy, including bodily privacy, insulting or harassing on the basis of gender, libelous, racially or ethnically objectionable, relating or encouraging money laundering or gambling, or otherwise inconsistent with or contrary to the laws in force; is harmful to child; infringes any patent, trademark, copyright or other proprietary rights; violates any law for the time being in force; deceives or misleads the addressee about the origin of the message or knowingly and intentionally communicates any information which is patently false or misleading in nature but may reasonably be perceived as a fact; impersonates another person; threatens the unity, integrity, defence, security or sovereignty of India, friendly relations with foreign States, or public order, or causes incitement to the commission of any cognizable offence or prevents investigation of any offence or is insulting other nation; contains software virus or any other computer code, file or program designed to interrupt, destroy or limit the functionality of any computer resource; is patently false and untrue, and is written or published in any form, with the intent to mislead or harass a person, entity or agency for financial gain or to cause any injury to any person; The IT Intermediary Rules mandate the appointment of a grievance officer and a mechanism for victims to report violations. They also impose criminal penalties under the Indian Penal Code to intermediaries not adhering to them.

The Digital Personal Data Protection Act, 2023 ("DPDP Act")

The DPDP Act deals with the provisions relating to protection of personal and sensitive data by fiduciaries. As per the Act, entities responsible for collecting, storing, and processing digital personal data are defined as data fiduciaries and have defined obligations, that include maintaining security safeguards, ensuring completeness, accuracy, and consistency of personal data; intimation of data breach in a prescribed manner to the Data Protection Board of India , data erasure on consent withdrawal or on the expiry of the specified purpose, the data fiduciary having to appoint a data protection officer and set up grievance redress mechanisms, and the consent of the parent/guardian being mandatory in the case of children/minors (those under eighteen years of age). It also states that any processing that is likely to have a detrimental effect on a child is not permitted. It prohibits tracking, behavioral monitoring, and targeted advertising directed at children There is an additional category of data fiduciaries known as significant data fiduciaries (SDFs). The government will designate data fiduciaries as SDFs based on certain criteria—volume and sensitivity of data and risks to data protection rights, sovereignty and integrity, electoral democracy, security, and public order. SDFs will have additional obligations that include appointing a data protection officer based in India who will be answerable to the board of directors or the governing body of the SDF and will also serve as the point of contact for grievance redressal; and conducting data protection impact assessments and audits and taking other measures as prescribed by the government.

The Government of India is considering enacting legislation for non-personal data ("NPD"). In September 2019, the Ministry of Electronics and Information Technology established the NPD Committee to propose regulations for NPD. The committee has released two reports suggesting frameworks for NPD governance, access, sharing, and a registration regime for data businesses. In May 2022, a draft National Data Governance Framework was issued, aiming to mobilize non-personal data for public and private use, proposing a non-personal data-based India datasets program and outlining rules for secure access by the research and innovation ecosystem.

New Telecom Policy, 1999, modified by the Department of Telecommunications, GoI on August 5, 2016 ("New Telecom Policy")

The New Telecom Policy was introduced in 1999 and has undergone various amendments, including the latest amendment which was passed on August 5, 2016. Under the New Telecom Policy, for applications such as e-commerce, tele-banking, tele-education and tele-trading, other service providers will be allowed to operate using infrastructure provided by various access providers. No license fee is charged but registration for specific services being offered is required. These service providers do not infringe on the jurisdiction of other access providers and do not provide switched telephony.

The Telecom Regulatory Authority of India has the power to issue directions to service providers and to adjudicate all disputes between the GoI (in its role as service provider) and any other service provider.

Telecom Commercial Communications Customer Preference Regulations, 2018 (Customer Preference Regulations)

The Telecom Regulatory Authority of India ("**TRAI**") notified the Customer Preference Regulations on July 19, 2018, to curb the problem of unsolicited commercial communication. The Regulations, *inter alia*, provide for: the registration of senders (businesses and telemarketers) with telecom service providers to reduce the ability of unknown entities reaching out to customers with calls and messages that are fraudulent or otherwise of dubious nature; registration of headers, that is, an alphanumeric string of character or numbers assigned to a sender of commercial communications for segregating different types of messages related to one time passwords, balance inquiries, flight alerts, special offers, etc.; and providing control to the customer to consent to receiving commercial communication and the ability to revoke the consent already granted. Additionally, the concept of registered templates for both message service and voice communication has been introduced to prevent deliberate mixing of promotional messages into the transactional stream. Under these Regulations, it has been mandated that all access providers using SMS to register Entities, Sender IDs, SMS templates in a centralized Distributed Ledger Technology ("**DLT**") portal from operators. The DLT platform enables a single, sequenced, standardized and cryptographically-secured record of activities by a network of varied participants. Communication messages like OTP, verification codes, notification, etc. sent by businesses to their customers need to be registered in the TRAI DLT platform. Access Providers are required to adopt DLT with permissioned and private DLT networks for implementation of the system, functions and processes as prescribed in Code(s) of Practice to ensure that all necessary regulatory pre-checks are carried out for sending Commercial Communication, and to operate smart contracts among entities for effectively controlling the flow of Commercial Communication.

Consumer Protection Act, 2019 (the "Consumer Protection Act") and rules made thereunder

The Consumer Protection Act, which repealed the Consumer Protection Act, 1986, was designed and enacted to provide simpler and quicker access to redress consumer grievances. It seeks, *inter alia* to promote and protect the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and product sellers. The definition of "buys any goods" and "hires or avails any services" within the definition of "consumer" has been expanded under the Consumer Protection Act to include persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. It provides for the establishment of consumer disputes redressal commissions for the purposes of redressal of consumer grievances. In addition to awarding compensation and/or passing corrective orders, the forums and commissions under the Consumer Protection Act, in cases of deficiency of services, are empowered to impose imprisonment for a term which may extend to two years and fine which may extend to ten lakh rupees.

In line with the Consumer Protection Act, the Ministry of Consumer Affairs, Food and Public Distribution, Government of India ("**MoCA**") has also notified the Consumer Protection (E-Commerce) Rules, 2020 ("**E-Commerce Rules**") which provides a framework to regulate the marketing, sale and purchase of goods and services online. The E-Commerce Rules govern e-commerce entities which own, operate, or manage, a digital or electronic facility or platform for electronic commerce, and sellers of products and services. Further, E-Commerce (Amendment) Rules, 2021 further mandated e-commerce entities which are companies or an office, branch or agency outside India owned and controlled by a resident Indian, to appoint a nodal officer or alternate senior functionary resident in India, to comply with the Consumer Protection Act and rules under it.

General laws pertaining to compliance to be followed by our Company

Shops and establishments legislations in various states

Under the provisions of local shops and establishments legislations applicable in the states in India where our establishments are set up, such establishments are required to be registered. Such 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 acts, and the relevant rules framed thereunder, also prescribe penalties in the form of monetary fine or imprisonment for violation of provisions, as well as procedures for appeal in relation to such contravention of the provisions.

Intellectual Property Laws

Intellectual property in India enjoys protection under both common law and statutes. Under statutes, India provides for patent protection under the Patents Act, 1970, copyright protection under the Copyright Act, 1957 and trademark protection under the Trade Marks Act, 1999. These enactments provide for the protection of intellectual property by imposing civil and criminal liability for infringement. In addition to the domestic laws, India is party to several international intellectual property related instruments including the Patent Cooperation Treaty, 1970, the Paris Convention for the Protection of Industrial Property, 1883, the Berne Convention for the Protection of Literary and Artistic Works, 1886, the Universal Copyright Convention adopted at Geneva in 1952, the International Convention for the Protection of Performers, Producers of Phonograms and Broadcasting Organizations, 1961, and as a member of the World Trade Organisation, India also is a signatory to the Agreement on Trade Related aspects of Intellectual Property Rights .

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. Indian law permits the registration of trademarks for both goods and services. Under the provisions of the Trade Marks Act, an application for trade mark registration may be made with the Trade Marks Registry 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 trade marks and provides for penalties for infringement, falsifying and falsely applying trade marks among others. 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.

Copyright Act, 1957 and the rules thereunder

The Copyright Act, 1957, along with the Copyright Rules, 1958, (collectively, "**Copyright Laws**") serve to create property rights for certain kinds of intellectual property, generally called works of authorship. The Copyright Laws protect the legal rights of the creator of an 'original work' by preventing others from reproducing the work in any other way. The intellectual property protected under the Copyright Laws includes literary works, dramatic works, musical works, artistic works, cinematography, and sound recordings. The Copyright Laws prescribe fine, imprisonment or both for violations, with enhanced penalty on second or subsequent convictions. While copyright registration is not a prerequisite for acquiring or enforcing a copyright in an otherwise copyrightable work, registration constitutes prima facie evidence of the particulars entered therein and may expedite infringement proceedings and reduce delay caused due to evidentiary considerations. Upon registration, the copyright protection for a work exists for a period of 60 years following the demise of the author. Reproduction of a copyrighted work for sale or hire, issuing of copies to the public, performance or exhibition in public, making a translation of the work, making an adaptation of the work and making a cinematograph film of the work without consent of the owner of the copyright are all acts which expressly amount to an infringement of copyright.

Laws governing foreign investments

Foreign investment in India is governed by the provisions of FEMA read with FEMA NDI Rules along with the Consolidated FDI Policy issued by the DPIIT, from time to time. Further, the RBI has enacted the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 which regulate the mode of payment and reporting requirements for investments in India by a person resident outside India.

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA NDI Rules, the total holding by each FPI or an investor group shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates.

The Consolidated Foreign Direct Investment Policy of 2020 (the "Consolidated FDI Policy")

The Department for Promotion of Industry and Internal Trade ("**DPIIT**"), Ministry of Commerce and Industry on October 15, 2020 issued Consolidated FDI Policy. The Consolidated FDI Policy lays down certain guidelines and conditions for foreign direct investment across sectors.

Competition

Competition Act, 2002 (the "Competition Act")

The Competition Act is an act to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect the interests of consumers and to ensure freedom of trade in India. The act deals with prohibition of (i) certain agreements such as anti-competitive agreements and (ii) abuse of dominant position and regulation of combinations. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Competition Act. The *prima facie* duty of the Competition Commission of India ("**Commission**") is to eliminate practices having adverse effect on competition, promote and sustain competition, protect the interests of consumers and ensure freedom of trade. The Commission shall issue notice to show cause to the parties to combination calling upon them to respond within 30 days in case it is of the opinion that there has been an appreciable adverse effect on competition in India. In case a person fails to comply with the directions of the Commission and Director General (as appointed under Section 16(1) of the Competition Act), he shall be punishable with a fine which may extend to ₹100,000 for each day during such failure subject to maximum of ₹10,000,000, as the Commission may determine. The Competition (Amendment) Act, 2023 ("the Act") was passed on 11th April, 2023 and aimed to strengthen competition regulation, streamline operations, and foster a business-friendly environment. On July 18, 2023, the Ministry of Corporate Affairs issued a notification in the Gazette of India enforcing Section 12 of the Amendment Act, 2023.

Laws relating to taxation

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:

1. Income tax Act 1961, the Income tax Rules, 1962, as amended by the Finance Act in respective years;
2. Central Goods and Service Tax Act, 2017, the Central Goods and Service Tax Rules, 2017 and various state-specific legislations made thereunder;
3. The Integrated Goods and Service Tax Act, 2017;
4. State-specific legislations in relation to professional tax;
5. Indian Stamp Act, 1899 and various state-specific legislations made thereunder; and
6. Direct Tax Vivad se Vishwas Act, 2020.

Labour law legislations

The employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The following is an indicative discussion of labour laws which may be applicable to our Company due to the nature of its business activities:

- The Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
- The Employees' State Insurance Act, 1948;
- The Public Liability Insurance Act, 1991;
- The Maternity Benefit Act, 1961;
- The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- The Equal Remuneration Act, 1976;
- The Employee's Compensation Act, 1923;
- The Minimum Wages Act, 1948;
- The Payment of Wages Act, 1936;
- The Payment of Gratuity Act, 1972; and
- The Payment of Bonus Act, 1965.

The Code on Wages, 2019 (enacted by the Parliament of India and assented to by the President of India on August 8, 2019) will come into force on such date as may be notified in the official gazette by the Central Government and different date may be appointed for different provisions of the Code on Wages, 2019. Once effective, it will subsume the Equal Remuneration Act, 1976, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Payment of Wages Act, 1936.

The Code on Social Security, 2020 (enacted by the Parliament of India and assented to by the President of India on September 28, 2020) will come into force on such date as may be notified in the official gazette by the Central

Government and different date may be appointed for different provisions of the Code on Social Security, 2020. Once effective, it will subsume, inter alia, the Employees' Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employee's Provident Fund and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972.

The Occupational Safety, Health and Working Conditions Code, 2020 (enacted by the Parliament of India and assented to by the President of India on September 28, 2020) will come into force on such date as may be notified in the official gazette by the Central Government and different date may be appointed for different provisions of the Occupational Safety, Health and Working Conditions Code, 2020. Once effective, it will subsume, inter alia, the Factories Act, 1948, the Plantations Labour Act, 1951, the Mines Act, 1952, the Working Journalists and other Newspaper Employees (Conditions of Service) and Miscellaneous Provisions Act, 1955, the Working Journalists (Fixation of Rates of Wages) Act, 1958, the Motor Transport Workers Act, 1961, the Beedi and Cigar Workers (Conditions of Employment) Act, 1966,the Contract Labour (Regulation and Abolition) Act, 1970, the Sales Promotion Employees (Conditions of Service) Act, 1976, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979, the Cine-Workers and Cinema Theatre Workers (Regulation of Employment) Act, 1981, the Dock Workers (Safety, Health and Welfare) Act, 1986, and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996.

The Industrial Relations Code, 2020 (enacted by the Parliament of India and assented to by the President of India on September 28, 2020) will come into force on such date as may be notified in the official gazette by the Central Government and different date may be appointed for different provisions of the Industrial Relations Code, 2020. Once effective, it will subsume, inter alia, provisions of the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946, and the Industrial Disputes Act, 1947, as on the dates of notifications appointed.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated in New Delhi under the name 'ONE MOBIKWIK SYSTEMS PRIVATE LIMITED' on March 20, 2008 as a private limited company, under the Companies Act, 1956 and was granted a certificate of incorporation by the RoC. Thereafter, our Company was converted into a public limited company, pursuant to a special resolution passed in the extraordinary general meeting of our Shareholders held on June 23, 2021 and the name of our Company was changed to 'ONE MOBIKWIK SYSTEMS LIMITED', and a fresh certificate of incorporation dated June 25, 2021 was issued to our Company by the RoC.

Changes in the Registered Office

Our Company was originally incorporated with its registered office at D-28B, 2nd Floor, Moti Nagar, New Delhi 110 015, India. Details of subsequent changes in the registered office of our Company are as set out below:

Effective date	Details of change	Reason for change
October 16, 2014	The address of the registered office of our Company was changed from D-28B, 2nd Floor, Moti Nagar, New Delhi 110 015, India to 758, 1st Floor, Udyog Vihar, Phase 5, Gurgaon, Haryana, 122 016, India	For operational convenience.
July 21, 2015	The address of the registered office of our Company was changed from 758, 1st Floor, Udyog Vihar, Phase 5, Gurgaon, Haryana, 122 016, India to Second Floor (Left Wing towards IILM), Office Space No. 1, Orchid Center, Sector 53, Gurgaon, Haryana, 122 001, India.	For operational convenience.
December 13, 2018	The address of the registered office of our Company was changed from Second Floor (Left Wing towards IILM), Office Space No. 1, Orchid Center, Sector 53, Gurgaon, Haryana, 122 001, India to Office No. 601, 6th Floor, Good Earth Business Bay, Sector 58, Gurugram, Gurgaon, Haryana, 122 011, India.	For operational convenience.
September 7, 2020	The address of the registered office of our Company was changed from Office No. 601, 6th Floor, Good Earth Business Bay, Sector 58, Gurugram, Gurgaon, Haryana, 122 011, India to D-2, 303, Parsvnath Exotica, Golf Course Road, Sector 53 Gurugram, Gurgaon, Haryana, 122 002, India.	For operational convenience.
January 9, 2021	The address of the registered office of our Company was changed from D-2, 303, Parsvnath Exotica, Golf Course Road, Sector 53, Gurugram, Gurgaon, Haryana, 122 002, India to 3rd Floor, Augusta Point, Golf Course Road, Sector 53, Gurgaon, Haryana, 122 002, India	For operational convenience.
April 13, 2021	The address of the registered office of our Company was changed from 3rd Floor, Augusta Point, Golf Course Road, Sector 53, Gurgaon, Haryana, 122 022, India, to 5th Floor, HUDA City Centre, Metro Station, Sector 29, Gurugram, Gurgaon, Haryana, 122 001, India.	For operational convenience.
August 2, 2022	The address of the registered office of our Company was changed from 5th Floor, HUDA City Centre, Metro Station, Sector 29, Gurugram, Gurgaon, Haryana, 122 001, India to Unit 102, 1st Floor, Block-B, Pegasus One, Golf Course Road, Sector-53, Gurugram, Haryana-122003, India.	For operational convenience.

Our main objects

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

1. *To carry on the business, sale and/or distribution of wireless and wireline prepaid products to telecom operators using electronic media like internet, SMS and others.*

2. *To carry on the business, provide outsourcing support for prepaid services of leading telecom operators. These services could be voice or data based. Most of these services would be available to end-user through the website,*

3. *Creation of a website where:*

   a. *end-users can search for prepaid products of all telecom operators.*

   b. *end-users can avail of various prepaid services.*

   c. *telecom operators and their partners/retail stores can market their products including promotional and discount offers.*

   d. *end-users can sign up to receive advertisements though electronic media like email and SMS.*

   e. *end-users can create an account by registering their mobile number, email and other personal information. Consumers can also register mobile numbers of friends and family and recharge their numbers.*

   f. *end-user can purchase various prepaid products like recharge vouchers, top-ups, SMS packs using online payment mechanism. For this purpose, one or more payment gateways will be integrated. All major credit cards and internet banking of leading banks will be accepted.*

   g. *end users can avail loyalty benefits as agreed with their telecom operators.*

4. *To operate payment systems, issue of multi-purpose pre-paid payment instruments, payment processing, payment collection and related services by facilitating Payment Gateway to customers for various business applications in E-Commerce, M-Commerce, Net-Commerce and in physical space, to engage in the business of providing payment collection services in any form to any government/semi-government/local authority, Company, organization, institution, trust, society, firm, individual etc., from their customers, service users and end users, to undertake the designing and development of payment systems or/and applications software either for own use or on any behalf or for sale.*

5. *To operate as Bharat Bill Payment Operating Unit in accordance with rules, regulation and directions issued by the Reserve Bank of India's or any other relevant authority including the National Payments Corporation of India for on-boarding the billers and aggregators and facilitating processing of payments, between various parties and all other incidental matters related thereto in accordance the Payment and Settlement Systems Act, 2007 and rules and regulation made thereunder.*

6. *To solicit and procure Insurance Business as Corporate Agency (Composite) in respect of all classes of Insurance and to undertake such other activities as are incidental or ancillary thereto as permitted by IRDA under the Corporate Agency Regulations 2015 as amended from time to time.*

7. *Also, to provide, promote, develop, design, establish, setup, maintain, organize, undertake, manage, operate, purchase, sell, distribute, and carry on the business of all types/kinds of electronic and virtual payment systems services, prepaid and postpaid payment instruments payments systems including closed/open/semi closed systems payments instruments India and abroad including all kinds of payment services.*

8. *To carry on business of distribution/facilitation if all types of loan products, provide information on credit worthiness, screening borrowers, underwriting borrowers and guaranteeing recovery of loan. Also to lend and advance money or give credit on any terms or more and with or without security to any individual firm, body corporate or any other entity.*

9. *To render services as brokers, commission agents, to carry on the business of retail and institutional distribution of schemes of Mutual Funds or any other financial products issued by Bank, Mutual Funds or any other Financial Intermediary.*

The main object clause and objects incidental or ancillary to the main objects contained in the Memorandum of Association enable our Company to undertake its existing business.

Amendments to our Memorandum of Association

Set out below are the amendments that have been made to our Memorandum of Association, in the ten years preceding the date of this Draft Red Herring Prospectus:

Date of change/ shareholders' resolution	Nature of amendment
June 23, 2021	Clause III A of the MoA was amended to reflect the insertion of new clauses to alter the main objects of the Company, to include the following: " 7. *Also, to provide, promote, develop, design, establish, setup, maintain, organize, undertake, manage, operate, purchase, sell, distribute, and carry on the business of all types/kinds of electronic and virtual payment systems services, prepaid and postpaid payment instruments payments systems including closed/open/semi closed systems payments instruments India and abroad including all kinds of payment services.* 8. *To carry on business of distribution/facilitation if all types of loan products, provide information on credit worthiness, screening borrowers, underwriting borrowers and guaranteeing recovery of loan. Also to lend and advance money or give credit on any terms or more and with or without security to any individual firm, body corporate or any other entity.* 9. *To render services as brokers, commission agents, to carry on the business of retail and institutional distribution of schemes of Mutual Funds or any other financial products issued by Bank, Mutual Funds or any other Financial Intermediary"* Further, Clause I of the MoA was changed to reflect the change in name of our Company to 'ONE MOBIKWIK SYSTEMS LIMITED', pursuant to our conversion to a public limited company.
June 21, 2021	The MoA was amended to reflect the increase the authorized share capital of the Company from ₹ 194,295,800 to ₹ 343,228,190, and consequently, the existing Clause V of the MoA was deleted in its entirety and was substituted by the following new Clause V: "*V. The Authorized Share Capital of the Company is ₹ 34,32,28,190/- (Rupees Thirty Four Crore Thirty Two Lakhs Twenty Eight Thousand One Hundred & Ninety Only) divided as follows:* *8,0000,000 (Eight Crores) Equity Shares of ₹ 2/- (Rupees two) each, 1,56,899 (One Lac Fifty Six Thousand Eight Hundred Ninety Nine) Compulsory Convertible Cumulative Preference Shares of ₹ 10/- (Rupees Ten) each and 18,16,592 (Eighteen Lacs Sixteen Thousand Five Hundred Ninety Two) Compulsory Convertible Cumulative Preference Shares of ₹ 100/- (Rupees Hundred) each.*"
June 21, 2021	The MoA was amended to sub-divide the nominal value of the existing authorized share capital of the Company from the existing nominal value of ₹ 10 each to nominal value of ₹ 2 each, thereby keeping the paid share up capital intact and consequently, the existing Clause V of the Memorandum of Association of the Company was deleted and substituted by the following new Clause V: "*V. The Authorized Share Capital of the Company is INR 19,42,95,800/- (Rupees Nineteen Crores Forty Two Lacs Ninety Five Thousand Eight Hundred only) divided as follows:* *"55,33,805 (Fifty Five Lacs Thirty Three Thousand Eight Hundred and Five Only) Equity Shares of ₹ 2/- (Rupees Two Only) each, 1,56,899 (One Lac Fifty Six Thousand Eight Hundred Ninety Nine) Compulsory Convertible Cumulative Preference Shares of ₹ 10/- (Rupees Ten) each and 18,16,592 (Eighteen Lacs Sixteen Thousand Five Hundred Ninety Two) Compulsory Convertible Cumulative Preference Shares of ₹ 100/- (Rupees Hundred) each.*"
March 31, 2021	Clause V of the MoA was deleted in its entirety, to reflect the reclassification of the authorised share capital of the Company, and substituted with the following: ***"****V. The authorised share capital of the Company is INR 19,42,95,800/- (Rupees Nineteen Crores Forty Two Lacs Ninety Five Thousand Eight Hundred only) divided as follows:* *11,06,761 (Eleven Lacs Six Thousand Seven Hundred Sixty One) Equity Shares of Rs. 10/- (Rupees Ten) each, 1,56,899 (One Lac Fifty Six Thousand Eight Hundred Ninety Nine) Compulsorily Convertible Cumulative Preference Shares of Rs. 10/-(Rupees Ten) each, and 18,16,592 (Eighteen Lacs Sixteen Thousand Five Hundred Ninety Two) Compulsorily Convertible Cumulative Preference Shares of Rs. 100/-(Rupees Hundred) each."* Further, Clause III-C of the MoA was deleted in its entirety, and Clause III-B of our MoA was substituted with a new clause.
March 15, 2021	Clause V of the MoA was amended to reflect the increase in the authorised share capital of the Company from ₹ 174,295,800 divided into 1,106,741 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of

Date of change/ shareholders' resolution	Nature of amendment
	₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 17,806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 175,922 Series B1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 47,120 Series B2 Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, 52,834 Series B3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 89,844 Series B4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 84,469 Series C1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C2 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,665 Series C3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 60,342 Series C3A Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,671 Series C4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 7,204 Series C5 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 5,067 Series C6 cumulative compulsorily convertible preference shares of ₹ 100 each, 31,955 Series C7 cumulative compulsorily convertible preference shares of ₹ 100 each, and 17,876 Series C8 cumulative compulsorily convertible preference shares of ₹ 100 each, 5,810 Series C9 cumulative compulsorily convertible preference shares of ₹ 100 each, 2,71,050 Series D cumulative compulsorily convertible preference shares of ₹ 100 each, 25,000 Series E1 compulsorily convertible cumulative preference shares of ₹ 100 each, and 9,200 Series E2 compulsorily convertible cumulative preference shares of ₹ 100 each, 77,840 Series E3 compulsorily convertible cumulative preference shares of ₹ 100 each, 3,643 Series E4 compulsorily convertible cumulative preference shares of ₹ 100 each, 6,972 Series E5 compulsorily convertible cumulative preference shares of ₹ 100 each, 3,914 Series E6 compulsorily convertible cumulative preference shares of ₹ 100 each, 41,375 Series E7 compulsorily convertible cumulative preference shares of ₹ 100 each and 9,970 Series E8 compulsorily convertible cumulative preference shares of ₹ 100 each, to ₹ 194,295,800 divided into 1,106,741 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 17,806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 175,922 Series B1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 47,120 Series B2 Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, 52,834 Series B3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 89,844 Series B4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 84,469 Series C1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C2 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,665 Series C3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 60,342 Series C3A Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,671 Series C4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 7,204 Series C5 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 5,067 Series C6 cumulative compulsorily convertible preference shares of ₹ 100 each, 31,955 Series C7 cumulative compulsorily convertible preference shares of ₹ 100 each, and 17,876 Series C8 cumulative compulsorily convertible preference shares of ₹ 100 each, 5,810 Series C9 cumulative compulsorily convertible preference shares of ₹ 100 each, 2,71,050 Series D cumulative compulsorily convertible preference shares of ₹ 100 each, 25,000 Series E1 compulsorily convertible cumulative preference shares of ₹ 100 each, and 9,200 Series E2 compulsorily convertible cumulative preference shares of ₹ 100 each, 77,840 Series E3 compulsorily convertible cumulative preference shares of ₹ 100 each, 3,643 Series E4 compulsorily convertible cumulative preference shares of ₹ 100 each, 6,972 Series E5 compulsorily convertible cumulative preference shares of ₹ 100 each, 3,914 Series E6 compulsorily convertible cumulative preference shares of ₹ 100 each, 41,375 Series E7 compulsorily convertible cumulative preference shares of ₹ 100 each, 9,970 Series E8 compulsorily convertible cumulative preference shares of ₹ 100 each and 200,000 compulsorily convertible cumulative preference shares of ₹ 100 each.
November 11, 2020	Clause V of the MoA was amended to reflect the reclassification of 9,970 Series E3 compulsorily convertible cumulative preference shares of ₹ 100 each into 9,970 Series E8 compulsorily convertible cumulative preference shares of ₹ 100 each. Subsequently, the authorized share capital of the Company was changed from ₹ 174,295,800 divided into 1,106,741 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 17,806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 175,922 Series B1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 47,120 Series B2 Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, 52,834 Series B3 Cumulative Compulsorily Convertible Preference

Date of change/ shareholders' resolution	Nature of amendment
	Shares of ₹ 100 each, 89,844 Series B4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 84,469 Series C1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C2 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,665 Series C3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 60,342 Series C4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 7,204 Series C5 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 5,067 Series C6 cumulative compulsorily convertible preference shares of ₹ 100 each, 31,955 Series C7 cumulative compulsorily convertible preference shares of ₹ 100 each, and 17,876 Series C8 cumulative compulsorily convertible preference shares of ₹ 100 each, 5,810 Series C9 cumulative compulsorily convertible preference shares of ₹ 100 each, 2,71,050 Series D cumulative compulsorily convertible preference shares of ₹ 100 each, 25,000 Series E1 compulsorily convertible cumulative preference shares of ₹ 100 each, and 9,200 Series E2 compulsorily convertible cumulative preference shares of ₹ 100 each, 87,810 Series E3 compulsorily convertible cumulative preference shares of ₹ 100 each, 3,643 Series E4 compulsorily convertible cumulative preference shares of ₹ 100 each, 6,972 Series E5 compulsorily convertible cumulative preference shares of ₹ 100 each, 3,914 Series E6 compulsorily convertible cumulative preference shares of ₹ 100 each, and 41,375 Series E7 compulsorily convertible cumulative preference shares of ₹ 100 each, to ₹ 174,295,800 divided into 1,106,741 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 17,806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 175,922 Series B1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 47,120 Series B2 Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, 52,834 Series B3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 89,844 Series B4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 84,469 Series C1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C2 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,665 Series C3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 60,342 Series C3A Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,671 Series C4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 7,204 Series C5 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 5,067 Series C6 cumulative compulsorily convertible preference shares of ₹ 100 each, 31,955 Series C7 cumulative compulsorily convertible preference shares of ₹ 100 each, and 17,876 Series C8 cumulative compulsorily convertible preference shares of ₹ 100 each, 5,810 Series C9 cumulative compulsorily convertible preference shares of ₹ 100 each, 2,71,050 Series D cumulative compulsorily convertible preference shares of ₹ 100 each, 25,000 Series E1 compulsorily convertible cumulative preference shares of ₹ 100 each, and 9,200 Series E2 compulsorily convertible cumulative preference shares of ₹ 100 each, 77,840 Series E3 compulsorily convertible cumulative preference shares of ₹ 100 each, 3,643 Series E4 compulsorily convertible cumulative preference shares of ₹ 100 each, 6,972 Series E5 compulsorily convertible cumulative preference shares of ₹ 100 each, 3,914 Series E6 compulsorily convertible cumulative preference shares of ₹ 100 each, 41,375 Series E7 compulsorily convertible cumulative preference shares of ₹ 100 each and 9,970 Series E8 compulsorily convertible cumulative preference shares of ₹ 100 each.
November 2, 2020	Clause V of the MoA was amended to reflect the reclassification of 2,190 Series E3 compulsorily convertible cumulative preference shares of ₹ 100 each into 2,190 Series E7 compulsorily convertible cumulative preference shares of ₹ 100 each, and 39,185 Series F compulsorily convertible cumulative preference shares of ₹ 100 each into 39,185 Series E7 compulsorily convertible cumulative preference shares of ₹ 100 each. Subsequently, the authorized share capital of the Company was changed from ₹ 174,295,800 divided into 1,106,741 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 17,806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 175,922 Series B1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 47,120 Series B2 Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, 52,834 Series B3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 89,844 Series B4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 84,469 Series C1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C2 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,665 Series C3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 60,342 Series C3A Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,671 Series C4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 7,204 Series C5 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 5,067 Series C6 cumulative

Date of change/ shareholders' resolution	Nature of amendment
	compulsorily convertible preference shares of ₹ 100 each, 31,955 Series C7 cumulative compulsorily convertible preference shares of ₹ 100 each, and 17,876 Series C8 cumulative compulsorily convertible preference shares of ₹ 100 each, 5,810 Series C9 cumulative compulsorily convertible preference shares of ₹ 100 each, 2,71,050 Series D cumulative compulsorily convertible preference shares of ₹ 100 each, 25,000 Series E1 compulsorily convertible cumulative preference shares of ₹ 100 each, and 9,200 Series E2 compulsorily convertible cumulative preference shares of ₹ 100 each, 90,000 Series E3 compulsorily convertible cumulative preference shares of ₹ 100 each, 3,643 Series E4 compulsorily convertible cumulative preference shares of ₹ 100 each, 6,972 Series E5 compulsorily convertible cumulative preference shares of ₹ 100 each, 3,914 Series E6 compulsorily convertible cumulative preference shares of ₹ 100 each, and 39,185 Series F compulsorily convertible cumulative preference shares of ₹ 100 each, to ₹ 174,295,800 divided into 1,106,741 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 17,806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 175,922 Series B1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 47,120 Series B2 Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, 52,834 Series B3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 89,844 Series B4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 84,469 Series C1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C2 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,665 Series C3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 60,342 Series C3A Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,671 Series C4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 7,204 Series C5 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 5,067 Series C6 cumulative compulsorily convertible preference shares of ₹ 100 each, 31,955 Series C7 cumulative compulsorily convertible preference shares of ₹ 100 each, and 17,876 Series C8 cumulative compulsorily convertible preference shares of ₹ 100 each, 5,810 Series C9 cumulative compulsorily convertible preference shares of ₹ 100 each, 2,71,050 Series D cumulative compulsorily convertible preference shares of ₹ 100 each, 25,000 Series E1 compulsorily convertible cumulative preference shares of ₹ 100 each, and 9,200 Series E2 compulsorily convertible cumulative preference shares of ₹ 100 each, 87,810 Series E3 compulsorily convertible cumulative preference shares of ₹ 100 each, 3,643 Series E4 compulsorily convertible cumulative preference shares of ₹ 100 each, 6,972 Series E5 compulsorily convertible cumulative preference shares of ₹ 100 each, 3,914 Series E6 compulsorily convertible cumulative preference shares of ₹ 100 each, and 41,375 Series E7 compulsorily convertible cumulative preference shares of ₹ 100 each.
October 17, 2020	Clause V of the MoA was amended to reflect the reclassification of 1,086 Series E6 compulsorily convertible cumulative preference shares of ₹ 100 each into 1,086 Series E3 compulsorily convertible cumulative preference shares of ₹ 100 each. Subsequently, the authorized share capital of the Company was changed from ₹ 171,922,900 divided into 1,106,741 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 17,806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 175,922 Series B1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 47,120 Series B2 Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, 52,834 Series B3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 89,844 Series B4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 84,469 Series C1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C2 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,665 Series C3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 60,342 Series C3A Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,671 Series C4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 7,204 Series C5 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 5,067 Series C6 cumulative compulsorily convertible preference shares of ₹ 100 each, 31,955 Series C7 cumulative compulsorily convertible preference shares of ₹ 100 each, and 17,876 Series C8 cumulative compulsorily convertible preference shares of ₹ 100 each, 5,810 Series C9 cumulative compulsorily convertible preference shares of ₹ 100 each, 2,71,050 Series D cumulative compulsorily convertible preference shares of ₹ 100 each, 25,000 Series E1 compulsorily convertible cumulative preference shares of ₹ 100 each, and 9,200 Series E2 compulsorily convertible cumulative preference shares of ₹ 100 each, 65,185 Series E3 compulsorily convertible cumulative preference shares of ₹ 100 each, 3,643 Series E4 compulsorily convertible cumulative preference shares of ₹ 100 each, 6,972 Series E5 compulsorily convertible

Date of change/ shareholders' resolution	Nature of amendment
	cumulative preference shares of ₹ 100 each, 5,000 Series E6 compulsorily convertible cumulative preference shares of ₹ 100 each, and 39,185 Series F compulsorily convertible cumulative preference shares of ₹ 100 each, to ₹ 174,295,800 divided into 1,106,741 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 17,806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 175,922 Series B1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 47,120 Series B2 Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, 52,834 Series B3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 89,844 Series B4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 84,469 Series C1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C2 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,665 Series C3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 60,342 Series C3A Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,671 Series C4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 7,204 Series C5 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 5,067 Series C6 cumulative compulsorily convertible preference shares of ₹ 100 each, 31,955 Series C7 cumulative compulsorily convertible preference shares of ₹ 100 each, and 17,876 Series C8 cumulative compulsorily convertible preference shares of ₹ 100 each, 5,810 Series C9 cumulative compulsorily convertible preference shares of ₹ 100 each, 2,71,050 Series D cumulative compulsorily convertible preference shares of ₹ 100 each, 25,000 Series E1 compulsorily convertible cumulative preference shares of ₹ 100 each, and 9,200 Series E2 compulsorily convertible cumulative preference shares of ₹ 100 each, 90,000 Series E3 compulsorily convertible cumulative preference shares of ₹ 100 each, 3,643 Series E4 compulsorily convertible cumulative preference shares of ₹ 100 each, 6,972 Series E5 compulsorily convertible cumulative preference shares of ₹ 100 each, 3,914 Series E6 compulsorily convertible cumulative preference shares of ₹ 100 each, and 39,185 Series F compulsorily convertible cumulative preference shares of ₹ 100 each
March 13, 2020	Clause V of the MoA was amended to reflect the reclassification of 10,000 Series E6 compulsorily convertible cumulative preference shares of ₹ 100 each into 10,000 Series E3 compulsorily convertible cumulative preference shares of ₹ 100 each. Subsequently, the authorized share capital of the Company was changed from ₹ 168,004,400 divided into 1,106,741 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 17,806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 175,922 Series B1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 47,120 Series B2 Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, 52,834 Series B3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 89,844 Series B4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 84,469 Series C1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C2 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,665 Series C3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 60,342 Series C3A Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,671 Series C4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 7,204 Series C5 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 5,067 Series C6 cumulative compulsorily convertible preference shares of ₹ 100 each, 31,955 Series C7 cumulative compulsorily convertible preference shares of ₹ 100 each, and 17,876 Series C8 cumulative compulsorily convertible preference shares of ₹ 100 each, 5,810 Series C9 cumulative compulsorily convertible preference shares of ₹ 100 each, 2,71,050 Series D cumulative compulsorily convertible preference shares of ₹ 100 each, 25,000 Series E1 compulsorily convertible cumulative preference shares of ₹ 100 each, and 9,200 Series E2 compulsorily convertible cumulative preference shares of ₹ 100 each, 55,185 Series E3 compulsorily convertible cumulative preference shares of ₹ 100 each, 3,643 Series E4 compulsorily convertible cumulative preference shares of ₹ 100 each, 6,972 Series E5 compulsorily convertible cumulative preference shares of ₹ 100 each, and 15,000 Series E6 compulsorily convertible cumulative preference shares of ₹ 100 each to ₹ 171,922,900 divided into 1,106,741 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 17,806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 175,922 Series B1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 47,120 Series B2 Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, 52,834 Series B3 Cumulative Compulsorily

Date of change/ shareholders' resolution	Nature of amendment
	Convertible Preference Shares of ₹ 100 each, 89,844 Series B4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 84,469 Series C1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C2 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,665 Series C3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 60,342 Series C3A Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,671 Series C4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each,7,204 Series C5 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 5,067 Series C6 cumulative compulsorily convertible preference shares of ₹ 100 each, 31,955 Series C7 cumulative compulsorily convertible preference shares of ₹ 100 each, and 17,876 Series C8 cumulative compulsorily convertible preference shares of ₹ 100 each, 5,810 Series C9 cumulative compulsorily convertible preference shares of ₹ 100 each, 2,71,050 Series D cumulative compulsorily convertible preference shares of ₹ 100 each, 25,000 Series E1 compulsorily convertible cumulative preference shares of ₹ 100 each, and 9,200 Series E2 compulsorily convertible cumulative preference shares of ₹ 100 each, 65,185 Series E3 compulsorily convertible cumulative preference shares of ₹ 100 each, 3,643 Series E4 compulsorily convertible cumulative preference shares of ₹ 100 each, 6,972 Series E5 compulsorily convertible cumulative preference shares of ₹ 100 each, 5,000 Series E6 compulsorily convertible cumulative preference shares of ₹ 100 each, and 39,185 Series F compulsorily convertible cumulative preference shares of ₹ 100 each.
February 12, 2020	Clause V of the MoA was amended to reflect the increase in the authorised share capital of the Company from ₹ 166,504,400 divided into 1,106,741 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 17,806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 175,922 Series B1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 47,120 Series B2 Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, 52,834 Series B3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 89,844 Series B4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 84,469 Series C1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C2 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,665 Series C3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 60,342 Series C3A Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,671 Series C4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 7,204 Series C5 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 5,067 Series C6 cumulative compulsorily convertible preference shares of ₹ 100 each, 31,955 Series C7 cumulative compulsorily convertible preference shares of ₹ 100 each, and 17,876 Series C8 cumulative compulsorily convertible preference shares of ₹ 100 each, 5,810 Series C9 cumulative compulsorily convertible preference shares of ₹ 100 each, 2,71,050 Series D cumulative compulsorily convertible preference shares of ₹ 100 each, 25,000 Series E1 compulsorily convertible cumulative preference shares of ₹ 100 each, and 9,200 Series E2 compulsorily convertible cumulative preference shares of ₹ 100 each, 55,185 Series E3 compulsorily convertible cumulative preference shares of ₹ 100 each, 3,643 Series E4 compulsorily convertible cumulative preference shares of ₹ 100 each, and 6,972 Series E5 compulsorily convertible cumulative preference shares of ₹ 100 each, to ₹ 168,004,400 divided into 1,106,741 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 17,806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 175,922 Series B1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 47,120 Series B2 Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, 52,834 Series B3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 89,844 Series B4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 84,469 Series C1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C2 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,665 Series C3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 60,342 Series C3A Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,671 Series C4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 7,204 Series C5 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 5,067 Series C6 cumulative compulsorily convertible preference shares of ₹ 100 each, 31,955 Series C7 cumulative compulsorily convertible preference shares of ₹ 100 each, and 17,876 Series C8 cumulative compulsorily convertible preference shares of ₹ 100 each, 5,810 Series C9 cumulative compulsorily convertible preference shares of ₹ 100 each, 2,71,050 Series D cumulative compulsorily convertible preference shares of ₹ 100 each, 25,000 Series E1 compulsorily convertible cumulative preference

Date of change/ shareholders' resolution	Nature of amendment
	shares of ₹ 100 each, and 9,200 Series E2 compulsorily convertible cumulative preference shares of ₹ 100 each, 55,185 Series E3 compulsorily convertible cumulative preference shares of ₹ 100 each, 3,643 Series E4 compulsorily convertible cumulative preference shares of ₹ 100 each, 6,972 Series E5 compulsorily convertible cumulative preference shares of ₹ 100 each, 15,000 Series E6 compulsorily convertible cumulative preference shares of ₹ 100 each.
August 9, 2019	Clause III A of the MoA was amended to reflect the alteration of clause 6 of the main object of the Company, to the following: *"To solicit and procure Insurance Business as Corporate Agency (Composite) in respect of all classes of Insurance and to undertake such other activities as are incidental or ancillary thereto as permitted by IRDAI under the Corporate Agency Regulations 2015 as amended from time to time."*
March 30, 2019	Clause III A of the MoA was amended to reflect the insertion of a new clause to alter the main object of the Company, to include the following: "*To carry on and transact the business of insurance broker and agent by soliciting and procuring insurance business, i.e, for life, general and health insurance (or in combination of any two or all three), including business relating to the continuance, renewal or revival of policies of insurance and to undertake such other activities as are incidental or ancillary thereto as permitted by IRDAI under the Corporate Agency Regulations 2015 as amended from time to time."*
February 25, 2019	Clause V of the MoA was amended to reflect the reclassification of 75,000 Series E2 compulsorily convertible cumulative preference shares of ₹ 100 each into 9,200 Series E2 compulsorily convertible cumulative preference shares of ₹ 100 each, 55,185 Series E3 compulsorily convertible cumulative preference shares of ₹ 100 each, 3,643 Series E4 compulsorily convertible cumulative preference shares of ₹ 100 each, 6,972 Series E5 compulsorily convertible cumulative preference shares of ₹ 100 each. Subsequently, the authorized share capital of the Company was changed from ₹ 166,504,400 divided into 1,106,741 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 17,806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 175,922 Series B1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 47,120 Series B2 Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, 52,834 Series B3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 89,844 Series B4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 84,469 Series C1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C2 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,665 Series C3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 60,342 Series C3A Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,671 Series C4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 7,204 Series C5 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 31,955 Series C7 cumulative compulsorily convertible preference shares of ₹ 100 each, and 17,876 Series C8 cumulative compulsorily convertible preference shares of ₹ 100 each, 5,067 Series C6 cumulative compulsorily convertible preference shares of ₹ 100 each, 5,810 Series C9 cumulative compulsorily convertible preference shares of ₹ 100 each, 2,71,050 Series D cumulative compulsorily convertible preference shares of ₹ 100 each, 25,000 Series E1 compulsorily convertible cumulative preference shares of ₹ 100 each, and 75,000 Series E2 compulsorily convertible cumulative preference shares of ₹ 100 each, into ₹ 168,004,400 divided into 1,106,741 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 17,806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 175,922 Series B1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 47,120 Series B2 Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, 52,834 Series B3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 89,844 Series B4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 84,469 Series C1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C2 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,665 Series C3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 60,342 Series C3A Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,671 Series C4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 7,204 Series C5 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 5,067 Series C6 cumulative compulsorily convertible preference shares of ₹ 100 each, 31,955 Series C7 cumulative compulsorily convertible preference shares of ₹ 100 each, and 17,876 Series C8 cumulative compulsorily convertible preference shares of ₹ 100 each, 5,810 Series C9 cumulative compulsorily

Date of change/ shareholders' resolution	Nature of amendment
	convertible preference shares of ₹ 100 each, 2,71,050 Series D cumulative compulsorily convertible preference shares of ₹ 100 each, 25,000 Series E1 compulsorily convertible cumulative preference shares of ₹ 100 each, and 9,200 Series E2 compulsorily convertible cumulative preference shares of ₹ 100 each, 55,185 Series E3 compulsorily convertible cumulative preference shares of ₹ 100 each, 3,643 Series E4 compulsorily convertible cumulative preference shares of ₹ 100 each, and 6,972 Series E5 compulsorily convertible cumulative preference shares of ₹ 100 each.
October 31, 2018	Clause V of the MoA was amended to reflect the increase in the authorised share capital of the Company from ₹ 156,504,400 divided into 1,106,741 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 17,806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 175,922 Series B1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 47,120 Series B2 Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, 52,834 Series B3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 89,844 Series B4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 84,469 Series C1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C2 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,665 Series C3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 60,342 Series C3A Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,671 Series C4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 7,204 Series C5 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 31,955 Series C7 cumulative compulsorily convertible preference shares of ₹ 100 each, and 17,876 Series C8 cumulative compulsorily convertible preference shares of ₹ 100 each, 5,067 Series C6 cumulative compulsorily convertible preference shares of ₹ 100 each and 5,810 Series C9 cumulative compulsorily convertible preference shares of ₹ 100 each, and 2,71,050 Series D cumulative compulsorily convertible preference shares of ₹ 100 each, to ₹ 166,504,400 divided into 1,106,741 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 17,806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 175,922 Series B1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 47,120 Series B2 Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, 52,834 Series B3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 89,844 Series B4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 84,469 Series C1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C2 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,665 Series C3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 60,342 Series C3A Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,671 Series C4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 7,204 Series C5 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 31,955 Series C7 cumulative compulsorily convertible preference shares of ₹ 100 each, and 17,876 Series C8 cumulative compulsorily convertible preference shares of ₹ 100 each, 5,067 Series C6 cumulative compulsorily convertible preference shares of ₹ 100 each, 5,810 Series C9 cumulative compulsorily convertible preference shares of ₹ 100 each, 2,71,050 Series D cumulative compulsorily convertible preference shares of ₹ 100 each, 25,000 Series E1 compulsorily convertible cumulative preference shares of ₹ 100 each, and 75,000 Series E2 compulsorily convertible cumulative preference shares of ₹ 100 each.
August 2, 2017	Clause V of the MoA was amended to reflect the increase in the authorised share capital of the Company from ₹ 129,399,400 divided into 1,106,741 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 17,806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 175,922 Series B1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 47,120 Series B2 Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, 52,834 Series B3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 89,844 Series B4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 84,469 Series C1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C2 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,671 Series C4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 7,204 Series C5 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 31,955 Series C7

Date of change/ shareholders' resolution	Nature of amendment
	cumulative compulsorily convertible preference shares of ₹ 100 each, and 17,876 Series C8 cumulative compulsorily convertible preference shares of ₹ 100 each, 5,067 Series C6 cumulative compulsorily convertible preference shares of ₹ 100 each and 5,810 Series C9 cumulative compulsorily convertible preference shares of ₹ 100 each, to ₹ 156,504,400 divided into 1,106,741 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 17,806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 175,922 Series B1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 47,120 Series B2 Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, 52,834 Series B3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 89,844 Series B4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 84,469 Series C1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C2 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 60,342 Series C3A Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each 120,671 Series C4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 7,204 Series C5 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 31,955 Series C7 cumulative compulsorily convertible preference shares of ₹ 100 each, and 17,876 Series C8 cumulative compulsorily convertible preference shares of ₹ 100 each, 5,067 Series C6 cumulative compulsorily convertible preference shares of ₹ 100 each, 5,810 Series C9 cumulative compulsorily convertible preference shares of ₹ 100 each, and 2,71,050 Series D cumulative compulsorily convertible preference shares of ₹ 100 each
June 20, 2017	Clause V of the MoA was amended to reflect the reclassification of 58,100 equity shares of ₹ 10 each into 5,810 Series C9 cumulative compulsorily convertible preference shares of ₹ 100 each. Subsequently, the authorized share capital of the Company was changed from ₹ 129,399,400 divided into 1,164,841 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 17,806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 175,922 Series B1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 47,120 Series B2 Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, 52,834 Series B3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 89,844 Series B4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 84,469 Series C1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C2 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,671 Series C4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 7,204 Series C5 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 31,955 Series C7 cumulative compulsorily convertible preference shares of ₹ 100 each, and 17,876 Series C8 cumulative compulsorily convertible preference shares of ₹ 100 each, and 5,067 Series C6 cumulative compulsorily convertible preference shares of ₹ 100 each, to ₹ 129,399,400 divided into 1,106,741 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 17,806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 175,922 Series B1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 47,120 Series B2 Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, 52,834 Series B3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 89,844 Series B4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 84,469 Series C1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C2 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,671 Series C4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 7,204 Series C5 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 31,955 Series C7 cumulative compulsorily convertible preference shares of ₹ 100 each, and 17,876 Series C8 cumulative compulsorily convertible preference shares of ₹ 100 each, 5,067 Series C6 cumulative compulsorily convertible preference shares of ₹ 100 each and 5,810 Series C9 cumulative compulsorily convertible preference shares of ₹ 100 each.
June 2, 2017	Clause V of the MoA was amended to reflect the increase in the authorised share capital of the Company from ₹ 128,892,700 divided into 1,164,841 equity shares of ₹ 10 each, 20 Class A equity

Date of change/ shareholders' resolution	Nature of amendment
	shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, and 17, 806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 175,922 Series B1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 47,120 Series B2 Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, and 52,834 Series B3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 89,844 Series B4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 84,469 Series C1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C2 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, and 120,671 Series C4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 7,204 Series C5 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 31,955 Series C7 cumulative compulsorily convertible preference shares of ₹ 100 each, and 17,876 Series C8 cumulative compulsorily convertible preference shares of ₹ 100 each. to ₹ 129,399,400 divided into 1,164,841 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 17,806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 175,922 Series B1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 47,120 Series B2 Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, 52,834 Series B3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 89,844 Series B4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 84,469 Series C1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C2 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,671 Series C4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 7,204 Series C5 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 31,955 Series C7 cumulative compulsorily convertible preference shares of ₹ 100 each, and 17,876 Series C8 cumulative compulsorily convertible preference shares of ₹ 100 each, and 5,067 Series C6 cumulative compulsorily convertible preference shares of ₹ 100 each.
March 6, 2017	Clause V of the MoA was amended to reflect the increase in the authorised share capital of the Company from ₹ 123,909,600 divided into 1,164,841 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, and 17, 806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 175,922 Series B1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 47,120 Series B2 Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, and 52,834 Series B3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 89,844 Series B4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 84,469 Series C1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C2 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, and 120,671 Series C4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, and 7,204 Series C5 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each to ₹ 128,892,700 divided into 1,164,841 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 17,806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 175,922 Series B1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 47,120 Series B2 Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, 52,834 Series B3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 89,844 Series B4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 84,469 Series C1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C2 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,671 Series C4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 7,204 Series C5 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 31,955 Series C7 cumulative compulsorily convertible preference shares of ₹ 100 each, and 17,876 Series C8 cumulative compulsorily convertible preference shares of ₹ 100 each.

Date of change/ shareholders' resolution	Nature of amendment
November 28, 2016	Clause V of the MoA was amended to reflect the increase in the authorised share capital of the Company from ₹ 123,189,200 divided into 1,164,841 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, and 17, 806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 175,922 Series B1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 47,120 Series B2 Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, and 52,834 Series B3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 89,844 Series B4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 84,469 Series C1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C2 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, and 120,671 Series C4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each to ₹ 123,909,600 divided into 1,164,841 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 17,806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 175,922 Series B1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 47,120 Series B2 Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, 52,834 Series B3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 89,844 Series B4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 84,469 Series C1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C2 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 120,671 Series C4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, and 7,204 Series C5 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each.
August 19, 2016	Clause V of the MoA was amended to reflect the increase in the authorised share capital of the Company from ₹ 74,920,700 divided into 1,164,841 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, and 17, 806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 175,922 Series B1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 47,120 Series B2 Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, and 52,834 Series B3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 89,844 Series B4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, and 84,469 Series C1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each to ₹ 123,189,200 divided into 1,164,841 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 17,806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 175,922 Series B1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 47,120 Series B2 Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, 52,834 Series B3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 89,844 Series B4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 84,469 Series C1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C2 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 181,007 Series C3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, and 120,671 Series C4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each.
April 22, 2016	Clause V of the MoA was amended to reflect the increase in the authorised share capital of the Company from ₹ 66,473,800 divided into 1,164,841 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 17,806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 175,922 Series B1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 47,120 Series B2 Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, 52,834 Series B3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, and 89,844 Series B4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each to ₹ 74,920,700 divided into 1,164,841 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each,

Date of change/ shareholders' resolution	Nature of amendment
	172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, and 17, 806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 175,922 Series B1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 47,120 Series B2 Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, and 52,834 Series B3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 89,844 Series B4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, and 84,469 Series C1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each
November 20, 2015	Clause V of the MoA was amended to reflect the increase in the authorised share capital of the Company from ₹ 57,489,400 divided into 1,164,841 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, and 17, 806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 175,922 Series B1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 47,120 Series B2 Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, and 52,834 Series B3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, to ₹ 66,473,800 divided into 1,164,841 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 17,806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 175,922 Series B1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 47,120 Series B2 Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, 52,834 Series B3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, and 89,844 Series B4 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each.
November 16, 2015	Clause III A of the MoA was amended to reflect the insertion of a new clause to alter the main object of the Company, to include the following: *"To operate as Bharat Bill Payment Operating Unit in accordance with rules, regulation and directions issued by the Reserve Bank of India's or any other relevant authority including the National Payments Corporation of India for on-boarding the billers and aggregators and facilitating processing of payments, between various parties and all other incidental matters related thereto in accordance the Payment and Settlement Systems Act, 2007 and rules and regulation made thereunder."*
March 17, 2015	Clause V of the MoA was amended to reflect the increase in the authorised share capital of the Company from ₹ 52,206,600 divided into 1,164,841 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, and 17, 806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 175,922 Series B1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, and 47,120 Series B2 Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, to ₹ 57,489,400 divided into 1,164,841 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 17,806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 175,922 Series B1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each, 47,120 Series B2 Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, and 52,834 Series B3 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each
February 24, 2015	Clause V of the MoA was amended to reflect the increase in the authorised share capital of the Company from ₹ 34,142,600 divided into 1,164,841 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, and 17, 806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, to ₹ 52,206,600 divided into 1,164,841 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 17,806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 175,922 Series B1 Cumulative Compulsorily Convertible Preference Shares

Date of change/ shareholders' resolution	Nature of amendment
	of ₹ 100 each, and 47,120 Series B2 Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each
February 7, 2015	Clause V of the MoA was amended to reflect the increase in the authorised share capital of the Company from ₹ 32,362,000 divided into 1,164,841 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, and 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, to ₹ 34,142,600 divided into 1,164,841 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, and 17,806 Series A3 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each
December 18, 2014	Clause V of the MoA was amended to reflect the increase in the authorised share capital of the Company from ₹ 30,000,000 divided into 1,164,841 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109, 779 Series A Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, and 172,536 Series A1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each to ₹ 32,362,000 divided into 1,164,841 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each, 172,536 Series A1 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each, and 23,620 Series A2 Fully and Compulsorily Convertible Cumulative Preference Shares of ₹ 100 each.
March 7, 2014	Clause V of the MoA was amended to reflect the increase in the authorised share capital of the Company from ₹ 100,000 divided into 10,000 equity shares of ₹ 10 each, to ₹ 30,000,000 divided into 1,164,841 equity shares of ₹ 10 each, 20 Class A equity shares of ₹ 10 each, 109,779 Series A Cumulative Compulsorily Convertible Preference Shares of ₹ 10 each, and 172,536 Series A1 Cumulative Compulsorily Convertible Preference Shares of ₹ 100 each
September 14, 2012	Clause V of the MoA was amended to reflect the increase in the authorised share capital of the Company from ₹ 100,000 divided into 10,000 equity shares of ₹ 10 each, to ₹ 10,000,000 divided into 1,000,000 equity shares of ₹ 10 each. Further, Clause III A of the MoA was amended to reflect the insertion of a new clause to alter the main object of the Company, to include the following: *"To operate payment systems, issue of multi-purpose pre-paid payment instruments, payment processing, payment collection and related services by facilitating Payment Gateway to customers for various business applications in E-Commerce, M-Commerce, Net-Commerce and in physical space, to engage in the business of providing payment collection services in any form to any government/semi-government/local authority, Company, organization, institution, trust, society, firm, individual etc., from their customers, service users and end users, to undertake the designing and development of payment systems or/and applications software either for own use or on any behalf or for sale.".*

Awards and accreditations

Calendar Year	Awards and accreditations
2014	MobiKwik won the 'm-business and commerce' award at the Billionth South Asia Awards
2014	MobiKwik won the 'Best Mobile Money Product' award at the 5th India Digital Awards organized by Internet and Mobile Association of India
2015	MobiKwik won the 'Best Money Transfer Programme' award at the India Digital Awards organized by Internet and Mobile Association of India
2015	MobiKwik was ranked in the top 10 brands in the 'Delhi - NCR Brand Summit and Hot 50 brands' recognized by Paul Writer presented by One India
2016	MobiKwik co-founder, Bipin Preet Singh was featured in the 'Fortune 40 under 40' list of entrepreneurs in India
2017	MobiKwik co-founder, Upasana Rupkrishan Taku was conferred the "Best Women Entrepreneur of the Year" award by The Associated Chambers of Commerce and Industry of India
2017	MobiKwik received the 'Industry Award' in the financial services (established) category at the AWS Mobility Awards 2017 by YourStory
2018	MobiKwik was conferred the Amity Leadership Award for Business Excellence in the field of eCommerce payment systems in India
2018	MobiKwik co-founder, Upasana Rupkrishan Taku was felicitated by the President of India, as the first woman to lead a payments start-up

Calendar Year	Awards and accreditations
2018	MobiKwik co-founder, Bipin Preet Singh was featured in the Economic Times 40 under Forty list of India's top business leaders
2018	Our brand, MobiKwik, was awarded at the ET Iconic Brands of India Awards, as an 'Icon of Indigenous Excellence'
2019	MobiKwik co-founder, Upasana Rupkrishan Taku, was featured in Forbes Asia's Power Businesswomen list of 25 accomplished women shaping Asia's business landscape
2019	MobiKwik co-founder, Upasana Rupkrishan Taku was named in the BW Businessworld 40 Under 40 Club
2020	MobiKwik was featured in the 'Fintech Fast 101' list of fast growing fintech players in Asia/ Pacific, published by IDC Financial Insights
2020	MobiKwik co-founder, Upasana Rupkrishan Taku was featured in the Kotak Wealth Hurun – Leading Wealthy Women List 2020 under 2 categories: i) Ranked 12th in the richest self-made women list ii) Ranked 10th in the women founders list
2022	MobiKwik co-founder, Upasana Rupkrishan Taku was conferred the 'Most Powerful Women in Business' award by Business Today
2023	MobiKwik received the 'e4m Pride of India Brands – The best of North Awards'
2023	MobiKwik won the 'Best Lead Generation Campaign (FinTech Company)' award at the 2nd Annual NBFC & Fintech Excellence Awards organized by Quantic Media presented by Expleo.
2023	MobiKwik received the 'Innovative DevOps Excellence in Pioneering Infrastructure Optimization for Payments' award at the India DevOps Show organized by Quantic Media
2023	MobiKwik co-founder, Upasana Rupkrishan Taku was conferred the 'Most Powerful Women in Business' award by Business Today
2023	MobiKwik received the ET Most Promising Brands award
2023	MobiKwik co-founder, Upasana Rupkrishan Taku was conferred TIMES NOW India's Impactful CEO award by ET Edge
2023	MobiKwik co-founder, Upasana Rupkrishan Taku is the only woman founder to be elected in the current Governing Council of IAMAI
2023	MobiKwik co-founder Bipin Preet Singh has been selected to be part of the Policy Committee of DLAI

Major events and milestones

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

Calendar Year	Details
2008	Our company was incorporated in March 2008 by Bipin Preet Singh, who served as a signatory to the Memorandum of Association (MoA).
2009	Started payment wallet operations in 2009
2010	• Upasana Rupkrishan Taku joined the Company as a co-founder in February 2010 • Set up a digital wallet to enable users to make online bill payments • Incorporation of Zaak ePayment Services Private Limited for payment gateway business
2011	Seed investment led by Sequoia Capital India Investment Holdings III into Zaak ePayment in November 2011
2012	MobiKwik mobile application introduced on Google Play Store
2013	• Received Certificate of Authorisation to set up and operate payment system for semi-closed prepaid payments instrument services from the Reserve Bank of India • Introduced MobiKwik mobile application on Apple App store • MobiKwik was an India level finalist and won the 2nd place at the international level Vodafone appStar contest
2014	• Raised ₹ 152.70 million in Series A funding from Sequoia Capital India Investment Holdings III and PXVPIIV • Integrated the MobiKwik wallet as a payment option on e-commerce websites
2015	• Restructuring of Zaak ePayment as a wholly owned subsidiary of the Company • Raised Series B funding of ₹ 1,128.13 million from PXVPIIV , Tree Line and Amex • Launched MobiKwik wallet as a payment option for organized retail
2016	• Raised Series C funding from PXVPIIV , Tree Line, Net1, among others. • Launched MobiKwik wallet as a payment option for un-organized retail stores
2017	• Opened 6 new offices pan India • Raised Series D funding of ₹ 2,250 million
2018	• Forayed into digital credit • Acquired "ClearFunds" (Harvest Fintech), an online wealth management platform

Calendar Year	Details
2019	• Launched MobiKwik ZIP • Received authorisation from the RBI to operate as a Bharat Bill Payment Operating Unit
2020	• Received license to act as a composite corporate agent from the IRDAI • Elevated Chandan Joshi as a co-founder & CEO-Payments
2021	• Application made by Zaak ePayment for authorization to set up a payment system • Raised Series G funding of ₹ 1,490 million from ADIA
2022	• Launched MobiKwik Xtra
2023	*For consumers* • Became first fintech to launch Credit Card on UPI • Introduced new feature for customers to track provident funds • Launched MobiKwik Lens • Launched brand EMI with Vivo stores *For retail Merchants* • Launched MobiKwik sound box and EDC machines • Launched merchant loan feature (MCA) for small Merchants *For e-commerce Merchants* • Received In-Principle authorisation from RBI for Zaak Epayment Services Private Limited to operate as a Payment Aggregator under the Payment and Settlement Systems Act, 2007

Time/cost overrun

We have not implemented any projects and have therefore not experienced any instances of time/ cost overrun in the setting up of any projects.

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

For details of launch of key products or services, entry in new geographies or exit from existing markets, and capacity/facility creation or location of plants, see "*Our Business*" on page 190.

Defaults or rescheduling/restructuring of borrowings with financial institutions/banks

Except as disclosed below, there are no defaults or rescheduling/restructuring of borrowings availed by our Company from financial institutions or banks.

The Company had issued debentures to Trifecta Venture Debt Fund-I under a securities subscription agreement dated April 16, 2018 between the Company, Upasana Rupkrishan Taku, Bipin Preet Singh and Trifecta Venture Debt Fund-I. Subsequently, the repayment schedule for an outstanding amount of ₹ 220 million was modified and the repayment date for the last instalment was shifted to April 30, 2021. As of May 3, 2021, all the outstanding amounts against these debentures have been repaid.

Details regarding material acquisition or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years

Except as disclosed below, our Company has not made any material acquisitions or divestments of any business or undertaking, and has not undertaken any merger, amalgamation or any revaluation of assets in the preceding 10 years:

Preference share purchase agreement dated October 12, 2018 between our Company, Harvest Fintech Private Limited and the preference shareholders of Harvest Fintech Private Limited, and equity share purchase agreement dated October 12, 2018 between our Company, Harvest Fintech Private Limited and the equity shareholders of Harvest Fintech Private Limited

Our Company, Harvest Fintech and the preference shareholders of Harvest Fintech entered into a preference share purchase agreement dated October 12, 2018 ("**Harvest Preference SPA**") for the purchase of 112,184 compulsorily convertibles preference shares of Harvest Fintech Private by our Company, for a consideration of ₹ 3.5 million, and the allotment of 4,301 equity shares of face value of ₹ 10 each of our Company to the preference shareholders of Harvest Fintech. Further, our Company, Harvest Fintech and the equity shareholders of Harvest Fintech entered into an equity share purchase agreement dated October 12, 2018 (**"Harvest Equity SPA"**) for purchase by our Company of 523,226 equity shares of Harvest Fintech, for a consideration of ₹ 0.01 million, and the allotment of 659 equity shares of face value of ₹ 10 each of our Company to certain equity shareholders of Harvest Fintech. Pursuant to the Harvest Preference SPA and Harvest Equity SPA, Harvest Fintech became a wholly owned subsidiary of our Company.

For more details in relation to the allotment of equity shares of our Company pursuant to these agreements, please see "*Capital Structure - History of Equity Share capital of our Company*" on page 97.

Key terms of other subsisting material agreements

Except for the shareholders' agreements, investment agreements and share purchase agreements disclosed below, our Company has not entered into any other subsisting material agreements other than in the ordinary course of business of our Company or which are otherwise material and need to be disclosed. Further, our Company confirms that there are no inter-se agreements or arrangements between shareholders, deeds of assignment, acquisition agreements, shareholders' agreements, or agreements of like nature, or agreements comprising material clauses/covenants that are required to be disclosed in this Draft Red Herring Prospectus or contain clauses/covenants that are adverse/prejudicial to the interest of public shareholder.

Amended and restated shareholders' agreement dated July 31, 2017 ("MobiKwik SHA") amongst our Company, SCIIH III, SCII IV, Tree Line, Amex, Cisco, GMO, MediaTek, Net1, Bajaj, Bipin Preet Singh and Upasana Rupkrishan Taku as amended and supplemented, inter alia by (i) supplementary deed dated October 30, 2018 between our Company, Bipin Preet Singh and Upasana Rupkrishan Taku, SCIIH III, SCII IV, Tree Line, Amex, Cisco, GMO, MediaTek, Net1 and Bajaj; (ii) supplementary deed dated November 26, 2018 between our Company, Bipin Preet Singh and Upasana Rupkrishan Taku, SCIIH III, SCII IV, Tree Line, Amex, Cisco, GMO, MediaTek, Net1 and Bajaj, which was amended by an amendment deed dated January 1, 2019; (iii) supplementary deed dated May 29, 2019 between our Company, Bipin Preet Singh and Upasana Rupkrishan Taku, SCIIH III, SCII IV, Tree Line, Amex, Cisco, GMO, MediaTek, Net1, Bajaj and NDTV; (iv) supplementary deed dated October 27, 2020 between our Company, Bipin Preet Singh and Upasana Rupkrishan Taku, SCIIH III, SCII IV, Tree Line, Amex, Cisco, GMO, MediaTek, Net1, Bajaj, NDTV and HMVL; (v) supplementary deed dated November 9, 2020 between the Company, Bipin Preet Singh and Upasana Rupkrishan Taku, SCIIH III, SCII IV, Tree Line, Amex, Cisco, GMO, MediaTek, Net1, Bajaj, NDTV, HMVL and Pratithi; (vi) supplementary deed dated June 6, 2021 between the Company, Bipin Preet Singh and Upasana Rupkrishan Taku, SCIIH III, SCII IV, Tree Line, Amex, Cisco, GMO, Net1, Bajaj, NDTV, HMVL, Pratithi and ADIA; (vii) the amendment agreement dated June 20, 2021 between the Company, Bipin Preet Singh and Upasana Rupkrishan Taku, SCIIH III, SCII IV, Tree Line, Amex, Cisco, GMO, Net1, Bajaj, HMVL, Pratithi and ADIA; (viii) the amendment agreement dated June 30, 2022 between the Company, Bipin Preet Singh and Upasana Rupkrishan Taku, SCIIH III, SCII IV, Tree Line, Amex, Cisco, GMO, Net1, Bajaj, HMVL, Pratithi and ADIA; (ix) the amendment agreement dated July 27, 2023 the Company, Bipin Preet Singh and Upasana Rupkrishan Taku, SCIIH III, SCII IV, Tree Line, Amex, Cisco, GMO, Net1, Bajaj, HMVL, Pratithi and ADIA; and (x) the MobiKwik SHA Amendment Agreement

The MobiKwik SHA was executed on July 31, 2017 to, *inter alia*, record the understanding and agreement amongst various investors, Bipin Preet Singh and Upasana Rupkrishan Taku (collectively, the "**Founder Promoters**") and our Company regarding their rights and obligations in respect of the management and control of the affairs of the Company and certain rights and obligations *inter-se* as Shareholders in our Company. The Founder Promoters and investors have been granted certain rights in our Company under the MobiKwik SHA. Of these, certain rights granted to investors continue as long as they hold an agreed-upon minimum shareholding threshold in our Company ("**Minimum Threshold**"). Rights that the Founder Promoters and investors are currently entitled to under the MobiKwik SHA include the following (and such rights include rights in, to the extent applicable, both our Company and Subsidiaries).

Board nomination rights: Till such time as they remain "promoters" under applicable laws, the Founder Promoters have the right to collectively nominate three directors on our Board ("**Promoter Nominee Directors**"). One of the Promoter Directors shall also be the chairperson, and one of the Promoter Directors shall also be the managing director of the Board. Board shall also comprise of such number of independent directors as required under law.

Affirmative voting rights: Various investors have affirmative voting rights in respect of decisions to be taken by our Company or Subsidiaries (through board/ shareholder meetings or otherwise) on a wide range of matters, including amendments to charter documents, changes in capitals structure, dividends, liquidation or winding up, mergers, acquisitions and other corporate structuring events and hiring of key managerial personnel.

Rights related to issue and transfer of shares: Subject to certain exceptions, our investors have (a) pre-emptive rights to participate in any further issue of equity capital; (b) rights of first offer, rights of first refusal and tag-along rights in case of any proposed transfer of shares by other Shareholders. The Founder Promoters also have a right of first offer in case of transfer of shares by investors.

Information rights: Subject to them holding the Minimum Threshold, our investors have certain information rights in our Company, including in relation to financial information, the annual budget, business plans, related party transactions.

Exit rights: Our investors have been granted certain exit rights, including through an IPO. Our investors are also entitled to piggyback registration rights in case of registration of the equity shares of our Company in any jurisdiction outside India with any competent authority.

Founder Promoter non-compete: The Founder Promoters have agreed that till such time as each of them (a) remain employed with our Company, or (b) hold at least 5% of our Company's paid up share capital (on a fully diluted basis), for a period of one year thereafter ("**Non-Compete Period**"), they will not (along with their affiliates), directly or indirectly, except on behalf of our Company, set up, solicit business for, render services to or assume managerial positions of any business that competes with our business. For the Non-Compete Period, the Founder Promoters shall also not solicit any customers or clients of our Company; interfere with continuing supplies to our Company from its existing suppliers; or employ or hire as consultant, or solicit employment/ consultancy from any person who is then, or was in the prior six months, an employee with, or exclusive consultant of our Company.

In addition to the above, our Company, Founder Promoters and Amex entered into a letter agreement under which Amex has certain rights, including certain information/inspection rights and a right to appoint an observer for board meetings and committee meetings of our Company.

The MobiKwik SHA supersedes any previous agreement or understanding between the parties to the MobiKwik SHA. After the execution of the MobiKwik SHA, certain of its original parties as well as new investors (collectively, "**Further Investors**") have signed supplementary deeds to the MobiKwik SHA in connection with investments made by them in our Company. The supplementary deeds govern the rights and obligations of the Further Investors inter-se with other Shareholders and the Founder Promoters vis-à-vis our Company and grant them certain rights available to the original parties to the MobiKwik SHA.

MobiKwik SHA Amendment Agreement: Pursuant to the MobiKwik SHA Amendment Agreement, the MobiKwik SHA will stand automatically terminated upon the date of receipt of final listing and trading approvals from each of the Stock Exchanges pursuant to the Issue (**"Consummation of the Issue"**). Notwithstanding such termination, in terms of the MobiKwik SHA Amendment Agreement, following the consummation of the Issue, and subject to (a) approval of the Shareholders by way of a special resolution in the first general meeting convened after the listing of Equity Shares pursuant to the Issue, and (b) periodic approvals of the shareholders of our Company under the applicable provisions of the SEBI LODR Regulations and other applicable laws, till such time as the Founder Promoters remain "promoters" of the Company under applicable laws, the Founder Promoters shall have the right to collectively nominate three Directors (**"Promoter Directors**") on the Board (including the Chairperson and the Managing Director).

The MobiKwik SHA Amendment Agreement shall stand automatically terminated upon the earlier of the following dates (a) the Consummation of the Issue; (b) the March 31, 2025 or such later date as may be mutually agreed in writing by the parties to the MobiKwik SHA Amendment Agreement, if the Consummation of the IPO has not happened by such date (the **"Long Stop Date"**); and (c) the date on which the Board decides not to undertake the Issue.

In terms of the MobiKwik SHA Amendment Agreement, certain waivers have been granted by the relevant Shareholders until the Long Stop Date in respect of pre-emptive rights, rights of first offer, tag-along and other rights associated with a listing of the securities of our Company, information rights, as well as obligations of our

Company to obtain prior consent from relevant shareholders and procedural requirements for proceedings of the Board and shareholder meetings, to the extent of actions and matters required for the facilitation of the Issue.

Share warrant subscription agreement dated February 11, 2017 between our Company, and the Founder Promoters and Bennett, Coleman and Company Limited ("BCCL" and such agreement, the "BCCL SWSA"), as amended and supplemented by (i) the first amendment agreement dated June 20, 2021 ("BCCL First Amendment Agreement") to the BCCL SWSA entered between our Company, BCCL and the Founder Promoters; (ii) the second amendment agreement dated June 30, 2022 ("BCCL Second Amendment Agreement") to the BCCL SWSA entered between our Company, BCCL and the Founder Promoters; (iii) the third amendment agreement dated June 30, 2023 ("BCCL Third Amendment Agreement") to the BCCL SWSA entered between our Company, BCCL and the Founder Promoters; and (iv) the fourth amendment agreement dated December 4, 2023 ("BCCL Fourth Amendment Agreement") to the BCCL SWSA entered between our Company, BCCL and the Founder Promoters.

In terms of the BCCL SWSA, BCCL subscribed to (a) four equity shares of face value of ₹ 10 each of our Company at ₹ 5,594 per equity share and (b) two warrants ("**BCCL Warrants**") of our Company at ₹ 9.75 million per warrant. The BCCL Warrants were exercisable into equity shares of our Company and/or Series C7 CCCPS at prices computed in terms of the BCCL SWSA.

In terms of the BCCL SWSA, BCCL is entitled to certain rights in our Company, including: (a) information rights, including in relation to financial information, annual reports and shareholding structure, (b) pre-emptive rights in any fresh issuance of equity securities at a price lower than BCCL's subscription price, (c) tag-along rights in case of any transfer of Equity Shares by the Founder Promoters; (d) exit rights; and (e) the benefit of the non-compete obligations of the Founder Promoters (as outlined in the description of the MobiKwik SHA above).

The parties to the BCCL SWSA have entered into the BCCL First Amendment Agreement, BCCL Second Amendment Agreement, BCCL Third Amendment Agreement and BCCL Fourth Amendment Agreement, pursuant to which the BCCL SWSA will stand automatically terminated upon the Consummation of the Issue. BCCL has also granted certain waivers from its rights under the BCCL SWSA to facilitate the Issue.

Under the BCCL SWSA and the BCCL First Amendment Agreement, BCCL Second Amendment Agreement, BCCL Third Amendment Agreement and BCCL Fourth Amendment Agreement, as long as BCCL is a Shareholder of the Company (including post-listing pursuant to the Issue), our Company shall not participate directly in any business that in any manner makes use of alcohol, tobacco, silk, leather, animal meat or have adopted animal testing, however, nothing shall restrict our Company from offering its products to any third party, or to the consumer through any third party that deals in such restricted products.

Share subscription agreement dated December 7, 2021 between our Company, and the Founder Promoters and Bennett, Coleman and Company Limited ("BCCL" and such agreement, the "BCCL SSA"), as amended and supplemented by the first amendment agreement dated December 4, 2023 ("BCCL SSA First Amendment Agreement") to the BCCL SSA entered between our Company, BCCL and the Founder Promoters

In terms of the BCCL SSA, BCCL subscribed to 883,159 Equity Shares at ₹ 1,132 per Equity Share for an aggregate consideration of ₹100 million.

In terms of the BCCL SSA, BCCL is entitled to certain rights in our Company, including (as continuing rights under the BCCL SWSA): (a) information rights, including in relation to financial information, annual reports and shareholding structure, (b) tag-along rights in case of any transfer of Equity Shares by the Founder Promoters; (d) exit rights; and (e) the benefit of the non-compete obligations of the Founder Promoters (as outlined in the description of the MobiKwik SHA above).

The parties to the BCCL SSA have entered into the BCCL SSA First Amendment Agreement, pursuant to which the BCCL SWSA will stand automatically terminated upon the consummation of the Issue. BCCL has also granted certain waivers from its rights under the BCCL SSA to facilitate the Issue.

Further, under the BCCL SSA, as long as BCCL is a Shareholder of the Company (including post-listing pursuant to the Issue), our Company shall not participate directly in any business that in any manner makes use of alcohol, tobacco, silk, leather, animal meat or have adopted animal testing, however, nothing shall restrict our Company from offering its products to any third party, or to the consumer through any third party that deals in such restricted products.

Securities subscription agreement dated April 16, 2018 between our Company, Bipin Preet Singh, Upasana Rupkrishan Taku and Trifecta Venture Debt Fund – I ("Trifecta" and such agreement, the "Trifecta SSA") as amended by the amendment agreements dated June 20, 2021, June 30, 2022, July 17, 2023 and December 13, 2023 (collectively "Trifecta SSA Amendment Agreements") to the Trifecta SSA entered into between our Company, Trifecta, Bipin Preet Singh and Upasana Rupkrishan Taku

In terms of the Trifecta SSA, Trifecta agreed to subscribe to (a) 300 Series A Debentures at ₹ 1 million per Series A Debenture (subject to fulfilment of certain conditions precedent); and (b) 300 Series B Debentures at ₹ 1 million per Series B Debenture and 3,643 Series E4 CCPS at ₹ 8,233.50 per Series E4 CCPS (subject to fulfilment of certain other conditions precedent).

In terms of the Trifecta SSA, Trifecta is entitled to certain rights in our Company, including: (a) information rights, including in relation to financial information and management accounts, and (b) tag-along rights in case of transfer of equity shares of our Company by the Founder Promoters (to the extent of 50% of more of their holding). Prior approval of Trifecta is also required by our Company before certain corporate actions, including (a) change in the status of our Company, (b) dilution of the Founder Promoters' holding below 20% of our Company, (c) any change in control of our Company, (d) creation of any encumbrance on the Founder Promoters' shareholding in our Company, and (e) entering into an understanding regarding any mergers, consolidations, re-organisation or scheme of arrangement with creditors or shareholders. During the term of the Trifecta SSA, Trifecta is also entitled to invest up to 12.5% of its cumulative debenture subscription amount as per the same rights and terms of issue of securities as offered by the Company to any other investors in any subsequent round of investment ("**Trifecta Further Investment Right**").

The parties to the Trifecta SSA have entered into the Trifecta SSA Amendment Agreements, pursuant to which the rights of Trifecta under the Trifecta SWSA in relation to Equity Shares of our Company will stand automatically terminated upon the consummation of the Issue. Trifecta has also granted certain consents and waivers from its rights under the Trifecta SSA to facilitate the Issue. Further, in in terms of the Trifecta SSA Amendment Agreement dated June 20, 2021, the Trifecta Further Investment Right will be terminated one day prior to the filing of a draft red herring prospectus by out Company for an IPO. Since our Company previously filed a draft red herring prospectus dated July 12, 2021 for a proposed initial public offer, the Trifecta Further Investment Right terminated on July 11, 2021.

Share subscription agreement dated March 20, 2014 between our Company, Bipin Preet Singh, Upasana Rupkrishan Taku and Sequoia ("Series A SSA")

On March 20, 2014, our Company, Bipin Preet Singh, Upasana Rupkrishan Taku, SCII IV and SCIIH III entered into the Series A SSA for subscription by (a) SCIIH III to 10 Class A Equity Shares and 109,779 Series A CCCPS; and (b) SCII IV to 10 Class A Equity Shares and 172,536 Series A1 CCCPS, for an aggregate consideration of ₹ 152.70 million.

Share subscription agreement dated December 22, 2014 between our Company, Bipin Preet Singh, Upasana Rupkrishan Taku and Sequoia ("Series A2 SSA")

On December 22, 2014, our Company, Bipin Preet Singh, Upasana Rupkrishan Taku, SCII IV and SCIIH III entered into the Series A2 SSA for subscription by SCII IV to 23,615 Series A2 CCCPS, for an aggregate consideration of ₹ 63.50 million.

Share subscription agreement dated February 12, 2015 between our Company, Bipin Preet Singh, Upasana Rupkrishan Taku and Sequoia ("Series A3 SSA")

On February 12, 2015, our Company, Bipin Preet Singh, Upasana Rupkrishan Taku, SCII IV and SCIIH III entered into the Series A3 SSA for subscription by SCII IV to 17,806 Series A3 CCCPS, for an aggregate consideration of ₹ 64.20 million.

Share subscription agreement dated February 23, 2015 entered between our Company, Bipin Preet Singh, Upasana Rupkrishan Taku, SCII IV, Tree Line and Amex ("Series B SSA")

On February 23, 2015, our Company, Bipin Preet Singh, Upasana Rupkrishan Taku, SCII IV, Tree Line and Amex entered into the Series B SSA for subscription by (a) SCII IV to 87,864 Series B1 CCCPS; (b) Tree Line to 88,058

Series B1 CCCPS; and (c) Amex to 47,120 Series B2 CCCPS, for an aggregate consideration of ₹ 804.19 million. Our Company, Founder Promoters, SCI IV, Tree Line and Amex also entered into a shareholders agreement dated February 23, 2015 ("**Series B SHA**") to record the terms of the Series B investment.

Subsequent, Cisco adhered to the Series B SHA through a confirmation deed dated March 24, 2015 and on May 5, 2015, subscribed to 52,834 Series B3 CCCPS for an aggregate amount of ₹ 190.50 million.

Share subscription agreement dated November 20, 2015 entered between our Company, Bipin Preet Singh, Upasana Rupkrishan Taku, SCII IV and Tree Line ("Series B4 SSA")

On November 20, 2015, our Company, Bipin Preet Singh, Upasana Rupkrishan Taku, SCII IV and Tree Line entered into the Series B4 SSA for subscription by (a) SCII IV to 62,341 Series B4 CCCPS for a consideration of ₹ 224.77 million; and (b) Tree Line to 27,503 Series B4 CCCPS for a consideration of ₹ 99.16 million.

Share subscription agreement dated April 21, 2016 entered between our Company, Bipin Preet Singh, Upasana Rupkrishan Taku, GMO, MediaTek, Tree Line and SCII IV ("Series C1 SSA")

On April 21, 2016, our Company, Bipin Preet Singh, Upasana Rupkrishan Taku, GMO, Media Tek, Tree Line and SCII IV entered into the Series C1 SSA for subscription by (a) GMO to 24,134 Series C1 CCCPS; (b) by MediaTek of 36,201 Series C1 CCCPS; (c) SCII IV to 12,067 Series C1 CCCPS; and (d) Tree Line to 12,067 Series C1 CCCPS, for an aggregate consideration of ₹ 472.52 million.

Share subscription agreement dated August 15, 2016 entered between our Company, Bipin Preet Singh, Upasana Rupkrishan Taku and Net1 ("Series C2 C3 C4 SSA")

On August 15, 2016, our Company, Bipin Preet Singh, Upasana Rupkrishan Taku, and Net1 entered into the Series C2 C3 C4 SSA for subscription by Net1 to 181,007 Series C2 CCCPS and 181,007 Series C3 CCCPS for a consideration of ₹ 1,012.55 million and ₹ 1,012.55 million, respectively.

Supplementary deed dated August 16, 2016 to the MobiKwik SHA entered between our Company, Bipin Preet Singh, Upasana Rupkrishan Taku, Cisco, Sequoia, Tree Line, Amex, GMO, MediaTek and Net1 ("Series C5 Supplementary Deed")

On August 16, 2016, our Company, Bipin Preet Singh, Upasana Rupkrishan Taku, Cisco, Sequoia, Tree Line, Amex, GMO, MediaTek and Net1entered into the Series C5 Supplementary Deed for subscription by Cisco to 7,204 Series C5 CCCPS for a consideration of ₹ 40.30 million.

Share subscription agreement dated May 31, 2017 entered between our Company, Bipin Preet Singh, Upasana Rupkrishan Taku and Amex ("Series C6 SSA")

On May 31, 2017, our Company, Bipin Preet Singh, Upasana Rupkrishan Taku and Amex entered into the Series C6 SSA for subscription by Amex to 5,067 C6 SSA each of our Company, for a consideration of ₹ 28.34 million.

Supplementary deed dated June 21, 2017 to the MobiKwik SHA entered between our Company, Bipin Preet Singh, Upasana Rupkrishan Taku, Cisco, Sequoia, Tree Line, Amex, GMO, MediaTek and Net1 ("Series C9 Supplementary Deed")

On June 21, 2017, our Company, Bipin Preet Singh, Upasana Rupkrishan Taku, Cisco, Sequoia, Tree Line, Amex, GMO, MediaTek and Net1entered into the Series C9 Supplementary Deed for subscription by GMO to 5,810 Series C9 CCCPS for a consideration of ₹ 32.50 million.

Share subscription agreement dated July 31, 2017 entered between our Company, Bipin Preet Singh, Upasana Rupkrishan Taku and Bajaj ("Series D SSA")

On July 31, 2017, our Company, Bipin Preet Singh, Upasana Rupkrishan Taku and Bajaj entered into the Series D SSA for subscription by Bajaj to 10 equity shares of face value of ₹ 10 each of our Company and 271,050 Series D CCCPS, for an aggregate consideration of ₹ 2,250 million.

Supplementary deed dated October 30, 2018 to the MobiKwik SHA entered between our Company, Bipin Preet Singh, Upasana Rupkrishan Taku, Sequoia, Tree Line, Amex, Cisco, GMO, MediaTek, Net1 and Bajaj ("Series E1 Supplementary Deed")

On October 30, 2018 our Company, Bipin Preet Singh, Upasana Rupkrishan Taku, Sequoia, Tree Line, Amex, Cisco, GMO, MediaTek, Net1 and Bajaj entered into the Series E1 Supplementary Deed for subscription by (a) SCII IV to 18,218 Series E1 CCCPS, and (b) GMO to 1,822 Series E1 CCCPS, for an aggregate consideration for the INR equivalent of USD 2.2 million.

Supplementary deed dated November 26, 2018 to the MobiKwik SHA entered between our Company, Bipin Preet Singh, Upasana Rupkrishan Taku, Sequoia, Tree Line, Amex, Cisco, GMO, MediaTek, Net1 and Bajaj, amended by an amendment deed dated January 1, 2019 ("Series E2 Supplementary Deed")

On November 26, 2018 our Company, Bipin Preet Singh, Upasana Rupkrishan Taku, Sequoia, Tree Line, Amex, Cisco, GMO, MediaTek, Net1 and Bajaj entered into the Series E2 Supplementary Deed for subscription by Net1 to 9,109 Series E2 CCCPS for a consideration of the INR equivalent of USD 1 million (₹ 74.99 million).

Supplementary deed dated May 29, 2019 to the MobiKwik SHA entered between our Company, Bipin Preet Singh, Upasana Rupkrishan Taku, Sequoia, Tree Line, Amex, Cisco, GMO, MediaTek, Net1, Bajaj and New Delhi Television Limited ("NDTV") ("Series E5 Supplementary Deed")

On May 29, 2019 our Company, Bipin Preet Singh, Upasana Rupkrishan Taku, Sequoia, Tree Line, Amex, Cisco, GMO, MediaTek, Net1, Bajaj and NDTV entered into the Series E5 Supplementary Deed for subscription by NDTV to 6,972 Series E5 CCCPS for a consideration of ₹ 57.40 million.

Letter dated February 7, 2020 between our Company, Bipin Preet Singh, Upasana Rupkrishan Taku and Nicolas Jarosson ("NJ" and such letter, the "NJ Letter"), as amended by the amendment letter dated June 20, 2021 ("NJ Letter Amendment") to the NJ Letter between our Company, Bipin Preet Singh, Upasana Rupkrishan Taku and Nicolas Jarosson

In terms of the NJ Letter, NJ subscribed to 3,914 Series E6A CCCPS for an aggregate consideration of USD 0.5 million. The NJ Letter grants certain rights to NJ in our Company, including a pre-emptive right to participate *pro-rata* in any new issuance of equity securities. In terms of an amendment letter dated June 20, 2021, the rights under the NJ Letter will terminated upon Consummation of the Offer. In the amendment letter, NJ has also granted certain consents and waivers from its rights under the NJ Letter to facilitate the Offer.

Supplementary deed dated October 27, 2020 to the MobiKwik SHA entered between our Company, the Founder Promoters, Sequoia, Tree Line, Amex, Cisco, GMO, MediaTek, Net1, Bajaj, NDTV and Hindustan Media Ventures Limited ("HMVL" and such deed, the "Series E7 Supplementary Deed")

On October 27, 2020, our Company, the Founder Promoters, Sequoia, Tree Line, Amex, Cisco, GMO, MediaTek, Net1, Bajaj, NDTV and HMVL entered into the Series E7 Supplementary Deed for subscription by HMVL to 41,375 Series E7 CCCPS for a consideration of ₹ 414.99 million.

In connection with this Series E7 investment, our Company, Bipin Preet Singh, Upasana Rupkrishan Taku and HMVL had also entered into a separate agreement dated October 27, 2020 ("**HMVL Agreement**"). Our Company and Promoters have made certain covenants to HMVL under the HMVL Agreement, including (a) maintaining minimum positive net-worth of ₹ 150 million, or such other amount as may be prescribed by the RBI under the PPI Regulations; and (b) providing copies of advertising agreements or media agreements entered into by our Company or its affiliates with any media investors or its affiliates (being media and publishing companies who subscribe to equity securities of our Company). Pursuant to the termination agreement dated June 20, 2021 entered into between our Company, Bipin Preet Singh, Upasana Rupkrishan Taku and HMVL, all obligations of our Company and the Founder Promoters under the HMVL Agreement stood terminated as on June 20, 2021, except for the obligation to provide copies of advertising/ media agreements with other media investors, which will terminate upon the Consummation of the IPO.

Supplementary deed dated November 9, 2020 to the MobiKwik SHA entered between our Company, Bipin Preet Singh, Upasana Rupkrishan Taku, Sequoia, Tree Line, Amex, Cisco, GMO, MediaTek, Net1, Bajaj, NDTV, HMVL and Pratithi Investment Trust ("Pratithi" and such deed, the "Series E8 Supplementary Deed")

On November 9, 2020, our Company, Bipin Preet Singh, Upasana Rupkrishan Taku, Sequoia, Tree Line, Amex, Cisco, GMO, MediaTek, Net1, Bajaj, NDTV, HMVL and Pratithi entered into the Series E8 Supplementary Deed for subscription by Pratithi to 9,970 Series E8 CCCPS for a consideration of ₹ 99.99 million.

Supplementary deed dated June 6, 2021 to the MobiKwik SHA entered between our Company, Bipin Preet Singh, Upasana Rupkrishan Taku, Sequoia, Tree Line, Amex, Cisco, GMO, MediaTek, Net1, Bajaj, NDTV, HMVL, Pratithi and Abu Dhabi Investment Authority ("ADIA" and such deed, the "Series G Supplementary Deed")

On June 6, 2021, our Company, the Founder Promoters and ADIA entered into a share subscription agreement for subscription by ADIA to 83,165 Series G CCCPS and one equity share of our Company of face value of ₹ 10 each for an aggregate consideration of ₹ 1,490.00 million. Our Company, Bipin Preet Singh, Upasana Rupkrishan Taku, Sequoia, Tree Line, Amex, Cisco, GMO, MediaTek, Net1, Bajaj, NDTV, HMVL, Pratithi and ADIA also entered into the Series G Supplementary Deed to record the rights of ADIA and the corresponding obligations of our Company, the Founder Promoters and other investors in respect of ADIA's investment in our Company.

Commercial agreement dated August 3, 2017 between Bajaj Finance Limited and our Company

Our Company entered into a commercial agreement dated August 3, 2017 with Bajaj Finance Limited ("**Bajaj Commercial Agreement**") for integration of the services provided by Bajaj and its group companies with the *MobiKwik* wallet on a co-branded app, facilitating end-to-end digital transactions and extending financial service products (such as personal loans or insurance products) to customers of Bajaj and our Company. In terms of the Bajaj Commercial Agreement, our Company was required to pay a franchise value and acquisition and transaction fees to Bajaj in lieu of business generated by Bajaj (along with certain other servicing fees). Bajaj is also required to make certain payments to us, including for enabling customers to transact on its EMI network, fees for extended warranties and for sourcing of personal loans, credit cards and other financial products. Through various subsequent agreements with Bajaj, the parties have mutually agreed that the acquisition and transaction fees payable to Bajaj for Fiscals 2019, 2020 and 2021 and the franchise value will be discharged by our Company through issuance of compulsorily convertible cumulative preference shares of our Company. Our Company has, accordingly, issued Series E 3 CCCPS and Other CCCPS to Bajaj. For details of these allotments, see "*Capital Structure – Shares issued for consideration other than cash or bonus or out of revaluation reserves*" on page 102.

Buy-back framework agreement dated July 25, 2017 between our Company and MediaTek ("MediaTek Buyback Agreement")

Under the MediaTek Buyback Agreement, our Company had agreed to buy-back all equity securities held by MediaTek (i.e. 36,201 Series C1 CCCPS) as a part of a buy-back offer to all its eligible shareholders by October 25, 2017 ("**Buy-Back Long Stop Date**") at a consideration of USD 3.6 million ("**Buy-Back Consideration**"). If the buy-back is not completed by the Buy-Back Long Stop Date, our Company is required to pay MediaTek interest on the Buy-Back Consideration at 12% *pa* or the SBI PLR, whichever was higher till such time as the Buy-Back Consideration is actually paid. Until the buy-back is concluded, (a) MediaTek's rights under the MobiKwik SHA cannot be diluted or adversely impacted without its consent, and (b) MediaTek's shareholding shall not be reduced below its Minimum Threshold (*i.e.* 0.3% of our Company's fully-diluted share capital).

Upon MediaTek selling its Series C1 CCCPS on May 25, 2021, the MediaTek Buyback Agreement was also terminated through a termination letter dated May 31, 2021.

Holding Company

As on the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

Subsidiaries of our Company

As on the date of this Draft Red Herring Prospectus, our Company has four Subsidiaries:

1. Zaak Epayment Services Private Limited ("**Zaakpay**")

2. MobiKwik Investment Adviser Private Limited (formerly known as Harvest Fintech Private Limited ("**MobiKwik Investment Adviser**")
3. MobiKwik Credit Private Limited ("**MobiKwik Credit**")
4. MobiKwik Finance Private Limited ("**MobiKwik Finance**")

The details of our Subsidiaries are as follows:

1. Zaak ePayment Services Private Limited

Corporate information

Zaakpay is a private limited company incorporated under the Companies Act, 1956 with a certificate of incorporation that was issued by the RoC on May 19, 2010. Its CIN is U72300HR2010PTC053765, and its registered office is situated at Unit No.102, 1st Floor, Block-B, Pegasus One, Golf Course Road, Section 53, Gurugram Haryana- 122003, India.

Nature of business

Zaakpay is enabled under its objects to carry on the business of providing, *inter alia*, payment services, technology solutions, integration choices, software technology platforms, consultancy services, and carrying on the business of application service provider. Zaakpay is currently engaged in the business of of providing payment gateway services and to act as a payment aggregator for facilitating digital payments and providing payment gateway services for various merchants, payment technology solution and services for retail /wholesale banking needs for various merchants and providing software application, data management, payment and/or transaction-related services.

Capital structure and shareholding pattern

The authorised share capital of Zaakpay is ₹ 1,200,000 divided into 1,200,000 equity shares of ₹ 1 each. The issued, subscribed and paid-up capital of Zaakpay is ₹ 118,209 divided into 118,209 equity shares of ₹1 each.

The shareholding pattern of Zaakpay is as follows:

S. No.	Name of shareholder	Number of equity shares of ₹ 1 each	Percentage of issued capital
1.	ONE MOBIKWIK SYSTEMS LIMITED	118,199	99.99
2.	Upasana Rupkrishan Taku*	10	0.01
	Total	**118,209**	**100**

* *Nominee shareholder of our Company*

There are no accumulated profits or losses of Zaakpay that have not been accounted for by our Company.

2. MobiKwik Investment Adviser Private Limited (Formerly known as Harvest Fintech Private Limited) ("**MobiKwik Investment Adviser**")

Corporate information

MobiKwik Investment Adviser is a private limited company, under the Companies Act, 2013, with a certificate of incorporation issued by the Registrar of Companies, Maharashtra at Mumbai on February 12, 2016. Its CIN is U67190MH2016PTC273077, and its registered office is situated at 18th Floor, Cyber One, Opp. CIDCO Exhibition Centre, Sector-30, Vashi, Navi Mumbai, Thane, Maharashtra – 400703, India.

Nature of business

MobiKwik Investment Adviser is enabled under its objects to carry on the business of investment advisor, financial planner and consultant for all kinds of securities, investments, portfolios, banking and financial products including mutual funds, stocks, derivatives, debentures, bonds, loans, commercial paper, deposits, liens, pension plans, postal savings schemes, commodity market instruments, insurance, mortgages, real estate and real estate related instruments and private, primary or secondary market placement of all kinds of securities and in this regard to provide services relating to transaction fulfilment and data analytics. MobiKwik Investment Adviser is currently engaged in business of investment advisor, financial planning and consultancy on all kinds of securities, investments etc.

Capital structure and shareholding pattern

The authorised share capital of MobiKwik Investment Adviser is ₹ 18,000,000 divided into 1,625,000equity shares of ₹ 10 each, and 175,000 preference shares of ₹ 10 each. The issued, subscribed and paid-up capital of MobiKwik Investment Adviser is ₹ 13,134,390 divided into 1,313,439 equity shares of ₹ 10 each.

The shareholding pattern of MobiKwik Investment Adviser is as follows:

S. No.	Name of shareholder	Number of equity shares of ₹ 10 each	Percentage of issued capital
1.	ONE MOBIKWIK SYSTEMS LIMITED	1,313,429	99.99
2.	Bipin Preet Singh*	10	Negligible
Total		**1,313,439**	**100**

* *Nominee shareholder of our Company*

There are no accumulated profits or losses of MobiKwik Investment Adviser that have not been accounted for by the Company.

4. MobiKwik Credit Private Limited

Corporate information

MobiKwik Credit is a private limited company, under the Companies Act, 2013, with a certificate of incorporation issued by the Registrar of Companies, Central Registration Centre, on June 1, 2018. Its CIN is U65990HR2018PTC074364 and its registered office is situated at Unit No. 102, 1st Floor, Block-B, Pegasus One, Golf Course Road, Sector-53, Gurugram, Haryana-122003, India.

Nature of business

MobiKwik Credit is enabled under its objects to carry on the business of, *inter-alia*, finance company, investment company, loan and guarantee company and to undertake and or arrange or syndicate all type of business and software development, IT solutions, software and IT products development, IT and software services , web development, web hosting, web solution, IT consultancy, information technology enables services in India or elsewhere in the world. MobiKwik Credit is yet to commence operations as authorized under the objects clause of its memorandum of association.

Capital structure and shareholding pattern

The authorised share capital of MobiKwik Credit is ₹ 50,000,000 divided into 5,000,000 equity shares of ₹ 10 each. The issued, subscribed and paid-up capital of MobiKwik Credit is ₹ 25,000,000 divided into 2,500,000 equity shares of ₹ 10 each.

The shareholding pattern of MobiKwik Credit is as follows:

S. No.	Name of shareholder	Number of equity shares of ₹ 10 each	Percentage of issued capital
1.	ONE MOBIKWIK SYSTEMS LIMITED	2,499,999	100
2.	Upasana Rupkrishan Taku*	1	Negligible
Total		**2,500,000**	**100**

* *Nominee shareholder of our Company*

There are no accumulated profits or losses of MobiKwik Credit that have not been accounted for by the Company.

1. MobiKwik Finance Private Limited

Corporate information

MobiKwik Finance is a private limited company, under the Companies Act, 2013, with a certificate of incorporation issued by the Registrar of Companies, Central Registration Centre on August 22, 2017. Its CIN is

U65993HR2017PTC070450 and its registered office is situated at Unit No. 102, 1st Floor, Block-B, Pegasus One, Gold Course Road, Sector-53, Gurugram, Haryana-122003, India.

Nature of business

MobiKwik Finance is enabled under its objects to carry on the business of, *inter-alia*, finance, investment, loan and guarantee company, financial services like financial restructuring/reorganization, investment counselling, and portfolio management. MobiKwik Finance Private is yet to commence operations.

Capital structure and shareholding pattern

The authorised share capital of MobiKwik Finance is ₹50,000,000 divided into 5,000,000 equity shares of ₹ 10 each. The issued, subscribed and paid-up capital of MobiKwik Finance is ₹ 25,000,000 divided into 2,500,000 equity shares of ₹ 10 each.

The shareholding pattern of MobiKwik Finance is as follows:

S. No.	**Name of shareholder**	**Number of equity shares of ₹ 10 each**	**Percentage of issued capital**
1.	ONE MOBIKWIK SYSTEMS LIMITED	2,499,999	100
2.	Upasana Rupkrishan Taku*	1	Negligible
Total		**2,500,000**	**100**

* *Nominee shareholder of our Company*

There are no accumulated profits or losses of MobiKwik Finance that have not been accounted for by the Company.

Business interest of our Subsidiaries in our Company

As on the date of this Draft Red Herring Prospectus, except as disclosed in "*Financial Information – Restated Consolidated Financial Information Note 34: Related Party transactions*" on page 360, our Subsidiaries have no business interest in our Company.

Common Pursuits between our Subsidiaries and our Company

Some of our Subsidiaries are either engaged in or are authorised by their respective constitutional documents to engage in the same line of business as that of our Company. Except as disclosed under "*-Subsidiaries of our Company*" and "*Financial Information – Restated Consolidated Financial Information – Note 34: Related Party Transactions*" on pages 261 and 360, respectively, there are no common pursuits between our Subsidiaries and our Company

Significant Strategic and financial partnerships

Our Company currently does not have any strategic or financial partners.

Agreements with Key Managerial Personnel, Senior Management, Director, Promoter or any other employee

There are no agreements entered into by a Key Managerial Personnel or Senior Management or Director or Promoter or any other employee of our Company, either by themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Our associates and joint ventures

As on the date of this Draft Red Herring Prospectus, our Company does not have any associates or joint ventures.

OUR MANAGEMENT

In accordance with the Companies Act and our Article of Association, our Company is required to have not less than three Directors and not more than 15 Directors. As of the date of this Draft Red Herring Prospectus, our Board comprises of seven Directors (including three women directors), of which two are Executive Directors, one is a Non-Executive, Non-Independent Director and four are Independent Directors.

Our Board

The following table sets forth details regarding our Board as on the date of this Draft Red Herring Prospectus:

Name, Designation, Date of Birth, Address, Occupation, Nationality, Period of Directorship, Term and DIN	Age (years)	Other directorships
Bipin Preet Singh *Designation:* Managing Director and Chief Executive Officer *Date of Birth*: August 5, 1979 *Address:* Tower D-2, Flat No. 303, Parsvnath Exotica, Sector 53, Golf Course Road, Chakarpur (74) Gurgaon, Haryana, 122002 *Occupation*: Entrepreneur *Nationality:* Indian *Period of directorship*: Since incorporation *Term:* Three years with effect from June 23, 2021 and not liable to retire by rotation *DIN:* 02019594	44	*Indian Companies* 1. Zaak ePayment Services Private Limited 2. MobiKwik Investment Adviser Private Limited (Formerly Harvest Fintech Private Limited) *Foreign Companies* Nil *Other Institutions* 1. Trustee & Beneficiary in Koshur Family Trust 2. Settlor & Trustee in Narinder Singh Family Trust
Upasana Rupkrishan Taku *Designation:* Executive Director, Chairperson and Chief Financial Officer *Date of Birth*: November 7, 1979 *Address:* Tower D-2, Flat No. 303, Parsvnath Exotica, Sector 53, Golf Course Road, Chakarpur (74), Gurgaon, Haryana, 122002 *Occupation*: Entrepreneur *Nationality:* Indian *Period of directorship*: Since April 1, 2010 *Term:* Three years with effect from June 23, 2021 as Executive Director, liable to retire by rotation. As chairperson with effect from June 22, 2021 and as Chief Financial Officer with effect from June 15, 2023. *DIN:* 02979387	44	*Indian Companies* 1. Zaak ePayment Services Private Limited 2. MobiKwik Investment Adviser Private Limited (Formerly Harvest Fintech Private Limited) *Foreign Companies* Nil *Other Institutions* 1. Trustee & Beneficiary in Narinder Singh Family Trust 2. Settlor & Trustee in Koshur Family Trust
Punita Kumar Sinha *Designation:* Independent Director *Date of Birth*: May 13, 1962	61	*Indian Companies* 1. Rallis India Limited 2. Mahindra Accelo Limited 3. Classic Legends Private Limited

Name, Designation, Date of Birth, Address, Occupation, Nationality, Period of Directorship, Term and DIN	Age (years)	Other directorships
Address: 51, Gate House Road, Chestnut Hill, MA, USA, 02467 *Occupation*: Professional *Nationality:* United States of America *Period of directorship*: Since July 7, 2021 *Term:* Three years with effect from July 7, 2021 and not liable to retire by rotation *DIN:* 05229262		4. Embassy Office Parks Management Services Private Limited 5. Lupin Limited 6. Paradigmarq Advisors Private Limited *Foreign Companies* 7. The Asia Opportunities Offshore Fund, Cayman Islands 8. The Asia Opportunities Offshore Master Fund, Cayman Islands 9. Lupin Inc., USA 10. Koki Holdings Co. Ltd. 11. Marelli Holdings Co. Ltd *Other Institutions* 1. The Asia Opportunities Fund LP- Partner 2. The Asia Opportunities Associates LLC- General Partner 3. Pacific Paradigm Advisors LLC- Founding Partner 4. CFA Institute, USA- Board of Governors 5. CFA Institute Research Foundation- Board of Trustee 6. Paradigmarq Multi Asset Fund- Sponsor
Sayali Karanjkar *Designation:* Independent Director *Date of Birth*: July 22, 1980 *Address:* Flat No. 401, 4th Floor, Bldg. 2, Rohan Sehar, PAN Card Club Road, Near Murkute Garden, Baner, Pune, Maharashtra, 411045 *Occupation*: Consultant *Nationality:* United States of America *Period of directorship*: Since July 7, 2021 *Term:* Three years with effect from July 7, 2021 and not liable to retire by rotation *DIN:* 07312305	43	*Indian Companies* 1. Zaak ePayment Services Private Limited 2. CMS Info Systems Limited 3. Saison Omni India Private Limited *Foreign Companies* Nil
Navdeep Singh Suri *Designation:* Independent Director *Date of Birth*: September 6, 1959 *Address:* A-103, Block A, Sushant Lok 1, Near Office of DCP, Sector 28, Gurgaon, Haryana- 122009 *Occupation*: Distinguished Fellow, ORF *Nationality:* Indian	64	*Indian Companies* 1. Hindustan Ports Private Limited 2. Zaak ePayment Services Private Limited *Foreign Companies* 1. TCI Sanmar Chemicals S.A.E

Name, Designation, Date of Birth, Address, Occupation, Nationality, Period of Directorship, Term and DIN	Age (years)	Other directorships
Period of directorship: Since July 7, 2021 *Term:* Three years with effect from July 7, 2021 and not liable to retire by rotation *DIN:* 08775385		
Raghu Ram Hiremagalur Venkatesh *Designation:* Independent Director *Date of Birth*: March 06, 1980 *Address:* 48998, Oat Grass Ter, Fremont, California, United States, 94539 *Occupation*: Service *Nationality:* United States of America *Period of directorship*: Since July 7, 2021 *Term:* Three years with effect from July 7, 2021 and not liable to retire by rotation *DIN:* 09202812	43	*Indian Companies* Nil *Foreign Companies* Nil
Vineet Bansal ***Designation:*** Non-Executive, Non-Independent, Nominee Director* ***Date of Birth:*** June 26, 1984 ***Address:*** A-190, Shastri Nagar, near Lachoo College, Jodhpur, Rajasthan, India- 342003 ***Occupation:*** Entrepreneur ***Nationality:*** Indian ***Period of directorship:*** Since December 05, 2023 ***Term:*** Liable to retire by rotation ***DIN:* 05156956**	39	*Indian Companies:* Handy Online Solutions Private Limited

* *Nominated by the Founder Promoters of the Company.*

Brief profiles of our Directors

Bipin Preet Singh is the Managing Director, Chief Executive Officer and Co-Founder of the Company. He holds a bachelor's degree of technology in electrical engineering from Indian Institute of Technology, Delhi. He has been associated with our Company since its incorporation in 2008. He has experience in the semiconductor and fintech industries. Prior to starting the Company, he has worked with Freescale Semiconductors Limited, which was merged with NXP India Private Limited in 2015, as design engineer, NVIDIA Graphics Private Limited as systems architect and Intel Technology India Private Limited as component design engineer.

Upasana Rupkrishan Taku is the Executive Director, Chairperson, Chief Financial Officer and Co-Founder of our Company. She holds a bachelor's degree of technology in industrial engineering from Punjab Technical University and a master's degree of science in management science and engineering from Leland Stanford Junior University. She has been associated with the Company since 2010. She has experience in fintech and payment space globally. She was previously associated with PayPal Inc. as product manager and HSBC Auto Finance as business analyst.

Punita Kumar Sinha is an Independent Director of the Company. She received her undergraduate degree in Chemical Engineering with distinction from Indian Institute of Technology, Delhi. She holds a Ph.D. and a Master's degree in finance from Wharton School, University of Pennsylvania. She also has MBA from Drexel University, and is a CFA charter holder. Dr. Kumar-Sinha has been awarded the Distinguished Alumni Award from Indian Institute of Technology, Delhi. Dr. Kumar-Sinha has focused on investment management and financial markets. She has been associated with our Company since July 2021 and has been an independent director with companies like Infosys Limited and JSW Steel Limited. She was the Senior Managing Director within the Asia Advisory Group of Blackstone. She has also chaired the Investment committee of CFA Institute. She has significant governance and board experience across India having served on the boards. She serves as an Independent Director for many companies and chairs committees on several boards.

Sayali Karanjkar is an Independent Director of the Company. She holds a bachelor's degree of computing from National University of Singapore, and a master's degree in business administration from J L Kellogg School of Management, Northwestern University. She has been associated with the Company since July 2021. She was the co-founder & CBO of PaySense Services India Private Limited, which was later acquired by Naspers backed PayU in 2020. She has experience in the management consulting and technology sectors. She has worked with A.T. Kearney, Inc.

Navdeep Singh Suri is an Independent Director of the Company. He holds a master's degree of science in economics from Guru Nanak Dev University, Amritsar and has completed the intensive Arabic language program from Centre for Arabic Studies, American University in Cairo. He has been associated with the Company since July 2021 and has experience as an ambassador in the ministry of external affairs. He has served as India's Ambassador to Arab Republic of Egypt and UAE, India's Consul General in Johannesburg, and as India's High Commissioner to Australia. He is a distinguished fellow at the Observer Research Foundation in New Delhi. He is also a non-executive director in Hindustan Ports Private Limited.

Raghu Ram Hiremagalur Venkatesh is an Independent Director of the Company. He holds a bachelor's degree of engineering in electronics and communication engineering from Bangalore University and a master's degree of computer science from Arizona State University. He has been associated with the Company since July 2021. He has experience in the technology sector, including Paypal Inc. as a software engineer. He is currently the Chief Technology Officer and Vice President, Engineering at LinkedIn Corporation.

Vineet Bansal is a Non-Executive, Non-Independent Director, Nominee Director of the Company, nominated by the Founder Promoters of the Company. He holds a master's degree of science from the Bernard M. Baruch College, City University of New York and masters' degree of technology in chemical engineering with specialization in process systems design and engineering under the dual degree programme from Indian Institute of Technology, Bombay and a bachelor's degree of technology in chemical engineering under the dual degree programme from Indian Institute of Technology, Bombay. He is the promoter director of Handy Online Solutions Private Limited (known as "OnGrid"). Prior to OnGrid, he was associated with BlueCrest USA GP, LLC as an analyst.

Relationship between Directors

Except for Bipin Preet Singh and Upasana Rupkrishan Taku, who are married to each other, none of our Directors are related to each other.

Terms of Appointment of our Executive Directors

1. Bipin Preet Singh

Bipin Preet Singh was appointed as the Managing Director and Chief Executive Officer of our Company pursuant to the Board and Shareholders' resolutions passed on June 22, 2021 and June 23, 2021, respectively. He has been appointed for a period of three years with effect from June 23, 2021, and he is not liable to retire by rotation.

2. Upasana Rupkrishan Taku

Upasana Rupkrishan Taku was appointed as the Executive Director of our Company pursuant to the Board and Shareholders' resolutions passed on June 22, 2021 and June 23, 2021, respectively, and as a Chairperson of the Board and Chief Financial Officer of our Company pursuant to the Board resolution passed on June 22, 2021 and June 15, 2023, respectively. She has been appointed as an Executive Director for a period of three years with effect from June 23, 2021 and is liable to retire by rotation. Her re-appointment on retirement by rotation will not break her length of service as Executive Director.

Remuneration details of our Directors

1. *Remuneration details of our Executive Directors*

Bipin Preet Singh

Pursuant to the Board and Shareholders' resolutions passed on June 22, 2021 and June 23, 2021, respectively, read with the Board meeting held on December 05, 2023, Bipin Preet Singh is entitled to the following remuneration:

Particulars	Remuneration (in ₹ million)
Fixed Compensation	₹ 25 million per annum, which is inclusive of basic salary of 50% of fixed compensation, house rent allowance of 20% of fixed compensation, executive allowance of 20% of fixed compensation and travelling allowance of 10% of fixed compensation. This is effective for a period of three years from June 23, 2021 until June 22, 2024
Performance linked variable compensation	₹ 15 million per annum, subject to the decision by the Board within the parameters and on the basis of annual balance score card up to 150% of the performance linked variable compensation.
Other benefits	Flexible compensation including prerequisites, benefits facilities and amenities as per rules of the Company. up to ₹ 1 million per annum.

As on the date of this Draft Red Herring Prospectus, for Fiscal 2023, our Company has paid Bipin Preet Singh a remuneration of ₹ 24.05 million.

Upasana Rupkrishan Taku

Pursuant to the Board and Shareholders' resolutions passed on June 22, 2021 and June 23, 2021, respectively read with the Board meeting held on December 05, 2023, Upasana Rupkrishan Taku is entitled to the following remuneration:

Particulars	Remuneration
Fixed Compensation	₹ 25 million per annum, which is inclusive of basic salary of 50% of fixed compensation, house rent allowance of 20% of fixed compensation, executive allowance of 20% of fixed compensation and travelling allowance of 10% of fixed compensation. This is effective for a period of three years from June 23, 2021 until June 22, 2024.
Performance linked variable compensation	₹ 15 million per annum, subject to the decision by the Board within the parameters and on the basis of annual balance score card up to 150% of the performance linked variable compensation.
Other benefits	Flexible compensation including prerequisites, benefits facilities and amenities as per rules of the Company up to ₹ 1 million per annum.

As on the date of this Draft Red Herring Prospectus, for Fiscal 2023, our Company has paid Upasana Rupkrishan Taku a remuneration of ₹ 24.05 million.

Employment Agreements between our Company and Directors

Except for the employment agreements, each dated February 1, 2014 entered into between our Company with Bipin Preet Singh and Upasana Rupkrishan Taku, as on date of this Draft Red Herring Prospectus, there are no employment agreements between our Company and our Directors.

2. *Remuneration details of our Independent Directors*

Pursuant to the resolution of our Board dated July 7, 2021, each of our, Independent Directors are entitled to receive an remuneration of ₹ 1.7 million per annum in addition to sitting fees of ₹ 0.1 million per meeting for attending meetings of our Board, and ₹ 0.1 million per meeting for attending meetings of statutory committees of the Board, within the limits prescribed under the Companies Act, 2013, and the rules made thereunder. Additionally, our Independent Directors are also entitled to reimbursements in relation to travel, hotel and other incidental expenses incurred by them to attend such meetings.

S. No.	Name of Independent Director	Total Payment (₹ in million)
1.	Punita Kumar Sinha	2.5
2.	Sayali Karanjkar	2.4
3.	Navdeep Singh Suri	2.4
4.	Raghu Ram Hiremagalur Venkatesh	2.3

3. *Remuneration details of our Non-Executive, Non-Independent Director*

Pursuant to the resolution of our Board meeting dated December 05, 2023, our Non-Executive, Non-Independent Director is entitled to receive a sitting fee of ₹0.1 million per meeting for attending meetings of our Board. Since, Vineet Bansal has been appointed as the Non-Executive, Non-Independent Nominee Director pursuant to Board meeting dated December 05, 2023, our Company has not paid him remuneration in Fiscal Year 2023.

Remuneration paid or payable from Subsidiaries

Except as stated below, no remuneration has been paid or is payable to our Directors by any of our Subsidiaries for Fiscal Year 2023.

<table>
<tr><th>S. No.</th><th>Fiscal</th><th>Name of the Director</th><th>Name of the Subsidiary</th><th>Amount (₹ in million)</th></tr>
<tr><td>1</td><td>2023</td><td>Sayali Karanjkar</td><td rowspan="3">Zaak ePayment Services Private Limited</td><td>1.2</td></tr>
<tr><td></td><td></td><td></td><td></td></tr>
<tr><td>2</td><td>2023</td><td>Navdeep Singh Suri</td><td>1.2</td></tr>
</table>

Contingent and deferred compensation payable to our Directors

There is no deferred or contingent compensation payable to any of our Directors for the Fiscal Year 2023.

Bonus or profit-sharing plan for the Directors

Except as disclosed in respect of the remuneration payable to our Executive Directors under "– *Remuneration details of our Directors – Remuneration details of our Executive Directors*" on page 269, our Company does not have a bonus or profit-sharing plan for our Directors.

Shareholding of our Directors in our Company

Our Articles do not require the Directors to hold any qualification shares.

Details of our Directors who hold Equity Shares in our Company as on the date of this Draft Red Herring Prospectus are as follows:

Director	Number of Equity Shares held	Percentage of Equity Share capital held* (%)
Bipin Preet Singh	1,14,30,478	19.26
Upasana Rupkrishan Taku	77,70,483	13.09

Director	Number of Equity Shares held	Percentage of Equity Share capital held* (%)
Punita Kumar Sinha	8,020	0.01
Total	**19,208,981**	**32.36**

* *Assuming exercise of vested stock options. Shareholding data is as per the beneficiary position of our Company on January 3, 2024.*

Shareholding of Directors in our Subsidiaries

For details of our Directors who hold equity shares in our Subsidiaries as on the date of this Draft Red Herring Prospectus see "*History and Certain Corporate Matters – Subsidiaries of our Company*" on page 261.

Service contracts with Directors

There are no service contracts entered into with any of our Directors which provide for benefits upon termination of employment.

Arrangement or Understanding with Major Shareholders, Customers, Supplier or Others

Except for Vineet Bansal, who has been nominated by the Founder Promoters on our Board as a non-executive, non-independent, pursuant to the MobiKwik SHA, none of our Directors have been appointed as a director or member of our senior management, pursuant to any arrangement or understanding with major Shareholders, customers, suppliers or others

Interest of our Directors

All of our Directors may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration, bonus and reimbursement of expenses, if any, payable to them:

Certain of our Directors may also be regarded as interested in the Equity Shares held by them.

In addition, Vineet Bansal, our Non-Executive, Non-Independent Nominee Director is interested in the Company to the extent of him being a promoter and director of Handy Online Solutions Private Limited, which has entered into a service agreement with our Company, dated July 1, 2022

There is no material existing or anticipated transaction whereby Directors will receive any portion of the proceeds from the Issue. Except as disclosed in " *Capital Structure – Build-up of Promoters' shareholding in our Company*" on page 97, none of our Directors have purchased, sold or financed the purchase by any other person, directly or indirectly, of any securities of the Company, during the six months immediately preceding the filing of this Draft Red Herring Prospectus.

Interest in promotion or formation of our Company

Except Bipin Preet Singh and Upasana Rupkrishan Taku, who are Founder Promoters, no other Directors are interested in the promotion or formation of our Company as of the date of this Draft Red Herring Prospectus.

Interest in property

Our Directors do not have any interest in any property acquired or proposed to be acquired by or of our Company.

Our Directors do not have any interest in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Business interest

Except as stated in "*Financial Statements*" and "*Related Party Transactions*" on pages 296 and 294, and as disclosed in this section, our Directors do not have any other interest in our business.

Confirmations

None of our Directors have been identified as Wilful Defaulter or Fraudulent Borrower.

Our Directors are not, and have not, during the five years preceding the date of this Draft Red Herring Prospectus, been on the board of any listed company whose shares have been or were suspended from being traded on the BSE or NSE during their term of directorship in such company.

None of our Directors have been or are directors on the board of listed companies which have been or were delisted from any stock exchange(s) during their term of directorship in such company.

No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our Directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce him to become or to help him qualify as a Director, or otherwise for services rendered by him or by the firm, trust or company in which he is interested, in connection with the promotion or formation of our Company.

Changes in our Board during the last three years

The changes in our Board during the three years immediately preceding the date of this Draft Red Herring Prospectus are as follows:

Name of Director	Date of change	Reasons
Vineet Bansal	December 05, 2023	Appointment as Non-Executive, Non-Independent, Nominee Director*
Chandan Joshi	June 06, 2023	Resignation as a Whole-time Director
Upasana Rupkrishan Taku	June 14, 2023	Change in designation pursuant to appointment as Chief Financial Officer
Sayali Karanjkar	July 7, 2021	Appointment as an Independent Director
Punita Kumar Sinha	July 7, 2021	Appointment as an Independent Director
Navdeep Singh Suri	July 7, 2021	Appointment as an Independent Director
Raghu Ram Hiremagalur Venkatesh	July 7, 2021	Appointment as an Independent Director
Bipin Preet Singh	June 23, 2021	Re-appointment as Managing Director and Chief Executive Officer
Upasana Rupkrishan Taku	June 23, 2021	Change in designation pursuant to appointment as Executive Director and Chief Operating Officer
Upasana Rupkrishan Taku	June 22, 2021	Change in designation pursuant to appointment as the Chairperson of the Board.
Chandan Joshi	June 23, 2021	Appointment as Whole-time Director
Dhruv Chopra	April 05, 2021	Resignation as a nominee director
Ryu Muramatsu	March 25, 2021	Resignation as a nominee director
Ganesh Mohan	March 16, 2021	Resignation as a nominee director

**Vineet Bansal has been regularized as the Non-Executive, Non-Independent Nominee Director of the Company by a shareholder resolution dated December 27, 2023.*

Borrowing Powers

Pursuant to a resolution dated June 23, 2021 passed by our Shareholders, our Board has been authorised to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, such that the money to be borrowed, together with the money already borrowed by the Company or the aggregate borrowing, may at any time exceed the aggregate of the paid up share capital of the Company and its free reserves, subject to such aggregate borrowings not exceeding the amount which is ₹ 5,000 million over and above the aggregate of the paid up share capital of the Company and its free reserves.

Corporate Governance

In addition to the Companies Act, 2013, the provisions of the SEBI Listing Regulations will also be applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchanges.

Our Company currently has seven Directors including two Executive Directors, of which one is a Managing Director and one is an Executive Director, four are Independent Directors and one is a Non-Executive Non-Independent Nominee Director. We also have three women Directors on our Board. Our Company is in compliance with corporate governance norms prescribed under SEBI Listing Regulations and the Companies Act, 2013, particularly, in relation to composition of our Board of Directors and constitution of board level committees.

Our Company undertakes to take all necessary steps to continue to comply with all the other corporate governance requirements under SEBI Listing Regulations and the Companies Act, 2013.

Board-level committees

In terms of the SEBI Listing Regulations and the provisions of the Companies Act, 2013, our Company has constituted the following Board-level committees:

(a) Audit Committee
(b) Nomination and Remuneration Committee
(c) Stakeholders' Relationship Committee
(d) Risk Management Committee

Additionally, our Board has also constituted an IPO Committee, for the purposes of the Issue.

The details of the committees required to be constituted by our Company under the Companies Act, 2013 and the SEBI Listing Regulations are as follows:

Audit Committee

The Audit Committee currently consists of:

Name	Position in the committee	Designation
Sayali Karanjkar	Chairperson	Independent Director
Navdeep Singh Suri	Member	Independent Director
Punita Kumar Sinha	Member	Independent Director
Bipin Preet Singh	Member	Managing Director and Chief Executive Officer

Our Audit Committee was constituted by a resolution of our Board dated July 7, 2021 and re-constituted pursuant to a resolution dated December 05, 2023, in compliance with section 177 of the Companies Act, 2013 and SEBI Listing Regulations. The terms of reference of the Audit Committee, as amended by the board resolution dated December 5, 2023 include the following:

1. overseeing of the Company's financial reporting process, examination of the financial statement and auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

2. recommendation to the Board for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company including the internal auditor, cost auditor and statutory auditor of the Company, and fixation of the audit fee payable to such auditors;

3. approval of payment to statutory auditors for any other services rendered by the statutory auditors;

4. to approve the key performance indicators being included in the offer documents in connection with the proposed initial public offer by the Company;

5. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

   (a) 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, 2013;
   (b) changes, if any, in accounting policies and practices and reasons for the same;
   (c) major accounting entries involving estimates based on the exercise of judgment by management;
   (d) significant adjustments made in the financial statements arising out of audit findings;
   (e) compliance with listing and other legal requirements relating to financial statements;
   (f) disclosure of any related party transactions; and
   (g) qualifications and modified opinion(s) in the draft audit report;

6. reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

7. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed initial public offer by the Company;

8. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

9. formulating a policy on related party transactions, which shall include materiality of related party transaction;

10. approval or any subsequent modification of transactions of the Company with related parties; All related party transactions shall be approved by only Independent Directors who are the members of the committee and the other members of the committee shall recuse themselves on the discussions related to related party transactions;

    Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standard and/or the Companies Act, 2013.

11. review, at least on quarterly basis, the details of the related party transactions entered into by the Company pursuant to each of the omnibus approvals given;

12. laying down the criteria for granting omnibus approval in line with the Company's policy on related party transactions

13. scrutiny of inter-corporate loans and investments;

14. valuation of undertakings or assets of the Company, wherever it is necessary; appointment of Registered Valuer under Section 247 of the Companies Act, 2013.

15. evaluation of internal financial controls and risk management systems;

16. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

17. 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;

18. discussion with internal auditors of any significant findings and follow up there on;

19. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

20. 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;

21. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

22. to review the functioning of the whistle blower mechanism;

23. approval of appointment of chief financial officer (i.e., the whole-time finance directors or any other person heading the finance function or discharging that function) after assessing the qualifications,

experience and background, etc. of the candidate;

24. ensuring that an information system audit of the internal systems and process is conducted at least once in two years to assess operational risks faced by the Company;

25. reviewing the utilization of loans and/or advances from investment by the holding company in the subsidiary exceeding rupees 100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investment existing as on the date of coming into force of this provision.

26. Carrying out any other function as is mentioned in the terms of reference of the audit committee and any other terms of reference as may be decided by the Board and/or specified/provided under the Companies Act, the Listing Regulations or by any other regulatory authority;

27. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

28. To formulate, review and make recommendations to the Board to amend the terms of reference of Audit Committee from time to time;

29. Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

30. Reviewing compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as may be amended from time to time, at least once in a financial year and shall verify that the systems for internal control under the said regulations are adequate and are operating effectively;

31. Investigating any activity within its terms of reference, seeking information from any employee, obtaining outside legal or other professional advice and securing attendance of outsiders with relevant expertise, if it considers necessary;

32. To consider the rationale, cost, benefits and impact of schemes involving merger, demerger, amalgamation etc. of the Company and provide comments to the Company and its shareholders;

33. Reviewing:

    (i) Any show cause, demand, prosecution and penalty notices against the Company or its Directors which are materially important including any correspondence with regulators or government agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies;

    (ii) Any material default in financial obligations by the Company;

    (iii) Any significant or important matters affecting the business of the Company; and

34. Carrying out any other functions as provided under the provisions of the Companies Act, the SEBI Listing Regulations and other applicable laws, and carrying out any other functions as may be required / mandated and/or delegated by the Board as per the provisions of the Companies Act, 2013, SEBI Listing Regulations, uniform listing agreements and/or any other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

35. The Audit Committee shall mandatorily review the following information:

    (i) management discussion and analysis of financial condition and results of operations;

    (ii) management letters / letters of internal control weaknesses issued by the statutory auditors;

    (iii) internal audit reports relating to internal control weaknesses; and

(iv) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

(v) the examination of the financial statements and the auditors' report thereon;

(vi) statement of deviations:

(a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations; and

(b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI Listing Regulations.

(vii) the financial statements, in particular, the investments made by any unlisted subsidiary; and

(viii) such information as may be prescribed under the Companies Act and SEBI Listing Regulations.

36. The powers of the Audit Committee shall include the following:

(i) to investigate any activity within its terms of reference;

(ii) to seek information from any employee of the Company;

(iii) to obtain outside legal or other professional advice; and

(iv) to secure attendance of outsiders with relevant expertise, if it considers necessary;

(v) such powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

37. The Company Secretary shall act as Secretary to the Audit Committee.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee currently consists of:

Name	Position in the committee	Designation
Punita Kumar Sinha	Chairperson	Independent Director
Sayali Karanjkar	Member	Independent Director
Raghu Ram Hiremagalur Venkatesh	Member	Independent Director

Our Nomination and Remuneration Committee was constituted by a resolution of our Board dated July 7, 2021, in compliance with section 178 of the Companies Act, 2013 and SEBI Listing Regulations. The terms of reference of the Nomination and Remuneration Committee, pursuant to the amendment by a resolution of our Board dated December 05, 2023, include the following:

1. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of directors a policy, relating to the remuneration of the directors, key managerial personnel, senior management and other employees.

2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

(a) use the services of an external agency, if required;

(b) consider candidates from a wide range of backgrounds, having due regard to diversity; and

(c) consider the time commitments of the candidates.

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

3. Formulating criteria for evaluation of performance of independent directors and the Board;

4. Devising a policy on diversity of Board;

5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of the Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;

6. Extending or continuing the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

7. Recommending to the board, all remuneration, in whatever form, payable to senior management;

8. Analysing, monitoring and reviewing various human resource and compensation matter, including the compensation strategy;

9. 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;

10. Recommending the remuneration, in whatever form, payable to non-executive directors and the senior management personnel and other staff (as deemed necessary), in accordance with the terms and limits prescribed under applicable laws;

11. Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

12. Administering, monitoring and formulating detailed terms and conditions of the Employees Stock Option Scheme of the Company;

13. Framing suitable policies and systems to ensure that there is no violation, as amended from time to time, of any securities laws or any other applicable laws in India or overseas, including:

(i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and

(ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended;

14. Performing such other functions as may be necessary or appropriate for the performance of its duties; and delegated by the Board and/or prescribed under the SEBI Listing Regulations, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Companies Act, each as amended or other applicable law;

15. 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.

16. Administering 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") including the following:

    (i) Determining the eligibility of employees to participate under the ESOP Scheme;

    (ii) Determining the quantum of option to be granted under the ESOP Scheme per employee and in aggregate;

    (iii) Date of grant;

    (iv) Determining the exercise price of the option under the ESOP Scheme;

    (v) The conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;

    (vi) The exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;

    (vii) The specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee;

    (viii) The right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;

    (ix) Re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares;

    (x) The grant, vest and exercise of option in case of employees who are on long leave;

    (xi) the vesting and exercise of option in case of grantee who has been transferred or whose services have been seconded to any other entity within the group at the instance of the Company;

    (xii) Allow exercise of unvested options on such terms and conditions as it may deem fit;

    (xiii) The procedure for cashless exercise of options;

    (xiv) Forfeiture/ cancellation of options granted;

    (xv) arranging to get the shares issued under the ESOP Scheme listed on the stock exchanges on which the equity shares of the Company are listed or maybe listed in future.

    (xvi) Formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration:

        • the number and the price of stock option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action;

        • for this purpose, global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered; and

        the vesting period and the life of the option shall be left unaltered as far as possible to protect the rights of the employee who is granted such option

17. 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;

18. engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy; and

19. Performing such other functions as may be necessary or appropriate for the performance of its duties as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee currently comprises of:

Name	Position in the committee	Designation
Navdeep Singh Suri	Chairperson	Independent Director
Upasana Rupkrishan Taku	Member	Executive Director, Chairperson and Chief Financial Officer
Punita Kumar Sinha	Member	Independent Director

Our Stakeholders' Relationship Committee was constituted by a resolution of our Board dated July 7, 2021. The terms of reference and powers of the Stakeholders' Relationship Committee shall be as follows:

1. Considering and looking into various aspects of interest of shareholders, debenture holders and other security holders;

2. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc;

3. Review of measures taken for effective exercise of voting rights by shareholders;

4. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent; and

5. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

Risk Management Committee

The Risk Management Committee currently comprises of:

Name	Position in the committee	Designation
Sayali Karanjkar	Chairperson	Independent Director
Raghu Ram Hiremagalur Venkatesh	Member	Independent Director
Bipin Preet Singh	Member	Managing Director and Chief Executive Officer

The Risk Management Committee was constituted by a resolution of our Board dated July 7, 2021. The terms of reference of the Risk Management Committee, pursuant to the amendment by a resolution of our Board dated December 05, 2023, include the following:

1. To formulate a detailed risk management policy covering risk across functions and plan integration through training and awareness programmes which shall include:

(i) A framework for identification of internal and external risks specifically faced by the listed entities, in particular including financial, operational, sectoral, sustainability (particularly environmental, social and governance related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee;

(ii) Measures for risk mitigation including systems and processes for internal control of identified risks; and

(iii) Business continuity plan.

2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

5. To set out risk assessment and minimization procedures and the procedures to inform the Board of the same;

6. To frame, implement, review and monitor the risk management policy for the Company and such other functions, including cyber security;

7. To review the status of the compliance, regulatory reviews and business practice reviews;

8. To approve the process for risk identification and mitigation;

9. To decide on risk tolerance and appetite levels, recognizing contingent risks, inherent and residual risks including for cyber security;

10. To monitor the Company's compliance with the risk structure. Assess whether current exposure to the risks it faces is acceptable and that there is an effective remediation of non-compliance on an on-going basis;

11. To approve major decisions affecting the risk profile or exposure and give appropriate directions;

12. To consider the effectiveness of decision making process in crisis and emergency situations;

13. To balance risks and opportunities;

14. To generally, assist the Board in the execution of its responsibility for the governance of risk;

15. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

16. The appointment, removal and terms of remuneration of the chief risk officer (if any) shall be subject to review by the Risk Management Committee;

17. To review and assess the risk management system and policy of the Company from time to time and recommend for amendment or modification thereof;

18. To implement and monitor policies and/or processes for ensuring cyber security;

19. To review and recommend potential risk involved in any new business plans and processes;

20. To review the Company's risk-reward performance to align with the Company's overall policy objectives;

21. Monitor and review regular updates on business continuity;

22. The Risk Management Committee shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary;

23. 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;

24. Advise the Board with regard to risk management decisions in relation to strategic and operational matters such as corporate strategy; and

25. Performing such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 or by the SEBI Listing Regulations or statutorily prescribed under any other law or by any other regulatory authority.

IPO Committee

The IPO Committee currently comprises of:

Name	Position in the committee	Designation
Upasana Rupkrishan Taku	Member	Executive Director, Chairperson and Chief Financial Officer
Bipin Preet Singh	Member	Managing Director and Chief Executive Officer
Vineet Bansal	Member	Non-Executive, Non-Independent Nominee Director

The IPO Committee was constituted by a resolution of our Board dated July 7, 2021 and re-constituted pursuant to a resolution dated December 05, 2023. The terms of reference of the IPO Committee include the following:

1. To decide, negotiate and finalize, in consultation with the book running lead managers appointed in relation to the Offer (the "**BRLMs**"), all matters regarding the Pre-IPO Placement, if any, out of the fresh issue of Equity Shares by the Company in the Offer, decided by the Board, including entering into discussions and execution of all relevant documents with Investors;

2. To decide on other matters in connection with or incidental to any initial public offer of equity shares of the Company, including the Issue (the **"Offer**"**)**, including the pre-IPO placement, timing, pricing and terms of the Equity Shares, the Offer price, the price band, the size and all other terms and conditions of the Offer including the number of Equity Shares to be offered and transferred in the Offer, the bid / Offer opening and bid/Offer closing date, discount (if any), reservation, determining the anchor investor portion, issue price for anchor investors and allocating such number of Equity Shares to anchor investors in consultation with the BLRMs and in accordance with the Securities and Exchange Board of India ("**SEBI ICDR Regulations**") and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Offer including to make any amendments, modifications, variations or alterations in relation to the Offer and/or reservation on a competitive basis, and rounding off, if any, in the event of oversubscription and in accordance with applicable laws, and/or discount to be offered to retail individual bidders or eligible employees participating in the Offer and to constitute such other committees of the Board, as may be required under applicable laws, including as provided in the Companies Act, 2013, as amended, ("**Companies Act, 2013**") Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**");

3. To make applications, seek clarifications, obtain approvals and seek exemptions from, where necessary, the Government of India, SEBI, the Stock Exchanges, the RoC and any other governmental or statutory authorities as may be required in connection with the Offer and accept on behalf of the Company such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required and wherever necessary, incorporate such modifications / amendments as may be required in the DRHP, RHP and the Prospectus as applicable

4. To finalize, settle, approve, adopt and file in consultation with the BRLMs where applicable, the DRHP, the updated DRHP, the RHP the Prospectus, the preliminary and final international wrap and any amendments (including dating of such documents), supplements, notices, reply to observation, addenda or corrigenda thereto, together with any summaries thereof as may be considered desirable or expedient, the bid cum application forms, abridged prospectus, confirmation of allocation notes, and any other document in relation to the Offer as finalised by the Company, and take all such actions as may be necessary for the submission and filing and/or withdrawal of these documents including incorporating such alterations/corrections/ modifications as may be required by SEBI, the RoC or any other relevant governmental and statutory authorities or in accordance with Applicable Laws;

5. To appoint and enter into and terminate arrangements with the BRLMs, and appoint and enter into and terminate arrangement in consultation with the BRLMs, with intermediaries, underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, escrow collection bankers to the Offer, refund bankers to the Offer, registrars to the Offer, public offer account bankers to the Offer, sponsor bank, legal advisors, auditors, independent chartered accountants, advertising agency, depositories, custodians, grading agency, monitoring agency, industry expert, credit rating agencies, printers, and any other agencies or persons or intermediaries whose appointment is required in relation to the Offer including any successors or replacements thereof, and to negotiate, finalise and amend the terms of their appointment, including but not limited to the execution of the engagement letter with the BRLMs and negotiation, finalization, execution and, if required, amendment or termination of the Offer agreement with the BRLMs;

6. To decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any, and on permitting existing shareholders to sell any Equity Shares held by them;

7. To negotiate, finalise and settle and to execute and deliver or arrange the delivery of the DRHP, the RHP, the Prospectus, Offer agreement, syndicate agreement, underwriting agreement, share escrow agreement, cash escrow and sponsor bank agreement, ad agency agreement, agreements with the registrar to the issue and all other documents, deeds, agreements and instruments whatsoever with the registrar to the Offer, legal advisors, auditors, stock exchange(s), BRLMs and any other agencies/intermediaries in connection with the Offer with the power to authorize one or more officers of the Company to execute all or any of the aforesaid documents or any amendments thereto as may be required or desirable in relation to the Offer;

8. To authorise the maintenance of a register of holders of the Equity Shares;

9. To seek, if required, the consent and/or waiver of the lenders of the Company, industry data providers, customers, suppliers, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents and/or waivers that may be required in relation to the Offer or any actions connected therewith;

10. To open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013, as amended, and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

11. To open and operate bank accounts in terms of the escrow agreement and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

12. To authorize and approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer;

13. To accept and appropriate the proceeds of the Offer in accordance with the Applicable Laws;

14. To approve code of conduct as may be considered necessary or as required under Applicable Laws, regulations or guidelines for the Board, officers of the Company and other employees of the Company;

15. To implement any corporate governance requirements that may be considered necessary by the Board or the any other committee or as may be required under the Applicable Laws, including the SEBI Listing Regulations and listing agreements to be entered into by the Company with the relevant stock exchanges, to the extent allowed under law;

16. To issue receipts/allotment letters/confirmation of allotment notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchanges, with power to authorize one or more officers of the Company or the Registrar to the Offer to sign all or any of the aforestated documents;

17. To authorize and approve notices, advertisements in relation to the Offer, in accordance with the SEBI ICDR Regulations and other Applicable Laws, in consultation with the relevant intermediaries appointed for the Offer;

18. To do all such acts, deeds, matters and things and execute all such other documents, etc., as may be deemed necessary or desirable for such purpose, including without limitation, to finalise the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of allotment letters/confirmation of allotment notes, share certificates in accordance with the relevant rules, in consultation with the BRLMs;

19. To do all such acts, deeds and things as may be required to dematerialise the Equity Shares and to sign and / or modify, as the case maybe, agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, authorities or bodies as may be required in this connection and to authorize one or more officers of the Company to execute all or any of the afore-stated documents;

20. To make applications for listing of the Equity Shares in one or more stock exchanges for listing of the Equity Shares and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchanges in connection with obtaining such listing including without limitation, entering into listing agreements and affixing the common seal of the Company where necessary;

21. To settle all questions, difficulties or doubts that may arise in regard to the Offer, including such issues or allotment, terms of the IPO, utilisation of the IPO proceeds and matters incidental thereto as it may deem fit;

22. To submit undertaking/certificates or provide clarifications to the SEBI, the RoC and the relevant stock exchanges where the Equity Shares are to be listed;

23. authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time in relation to the Offer;

24. authorizing any officers (the "**Authorized Officers**"), for and on behalf of the Company, to negotiate, finalize, execute, deliver and terminate, on a several basis, any agreements and arrangements as well as amendments or supplements thereto that any such Authorized Officer considers necessary, desirable or advisable, in connection with the Issue, including, without limitation, engagement letter(s), memoranda of understanding, the uniform listing agreements with the relevant stock exchanges, the registrar's agreement, the depositories agreements, the offer agreement with the book running lead managers (and other entities as appropriate), the underwriting agreement, the share escrow agreement, the syndicate agreement, the cash escrow and sponsor bank agreement, confirmation of allocation notes, the advertisement agency agreement, and any agreement or document in connection with any Pre-IPO Placement (including any placement agreement, escrow agreement and Issue documentation)], with, and to make payments to or remunerate by way of fees, commission, brokerage or the like or reimburse expenses incurred in connection with the Issue by the book running lead managers, syndicate members, placement agents, registrar to the Issue, bankers to the Issue, underwriters, escrow agents, accountants, auditors, legal counsel, depositories, credit rating agencies, advertising agencies, monitoring agencies, and all such persons or agencies as may be involved in or concerned with the Issue; and any such agreements or documents so executed and delivered and acts and things done by any such Authorized Officer shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing;

25. To negotiate, finalize, settle, execute and deliver any and all other documents or instruments and to do or cause to be done any and all acts or things as the Board any other committee thereof may deem

necessary, appropriate or advisable in order to carry out the purposes and intent of this resolution or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by the Board or any other committee thereof shall be conclusive evidence of their authority in so doing;

26. To approve suitable policies on insider trading, whistle-blowing, risk management, and any other policies as may be required under the SEBI Listing Regulations or any other Applicable Laws;

27. To approve the list of 'group companies' of the Company, identified pursuant to the materiality policy adopted by the Board, for the purposes of disclosure in the DRHP, RHP and Prospectus;

28. To withdraw the DRHP or the RHP or to decide to not proceed with the Offer at any stage in accordance with Applicable Laws and in consultation with the BRLMs; and

29. To delegate any of its powers set out under (1) to (25) hereinabove, as may be deemed necessary and permissible under Applicable Laws to the officials of the Company.

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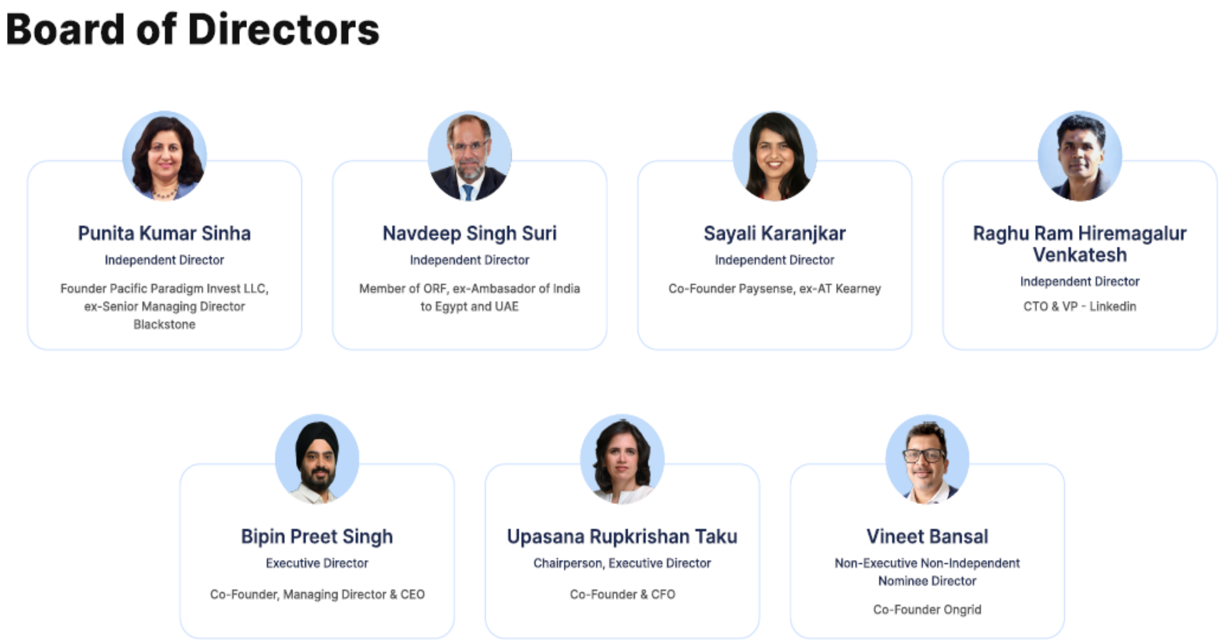
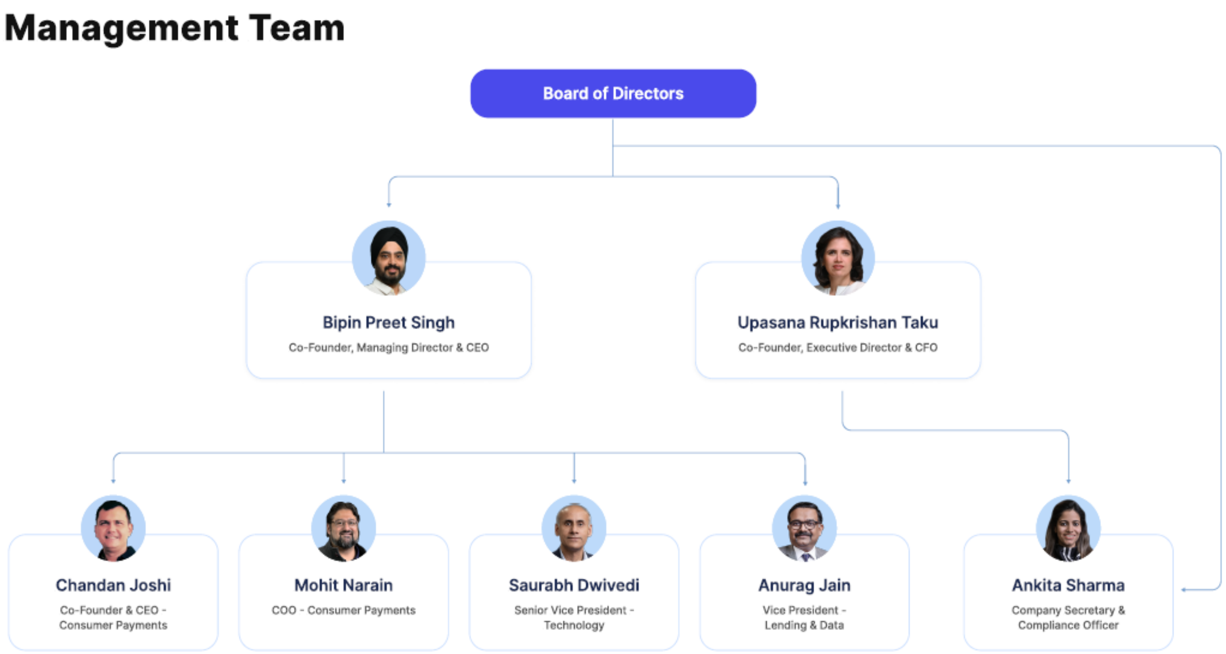
Management Organisation Structure





Key Managerial Personnel of our Company

In addition to Bipin Preet Singh, who is the Chief Executive Officer and Managing Director, and Upasana Rupkrishan Taku, who is an Executive Director, Chairperson and Chief Financial Officer, of our Company, whose details are provided in *"Our Management- Brief Profiles of our Directors"* on page 267. The details of our other Key Managerial Personnel as of the date of this Draft Red Herring Prospectus are set forth below:

Ankita Sharma, is the Compliance Officer and Company Secretary of our Company. She is an associate member of the Institute of Company Secretaires of India since November 20, 2014. She holds a bachelor's degree of arts in English from University of Delhi. She has experience in compliance and company secretarial matters. She was previously associated with Mynd Integrated Solutions Private Limited and Sunrise Autoworld Private Limited. She has not received any remuneration in Fiscal Year 2023 as she was not an employee of the Company during the said Fiscal Year.

Senior Management of our Company

In addition to Upasana Rupkrishan Taku, the Chief Financial Officer, and Ankita Sharma, the Compliance Officer and Company Secretary, of our Company whose details are provided in "*Key Managerial Personnel*" on page 285, the details of our Senior Management are set out below:

Chandan Joshi, is the co-founder and CEO, payments division of the Company. He has been associated with our Company since 2018 and is currently responsible for building our consumer payments business. He holds a bachelor's degree of technology in textile technology from Indian Institute of Technology, Delhi and a master's degree in business administration from London Business School. He is the co-founder of Anatole Solutions Private Limited since 2012 and became the business head of PTAP Delivery Solutions Private Limited (formerly, Nuvo Logistics Private Limited) pursuant to the sale of business of Anatole to Nuvoex. He has experience in financial services, and logistics and has previously worked with Credit Suisse Securities (Europe) Limited and Futures First Info Services Private Limited. During Fiscal Year 2023, he received a gross remuneration of ₹ 34.60 million from our Company.

Anurag Jain, is the Vice President of Lending and data of the Company. He has been associated with our Company since 2021 and is currently responsible for risk management, credit underwriting, collection supervision in the lending business at the Company level. He leads data science and data analytics supporting all business units. He holds a bachelor's degree in science from University of Delhi. He is a qualified chartered accountant, certified by the Institute of Chartered Accounts of India. He has worked with One97 Communications Limited, Frame Technology Marketing Services Private Limited, Bajaj Finserv- Bajaj Finance Limited, Indiabulls Financial Services Limited, Centurion Bank of Punjab Limited and ICICI Bank. He has experience in risk management and lending to consumers as well as MSMEs with leading NBFCs/banks/fintech. During Fiscal Year 2023, he received a gross remuneration of ₹ 10.47 million from our Company.

Mohit Narain is the Chief Operating Officer for consumer payments business of the Company. He has been associated with the Company since August 2018 as a consultant in the capacity of product coach, growth coach and operational excellence coach and was appointed as Chief Operating Officer of consumer payments business since 2023. He is currently responsible for ensuring operational efficiencies across the company by putting systems and processes in place as well as resource and cost optimisation. He holds a bachelor's degree of science in Mathematics from University of Delhi and a master's degree of computer science from the University of Illinois at Urbana Champaign. Mohit has experience in technology, product management, business development and overall organisational growth. He has worked with companies like ACL Mobile Limited, Adroit Studios Private Limited and Contextual Experiences Private Limited. During Fiscal Year 2023, he received a gross remuneration of ₹ 3.31 million in his capacity as consultant to the Company.

Saurabh Dwivedi, is the Senior Vice President, technology of the Company. He has been associated with the Company since 2023 and is currently responsible for leading our engineering teams in order to formulate a vision for new age technology applications and enable implementation of such technologies in the Company. He holds a bachelor's degree of technology in computer science and engineering from Guru Gobind Singh Indraprastha University and has completed the course on advanced certificate program in business analytics from Indian Institute of Technology, Bombay. He has experience in technology development and has worked with MakeMyTrip (India) Private Limited, American Express (India) Private Limited and Satyam Computer Services Limited. He has not received any remuneration in Fiscal Year 2023 as he was not an employee of the Company during the said Fiscal Year.

Status of Key Managerial Personnel and Senior Management

All the Key Managerial Personnel and Senior Management are permanent employees of our Company.

Relationship between our Key Managerial Personnel and Senior Management and Directors

Except for our Executive Directors Bipin Preet Singh and Upasana Rupkrishan Taku, who are married to each other, none of our Key Managerial Personnel, Senior Management are related to each other or to our Directors.

Retirement and Termination Benefits

None of our Key Managerial Personnel and Senior Management would receive any benefits on their retirement or on termination of their employment with the Company.

Bonus or profit sharing plan for the Key Managerial Personnel and Senior Management

Our Company, on a discretionary basis, makes performance-base/incentive payments to the Key Managerial Personnel and Senior Management at the end of every Fiscal Year and our Key Managerial Personnel and Senior Management are entitled to employee stock options.

Except as disclosed above, there is no bonus/profit sharing plan for the Key Managerial Personnel and Senior Management of our Company.

Shareholding of Key Managerial Personnel and Senior Management

Except for as disclosed in "*Our Management- Shareholding of our Directors in our Company*" on page 270, and Chandan Joshi, who holds 24,825 Equity Shares in the Company, none of our Key Managerial Personnel and Senior Management Personnel hold any Equity Shares in the Company. For details of ESOPs held by the Key Manegerial Personnel and Senior Management Personnel, refer to *"Capital Structure- Employee Stock Option Plan 2014*" on page 132.

For details of our Key Managerial Personnel and Senior Management who hold equity shares in our Subsidiaries see "*History and Certain Corporate Matters – Subsidiaries of our Company*" on page 261.

Service Contracts with Key Managerial Personnel and Senior Management

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company, including Directors or Key Managerial Personnel and Senior Management, have entered into any service contract arrangement with the Company, relating to their appointment, and remuneration or providing for benefit upon termination of employment or retirement.

Interest of Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel and Senior Management have any interest in our Company except to the extent of (i) the remuneration or benefits to which they are entitled in accordance with the terms of their appointment or reimbursement of expenses incurred by them during the ordinary course of business, (ii) the Equity Shares, and employee stock options held by them, if any, and any dividend payable to them and other benefits arising out of such shareholding.

Contingent and deferred compensation payable to Key Managerial Personnel and Senior Management

Other than as disclosed, see *"Our Management- Key Managerial Personnel of our Company, Senior Management of our Company"* on page 286, our Company has not paid any compensation or granted any benefit to any of our Key Managerial Personnel or Senior Management in all capacities to the Company in the Financial Year 2023. Further, there is no deferred or contingent compensation payable to any of our Key Managerial Personnel or Senior Management for the Financial Year 2023.

Changes in Key Managerial Personnel and Senior Management during the last three years

The changes in our Key Managerial Personnel and Senior Management, other than in relation to our Executive

Directors during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below:

Name	Designation	Date of change	Reason
Ankita Sharma	Compliance Officer and Company Secretary	December 05, 2023	Appointment
Rajat Kayathwal	Company Secretary	December 04, 2023	Cessation
Mohit Narain	Chief Operating Officer-Consumer Payments	December 01, 2023	Appointment
Rajat Kayathwal	Company Secretary	September 12, 2023	Appointment
Saurabh Dwivedi	Senior Vice President-Technology	August 1, 2023	Appointment
Upasana Rupkrishan Taku	Chief Financial Officer	June 15, 2023	Change in designation
Anurag Jain	Vice President- Lending and Data	May 10, 2023	Appointment
Rahul Luthra	Senior Director, Company Secretary and Compliance Officer	March 14, 2023	Resignation
Dilip Bidani	Chief Financial Officer	December 16, 2022	Resignation
Chirag Jain	Vice President, Technology	June 28, 2022	Resignation
Dilip Bidani	Chief Financial Officer	June 29,2021	Appointment
Rahul Luthra	Company Secretary & Compliance Officer	April 17, 2021	Appointment
Rohit Shadeja	Company Secretary	April 17, 2021	Resignation

Attrition rate

For information in relation to attrition rate of our Key Managerial Personnel and Senior Management, please see "*Risk Factors - 24. We are dependent on our Promoters, a number of Key Managerial Personnel and Senior Management and our inability to attract or retain such persons or finding equally skilled personnel could adversely affect our business, results of operations, cash flows and financial condition*" on page 53.

Payment of non-salary benefit to Key Managerial Personnel and Senior Management

No non-salary amount or benefit has been paid to any officers of our Company, including our Key Managerial Personnel and Senior Management, within the two years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given.

Arrangements and understanding with major shareholders, customers, suppliers or others

None of our Key Managerial Personnel and Senior Management has been appointed or selected Key Managerial Personnel or Senior Management pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

Employee stock option and stock purchase schemes

For details of employee stock option(s) and stock purchase schemes of our Company, see "*Capital Structure – Employee Stock Option Plan 2014*" on page 132.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters

The Promoters of our Company are:

1. Bipin Preet Singh
2. Upasana Rupkrishan Taku
3. Koshur Family Trust
4. Narinder Singh Family Trust

For details of the build-up of our Promoters' shareholding in our Company, see "*Capital Structure – Notes to Capital Structure*" on page 97.

The details of our Promoters are as follows:

Individual Promoters

1. Bipin Preet Singh

Identification Particulars	Details
Permanent Account Number	ASSPS8468A

Bipin Preet Singh, aged 44 years, is the Managing Director, Chief Executive Officer, and a Co-Founder of our Company. For details in respect of his date of birth, personal address, educational qualifications, experience in the business or employment, positions and posts held in the past, and other directorships, other venture, special achievements, his business and financial activities see "*Our Management*" on page 265.

2. Upasana Rupkrishan Taku

Identification Particulars	Details
Permanent Account Number	AISPT3874F

Upasana Rupkrishan Taku, aged 44 years, is the Executive Director, Chairperson, Chief Financial Officer and a Co-Founder of our Company. For details in respect of her date of birth, personal address, educational qualifications, experience in the business or employment, positions and posts held in the pasts, and other directorships, special achievements, her business and financial activities see "*Our Management*" on page 265. Additionally, she is also involved in other ventures in her capacity as a shareholder of Qava Limited, entity forming part of the Promoter Group.

We confirm that the details of the PAN, bank account numbers, passport number, Aadhaar card number and driving license number of our Founder Promoters shall be submitted with the Stock Exchanges at the time of submission of the Draft Red Herring Prospectus.

Promoters – Trusts

3. Koshur Family Trust

Koshur Family Trust was formed pursuant to a trust deed dated June 22, 2021. The current trustees of Koshur Family Trust are Bipin Preet Singh and Upasana Rupkrishan Taku. The registered office of Koshur Family Trust is located at D2-303, Parsvnath Exotica, Sector 53, Gurgaon, Haryana, 122 011. The primary beneficiaries Koshur Family Trust are Bipin Preet Singh, Cazmir Singh, Usha Taku and the lineal descendants of Upasana Rupkrishan Taku. The overall objective of Koshur Family Trust is to maintain harmony, peace and goodwill amongst the beneficiaries and to avoid any possible dispute/ litigation amongst the beneficiaries in future. The permanent account number of Koshur Family Trust is AAETK5527C.

4. Narinder Singh Family Trust

Narinder Singh Family Trust was formed pursuant to a trust deed dated June 22, 2021. The current trustees of Narinder Singh Family Trust are Bipin Preet Singh and Upasana Rupkrishan Taku. The registered office of Narinder Singh Family Trust is located at D2-303, Parsvnath Exotica, Sector 53, Gurgaon, Haryana, 122 011. The primary beneficiaries of Narinder Singh Family Trust are Upasana Rupkrishan Taku, Cazmir Singh, Surjit Kaur and the lineal descendants of Bipin Preet Singh. The overall objective of Narinder Singh Family Trust is to maintain harmony, peace and goodwill amongst the beneficiaries and to avoid any possible dispute/ litigation amongst the beneficiaries in future. The permanent account number of Narinder Singh Family Trust is AADTN7200Q

Our Company confirms that the permanent account number and bank account number(s) of our promoters, Koshur Family Trust and Narinder Singh Family Trust shall be submitted to the Stock Exchanges at the time of filing the Draft Red Herring Prospectus.

Change in control of our Company

There has been no change in the control of the Company in the five years immediately preceding the date of this Draft Red Herring Prospectus. The Founder Promoters are the original promoters of our Company.

Interest of Promoters and Related Party Transactions

Interest of Promoters in the promotion of our Company

Our Promoters are interested in our Company to the extent that they have promoted our Company; to the extent of their respective shareholdings in our Company; in any other distributions in respect of the Equity Shares held by them or by their relatives to the extent applicable.

Our Founder Promoters are also interested in our Company to the extent of being Directors on the board of our Company and the remuneration payable by our Company to them.

Our Founder Promoters may also be interested to the extent of providing personal guarantees for some of the loans taken by our Company. For further details, see *"Capital Structure"* on pages 97.

Business Interest

No sum has been paid or agreed to be paid to any of our Promoters or to any firm or company in which our Promoters are interested as a member, in cash or shares or otherwise by any person either to induce them to become, or to qualify them as directors or otherwise for services rendered by such Promoters or by such firm or company, in connection with the promotion or formation of our Company.

Interest of Promoters in the property of our Company

Our Promoters do not have any interest in any property acquired by our Company within three years preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company as on the date of this Draft Red Herring Prospectus, or in any transaction for acquisition of land, construction of buildings and supply of machinery etc.

Interest of Promoters in our Company other than as Promoters

Except as stated in the sections titled "*Our Business*", "*Capital Structure*", "*History and Certain Corporate Matters*", "*Our Management*" and *"Related Party Transactions"* on pages 190, 97, 238, 265 and 294, respectively, our Promoters do not have any interest in our Company other than as promoters.

Payment of amounts or benefits to our Promoters or Promoter Group during the last two years

Except as stated in "*Related Party Transactions*" and "*Our Management*" on pages 294 and 265, respectively, no amount or benefit has been paid by our Company to our Promoters or the members of our Promoter Group during the two years preceding the date of this Draft Red Herring Prospectus, nor is intended to be paid or given to our Promoters or the members of the Promoter Group as on the date of this Draft Red Herring Prospectus.

Material guarantees given by our Promoters

There are no material guarantees given by our Promoters to third parties with respect to the Equity Shares of the Company.

For details of the guarantees given by our Promoters in relation to certain borrowings of our Company, as on the date of this Draft Red Herring Prospectus, see *"Financial Indebtedness"* on pages 412.

Disassociation by Promoters in the Last Three Years

Our Promoters have not disassociated themselves from any companies or firms during the three years preceding the date of filing of this Draft Red Herring Prospectus.

Promoter Group

(a) Natural Persons

The natural persons who are part of our Promoter Group (being the immediate relatives of our Promoters), apart from our Promoters mentioned above are as follows:

Name of the Promoter	Name of the relative	Relationship
Bipin Preet Singh	Surjit Kaur	Mother
	Navjot Singh	Brother
	Navsharan	Sister
	Cazmir Singh Taku	Son
	Usha Taku	Mother-in-law
	Utma Taku	Sister-in-law
Upasana Rupkrishan Taku	Usha Taku	Mother
	Utma Taku	Sister
	Cazmir Singh Taku	Son
	Surjit Kaur	Mother-in-law
	Navjot Singh	Brother-in-law
	Navsharan	Sister-in-law

(b) Companies and entities

As of the date of this Draft Red Herring Prospectus, except as disclosed below, there are no entities forming part of our Promoter Group:

- Qava Limited, registered in the Abu Dhabi Global Market.

Other Confirmations

Our Promoters and members of the Promoter Group have not been debarred from accessing the capital markets 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.

Our Promoters are not a promoters, directors or persons in control of any other company which is debarred from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

None of our Promoters have been declared as a Wilful Defaulter or Fraudulent Borrower.

None of our Promoters have been declared as Fugitive Economic Offenders.

For other relevant confirmations in relation to our Promoters and members of our Promoter Group, see "*Other Regulatory and Statutory Disclosure*" on page 424.

For details of litigation involving our Promoters in accordance with the SEBI ICDR Regulations, see "*Outstanding Litigation and Material Developments- Litigation involving our Promoter*" on page 419.

OUR GROUP COMPANIES

In accordance with the SEBI ICDR Regulations and the applicable accounting standards, for the purpose of identification of ‘group companies’, our Company has considered (i) such companies (other than Promoters and Subsidiaries) with which there were related party transactions during the period for which Restated Consolidated Financial Information have been disclosed in this Draft Red Herring Prospectus, as covered under the applicable accounting standards; and (ii) any other companies which are considered material by our Board.

In respect of item (ii) above, our Board in its meeting held on January 1, 2024 , has considered and adopted the Materiality Policy, inter alia, for identification of companies that shall be considered material and shall be disclosed as a group company in this Draf Red Herring Prospectus. In terms of the Materiality Policy, a company shall be considered ‘material’ and will be disclosed as a ‘Group Company’ in the Issue Documents, if a company is a member of the promoter group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, and has entered into one or more transactions with the Company (on a consolidated basis) in the most recent financial year and/or the relevant stub period (covered in the restated consolidated financial information included in the Issue documents) that cumulatively exceed 10.00% of the total consolidated revenue of the Company, as per the Restated Consolidated Financial Information of the Company for the most recent financial year and/ or the relevant stub period.

Based on the above criteria, laid out by the SEBI ICDR Regulations and our Materiality Policy, our Board has determined that our Company does not have any Group Company

RELATED PARTY TRANSACTIONS

For details of the related party transactions during the six-months ended September 30, 2023, and during Fiscals 2023, 2022 and 2021, see "*Financial Statements – Note 34: Related party transactions*" on page 360.

DIVIDEND POLICY

The declaration and payment of dividends, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, in accordance with provisions of our Articles of Association and applicable law, including the Companies Act. Our Board approved the formal dividend policy of the Company, at the Board meeting held on July 7, 2021, which includes parameters to be considered by the Board for declaration of dividend, with an objective of rewarding the shareholders of the Company.

The dividend if any, will depend on a number of factors, including but not limited to standalone, or net operating profit after tax, operating cash flow, liquidity position, aggregate debt, debt service coverage position, loan repayment and working capital, and capital expenditure requirements, and other factors which are likely to have a significant impact on our Company. The consolidated profits earned by the Company may either be retained and used for various purposes by the Company, or it may be distributed to the Shareholders. There is no guarantee that any dividends will be declared or paid by our Company in the future. For details, see "*Risk Factors – Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.*" on page 66.

In addition, our ability to pay dividends may be impacted by a number of other factors, including restrictive covenants under the loan or financing documents, our Company is currently a party to or may enter into from time to time.

Our Company has not declared or paid any dividends in the last three Fiscal Years and until the filing of this Draft Red Herring Prospectus.

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the Articles of Association and provisions of the SEBI Listing Regulations and other applicable laws. Our Company may pay dividend by cheque, electronic clearance service, as will be approved by our Board in the future. Our Company may also, from time to time, pay interim dividends.

SECTION V – FINANCIAL INFORMATION

FINANCIAL STATEMENTS

In accordance with the SEBI ICDR Regulations, the standalone audited financial information of our Company and our material subsidiaries (in this case being ZAAK Epayment Services Private Limited, MobiKwik Credit Private Limited and MobiKwik Finance Private Limited) for the Fiscals 2023, 2022 and 2021 are available on our website at https://www.mobikwik.com/ir/.

For this purpose, a Subsidiary shall be considered 'material' if it contributes 10% or more to the turnover or net worth or profits before tax in the annual consolidated audited financial statements of the respective financial year. The definitions of turnover, net-worth and profits before tax have the same meaning as ascribed to them in the Companies Act.

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INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION

The Board of Directors

ONE MOBIKWIK SYSTEMS LIMITED
(Formerly known as ONE MOBIKWIK SYSTEMS PRIVATE LIMITED)
Unit no. 102, 1st Floor, Block – B,
Pegasus One, Golf Course Road,
Sector 53, Gurugram, Haryana

Dear Sirs,

1. We B S R & Associates LLP, Chartered Accountants ("we" or "us" or "B S R") have examined the attached Restated Consolidated Financial Information of ONE MOBIKWIK SYSTEMS LIMITED (formerly known as ONE MOBIKWIK SYSTEMS PRIVATE LIMITED) (the "Company" or the "Holding Company" or the "Issuer") and its subsidiaries (the Company and its subsidiaries together referred to as the "Group"), comprising the Restated Consolidated Statement of Assets and Liabilities as at 30 September 2023, 31 March 2023, 31 March 2022 and 31 March 2021, the Restated Consolidated Statements of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity, the Restated Consolidated Statement of Cash Flows for the six month period ended 30 September 2023 and for the years ended 31 March 2023, 31 March 2022 and 31 March 2021, and the Summary of Material Accounting Policies, and other explanatory information (collectively, the "Restated Consolidated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on 01 January 2024 for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP") prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO") prepared in terms of the requirements of:

   a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
   b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
   c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

2. The Company's Board of Directors is responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India ("SEBI"), BSE Limited and National Stock Exchange of India Limited, as applicable, and Registrar of Companies, National Capital Territory of Delhi and Haryana situated at New Delhi in connection with the proposed IPO. The Restated Consolidated Financial Information has been prepared by the management of the Company on the basis of preparation stated in Note 2.1 and 2.2 to the Restated Consolidated Financial Information. The respective Board of Directors of the companies included in the Group responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The respective Board of Directors are also responsible for identifying and ensuring that the Group complies with the Act, ICDR Regulations and the Guidance Note.

3. We have examined such Restated Consolidated 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 22 December 2023 in connection with the proposed IPO of equity shares of the Company;
   b) The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
   c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and
   d) The requirements of Section 26 of the Act, the ICDR Regulations.

   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 proposed IPO.

4. These Restated Consolidated Financial Information has been compiled by the management from:

   Special Purpose Interim Consolidated Financial Statements of the Group as at and for the six month period ended 30 September 2023 prepared in accordance with Indian Accounting Standard (referred to as "Ind AS") 34 "Interim Financial Reporting", specified under section 133 of the Act and other accounting principles generally accepted in India (the "Special Purpose Interim Consolidated Financial Statements") which have been approved by the Board of Directors at their meeting held on 01 January 2024.

   As at and for the years ended 31 March 2023, 31 March 2022 and 31 March 2021: Audited consolidated financial statements of the Group as at and for the year ended 31 March 2023, 31 March 2022 and 31 March 2021 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 28 September 2023, 21 August 2022 and 06 July 2021.

5. For the purpose of our examination, we have relied on:

   a) Auditor's report issued by us dated 01 January 2024 on the Special Purpose Interim Consolidated Financial Statements of the Group as at and for the six months period ended 30 September 2023 as referred in Paragraph 4 above.

   - The auditor's report on the Special Purpose Interim Consolidated Financial Statements of the Group as at and for the six months period ended 30 September 2023 included the following Emphasis of matter paragraph:

     We draw attention to Note 2 to the Special Purpose Interim Consolidated Financial Statements, which describes the basis of accounting. As explained therein, these Special Purpose Interim Consolidated Financial Statements have been prepared by the Company for the purpose of preparation of the Restated Consolidated Financial Information, which will be included in the Draft Red Herring Prospectus in connection with the proposed issue of equity shares of the Company by way of a fresh issue of equity shares by way of initial public offer in accordance with ICDR Regulations. As per the ICDR Regulations, the Company has opted not to present comparatives in these Special Purpose Interim Consolidated Financial Statements. Accordingly, the attached Special Purpose Interim Consolidated Financial Statements may not be suitable for any other purpose and this report should not be used, referred to or distributed for any other purpose.

     Our opinion is not modified in respect of this matter.

   b) Auditor's reports issued by us dated 28 September 2023, 21 August 2022 and 06 July 2021 on the consolidated financial statements of the Group as at and for the years ended 31 March 2023, 31 March 2022 and 31 March 2021 respectively, as referred in Paragraph 4 above.

      - The audit report on the consolidated financial statements issued by us was qualified and included following matter giving rise to qualification on the financial statements as at and for the years ended 31 March 2021:

        As set out in Note 40 to the consolidated financial statements, during the year ended 31 March 2018 and 31 March 2017, out of proceeds of INR 707.50 million and INR 472.52 million, respectively received by the Holding Company by way of preferential allotment of preference shares, the Holding Company had not kept INR 451.73 million and INR 100 million from respective years proceeds in a separate bank account and inadvertently utilised these amounts for payment towards business purposes before allotment of shares to the investors in contravention of section 42 of the Companies Act, 2013. Subsequent to year end 31 March 2021, on 19 April 2021, the Holding Company has filed an application before the Regional Director (Northern Region), Registrar of Companies, Delhi and Haryana for compounding of this contravention. Further, the same has been compounded vide order dated 13 August 2021.
        The above-mentioned matter does not require any adjustments.

- The auditor's report on the consolidated financial statements of the Group for the year ended 31 March 2023 included the following comment:

  In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except that the back-up of the books of account and other relevant books and papers in electronic mode has not been kept on servers physically located in India on a daily basis.

  The above-mentioned matter does not require any adjustments.

- The auditor's report on the consolidated financial statements of the Group included the following other matter paragraph related to internal financial controls:

  Our opinion under section 143(3)(i) of the Act for the year ended 31 March 2023, on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to four subsidiary companies, which are companies incorporated in India, is based on the corresponding report of the auditor of such companies incorporated in India.

  Our opinion under section 143(3)(i) of the Act for the year ended 31 March 2022, on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to one subsidiary company, which is a company incorporated in India, is based on the corresponding report of the auditor of such company incorporated in India.

  Our opinion under section 143(3)(i) of the Act for the year ended 31 March 2021, on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to one subsidiary company, which is a company incorporated in India, is based on the corresponding report of the auditor of such company incorporated in India.

  Our opinion was not modified in respect of these matters.

As indicated in our audit reports referred above:

a) we did not audit the financial statements of four subsidiaries, whose share of total assets (before consolidation adjustment), total revenues (before consolidation adjustment), net cash inflows / (outflows) (before consolidation adjustment) included in the consolidated financial statements, for the relevant years is tabulated below, which have been audited by other auditor, M/S Tattvam & Co., and whose reports have been furnished to us by the Company's management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these components, is based solely on the reports of the other auditor:

(Rs in million)

Particulars	For the six-month period ended 30 September 2023	As at and for the year ended 31 March 2023	As at and for the year ended 31 March 2022	As at and for the year ended 31 March 2021
Total assets	868.30	765.29	1,434.73	813.19
Total revenue	521.17	1,255.92	3,792.00	1,590.50
Net cash inflows/ (outflows)	(141.04)	166.61	(16.43)	57.36

Our opinion on the consolidated financial statements is not modified in respect of these matters.

6. The auditor of Zaak ePayment Services Private Limited, MobiKwik Credit Private Limited, MobiKwik Finance Private Limited, namely M/S Tattvam & Co. have examined the restated consolidated financial information and have confirmed that the restated consolidated financial information:

   a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial year ended 31 March 2023, 31 March 2022 and 31 March 2021 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the six months period ended 30 September 2023;
   b) does not contain any qualifications requiring adjustments; and

c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

7. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the examination report submitted by the other auditor for the respective periods/years, we report that the Restated Consolidated Financial Information:

   a) 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 2023, 31 March 2022 and 31 March 2021 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the six months period ended 30 September 2023.
   b) does not contain any qualifications requiring adjustments; and
   c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

8. We have not audited any financial statements of the Group as of any date or for any period subsequent to 30 September 2023. Accordingly, we express no opinion on the financial position, results of operations, cash flows and statement of changes in equity of the Group as of any date or for any period subsequent to 30 September 2023.

9. The Restated Consolidated Financial Information does not reflect the effects of events that occurred subsequent to the respective dates of the reports on the Special Purpose Interim Consolidated Financial Statements and audited consolidated financial statements mentioned in paragraph 4 above.

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 DRHP to be filed with SEBI, BSE Limited and National Stock Exchange of India Limited, as applicable, and Registrar of Companies, National Capital Territory of Delhi and Haryana situated at New Delhi, in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **B S R & Associates LLP**
Chartered Accountants
Firm's Registration Number: 116231W/W-100024

Girish Arora
Partner
Membership No.: 098652
ICAI UDIN: 24098652BKAGHK1600

Place: Gurugram
Date: 01 January 2024

ONE MOBIKWIK SYSTEMS LIMITED (formerly known as ONE MOBIKWIK SYSTEMS PRIVATE LIMITED)
Restated Consolidated Statement of Assets and Liabilities
(Amounts in INR millions, unless otherwise stated)

	Notes	As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Assets					
Non-current assets					
Property, plant and equipment	4	21.68	21.16	26.45	9.39
Right-of-use assets	41	111.27	124.21	66.53	-
Goodwill	6	-	-	-	-
Other intangible assets	5	-	-	-	-
Financial assets					
(i) Investments	7(a)	16.21	16.21	10.37	7.70
(ii) Other financial assets	7(c)	24.15	17.66	41.79	83.59
Deferred tax assets (net)	26	-	-	31.15	26.43
Other tax assets (net)	18	198.75	117.29	230.14	150.06
Other non-current assets	8	1,118.88	1,339.49	1,360.93	418.62
Total non-current assets		**1,490.94**	**1,636.02**	**1,767.36**	**695.79**
Current assets					
Financial assets					
(i) Trade receivables	9	675.73	758.53	294.39	376.04
(ii) Cash and cash equivalents	10(a)	737.54	936.78	477.49	603.33
(iii) Bank balances other than (ii) above	10(b)	2,352.10	2,680.15	3,364.05	1,439.96
(iv) Other financial assets	7(c)	885.31	835.90	2,266.65	992.91
Other current assets	8	731.85	295.96	191.36	123.36
Total current assets		**5,382.53**	**5,507.32**	**6,593.94**	**3,535.60**
Total assets		**6,873.47**	**7,143.34**	**8,361.30**	**4,231.39**
Equity and liabilities					
Equity					
Equity share capital	11(a)	114.38	114.38	114.38	10.05
Instruments entirely equity in nature	11(b)	-	-	-	144.27
Other equity	12	1,419.46	1,312.56	2,051.04	(354.45)
Total equity		**1,533.84**	**1,426.94**	**2,165.42**	**(200.13)**
Liabilities					
Non-current liabilities					
Financial liabilities					
(i) Borrowings	13	72.94	224.96	-	-
(ii) Lease liabilities	41	103.42	113.78	59.54	-
(iii) Other financial liabilities	15	0.35	0.35	0.35	0.35
Provisions	16	24.83	22.04	20.28	23.14
Total non-current liabilities		**201.54**	**361.13**	**80.17**	**23.49**
Current liabilities					
Financial liabilities					
(i) Borrowings	13	1,438.85	1,697.77	1,509.14	605.93
(ii) Lease liabilities	41	20.18	19.19	8.47	-
(iii) Trade payables	14				
(a) Total outstanding dues of micro enterprises and small enterprises		53.18	94.26	55.13	6.77
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		1,819.07	1,084.07	692.81	805.73
(iv) Other financial liabilities	15	1,684.13	2,299.62	3,725.04	2,842.46
Other current liabilities	17	101.07	138.76	106.06	134.47
Provisions	16	21.61	21.60	19.06	12.67
Total current liabilities		**5,138.09**	**5,355.27**	**6,115.71**	**4,408.03**
Total liabilities		**5,339.63**	**5,716.40**	**6,195.88**	**4,431.52**
Total equity and liabilities		**6,873.47**	**7,143.34**	**8,361.30**	**4,231.39**
Summary of material accounting policies	2				

Note : The above statement should be read with material accounting policies forming part of the Restated Consolidated Financial Information, Statement of Adjustments to Restated Consolidated Financial Information and Notes to Restated Consolidated Financial Information.

As per our report of even date attached

For B S R & Associates LLP
Chartered Accountants
ICAI Firm Registration No. 116231W/W-100024

For and on behalf of the Board of Directors of
ONE MOBIKWIK SYSTEMS LIMITED (formerly known as ONE MOBIKWIK SYSTEMS PRIVATE LIMITED)

Girish Arora
Partner
Membership No.: 098652
UDIN: 24098652BKAGHK1600

Place: Gurugram
Date : 01 January 2024

Bipin Preet Singh
Managing Director
& Chief Executive Officer
DIN:02019594

Upasana Rupkrishan Taku
Chairperson, Whole-time Director
& Chief Financial Officer
DIN:02979387

Ankita Sharma
Company Secretary

Place: Gurugram
Date : 01 January 2024

(Amounts in INR millions, unless otherwise stated)

	Notes	For the six months period ended 30 September 2023	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Income					
Revenue from operations	19	3,810.88	5,394.67	5,265.65	2,885.71
Other income	20	62.85	216.49	166.54	136.85
Total income		**3,873.73**	**5,611.16**	**5,432.19**	**3,022.56**
Expenses					
Payment gateway cost		835.99	1,566.52	2,276.75	1,511.60
Lending operational expenses		1,026.93	685.04	176.07	67.04
Financial guarantee expenses	31	313.46	1,095.93	907.69	583.67
Employee benefits expense	21	516.63	982.25	1,072.46	530.31
Other expenses	24	975.33	1,840.62	2,153.28	1,348.08
Total expenses		**3,668.34**	**6,170.36**	**6,586.25**	**4,040.70**
Earnings before finance cost, depreciation, amortisation and tax (EBITDA)		**205.39**	**(559.20)**	**(1,154.06)**	**(1,018.14)**
Finance costs	22	90.38	204.24	109.13	71.35
Depreciation and amortisation expense	23	19.68	42.82	20.99	13.14
Profit/(loss) before tax		**95.33**	**(806.26)**	**(1,284.18)**	**(1,102.63)**
Tax expense					
Current tax	26	0.55	0.73	2.16	2.89
Deferred tax	26	-	31.15	(4.72)	7.48
Total tax expense/(credit)		**0.55**	**31.88**	**(2.56)**	**10.37**
Profit /(loss) for the period/year		**94.78**	**(838.14)**	**(1,281.62)**	**(1,113.00)**
Other comprehensive income (OCI)					
Items that will not be reclassified subsequently to profit or loss:					
Remeasurement of net defined benefit liability	27	0.83	(1.42)	13.24	3.02
Fair value changes on equity investments through OCI	7(a)	-	5.84	2.67	-
Income tax relating to above item		-	-	-	-
Other comprehensive income for the period/year		**0.83**	**4.42**	**15.91**	**3.02**
Total comprehensive income for the period/year		**95.61**	**(833.72)**	**(1,265.71)**	**(1,109.97)**
Earnings per share:	25				
(i) Basic		1.66	(14.66)	(23.04)	(22.18)
(ii) Diluted		1.61	(14.66)	(23.04)	(22.18)
Summary of material accounting policies	2				

Note : The above statement should be read with material accounting policies forming part of the Restated Consolidated Financial Information, Statement of Adjustments to Restated Consolidated Financial Information and Notes to Restated Consolidated Financial Information.

As per our report of even date attached

For B S R & Associates LLP
Chartered Accountants
ICAI Firm Registration No. 116231W/W-100024

For and on behalf of the Board of Directors of
ONE MOBIKWIK SYSTEMS LIMITED (formerly known as ONE MOBIKWIK SYSTEMS PRIVATE LIMITED)

Girish Arora
Partner
Membership No.: 098652
UDIN: 24098652BKAGHK1600

Place: Gurugram
Date : 01 January 2024

Bipin Preet Singh
Managing Director
& Chief Executive Officer
DIN:02019594

Upasana Rupkrishan Taku
Chairperson, Whole-time Director
& Chief Financial Officer
DIN:02979387

Ankita Sharma
Company Secretary

Place: Gurugram
Date : 01 January 2024

ONE MOBIKWIK SYSTEMS LIMITED (formerly known as ONE MOBIKWIK SYSTEMS PRIVATE LIMITED)
Restated Consolidated Statement of Cash Flows
(Amounts in INR millions, unless otherwise stated)

Particulars	Notes	For the six months period ended 30 September 2023	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Cash flow from operating activities					
Profit/ (Loss) before tax		95.33	(806.26)	(1,284.18)	(1,102.63)
Adjustments for:					
Depreciation of property, plant and equipment	23	6.74	19.80	16.01	4.28
Depreciation of right of use asset	23	12.94	23.02	4.98	8.86
Bad debts	24	-	13.00	-	6.98
Advances written off	24	-	10.29	12.37	-
Interest income	20	(59.06)	(94.72)	(69.71)	(59.09)
Exceptional items	49	-	-	61.12	-
Provision for doubtful advances	24	-	56.90	2.76	1.01
Loss on sale/disposal of property, plant and equipment (net)	24	-	-	0.38	0.43
Gain on disposal of investments	20	-	-	-	(1.40)
Gain on termination of lease contract	20	-	-	-	(8.48)
Share-based payment expense	21	11.29	95.24	260.04	31.16
Finance costs	22	90.38	204.24	109.13	71.35
Financial guarantee expense	31	313.46	1,095.93	907.69	583.67
Provision for loss on ZIP product (refer note 40)	24	-	-	106.91	-
Liabilities / provisions no longer required written back	20	-	(67.32)	-	-
Impairment loss on trade receivables	24	-	4.95	-	1.15
Reversal of impairment loss on trade receivables	20	(1.48)	-	(5.02)	-
Operating Profit/(loss) before working capital changes		**469.60**	**555.07**	**122.48**	**(462.71)**
Working capital adjustments					
Decrease/(increase) in Trade receivables		84.28	(482.09)	99.04	(209.59)
Decrease/(increase) in Other financial assets		(100.53)	1,186.19	(1,391.50)	(459.85)
Decrease/(increase) in Other current assets		(215.28)	(84.35)	(1,010.31)	(353.38)
Decrease/(increase) in Other bank balances (Escrow and Nodal accounts)		45.79	754.32	(1,012.87)	570.19
Increase/(decrease) in Other financial liabilities		(910.12)	(2,303.91)	(11.26)	134.75
Increase/(decrease) in Trade payables		693.77	497.21	92.44	376.93
Increase/(decrease) in Other liabilities		(37.69)	32.70	(28.41)	38.82
Increase/(decrease) in Provisions		3.63	2.88	16.77	14.13
Cash generated from/(used in) operations		**33.45**	**158.02**	**(3,123.62)**	**(350.71)**
Income tax (paid)/refund, net		(82.01)	112.11	(82.24)	5.65
Net cash generated from/(used in) operating activities		**(48.56)**	**270.13**	**(3,205.86)**	**(345.06)**
Cash flow from investing activities					
Purchase of property, plant and equipment	4	(7.23)	(14.51)	(33.45)	(6.09)
Proceeds from sale of mutual funds		-	-	-	38.12
Investment in unquoted shares of National Payment Corporation of India (NPCI)		-	-	-	(7.70)
Interest received on bank deposits		85.95	65.40	48.20	60.09
Investments in bank deposits		(32.60)	(1,199.65)	(5,974.49)	-
Proceeds from maturity of bank deposits		313.78	1,141.98	5,112.02	20.50
Net cash generated from/(used in) investing activities		**359.90**	**(6.78)**	**(847.72)**	**104.92**
Cash flow from financing activities					
Proceeds from issue of equity shares		-	-	1,059.99	-
Proceeds from issue of preference shares	11 & 51	-	0.04	2,154.44	998.30
Proceeds from term loan		2,800.00	-	-	-
Repayment of term loan		(2,800.00)	-	-	-
Proceeds from borrowings		-	-	363.00	-
Repayment of borrowings		-	(95.08)	(67.92)	(75.00)
Proceeds of non-convertible debenture		-	543.04	-	-
Repayment of non-convertible debenture		(132.00)	(54.00)	(25.45)	(114.55)
Payment of lease liabilities	41	(15.75)	(25.44)	(3.71)	(10.84)
Share issue expenses	49	-	-	(77.42)	-
Interest and other borrowing cost		(81.71)	(188.88)	(108.77)	(72.19)
Net cash generated from/(used in) financing activities		**(229.46)**	**179.68**	**3,294.16**	**725.72**
Net (decrease)/ increase in cash and cash equivalents		**81.88**	**443.03**	**(759.42)**	**485.58**
Cash and cash equivalents at the beginning of the period/year	10(a)	**(293.54)**	**(736.57)**	**22.85**	**(462.73)**
Cash and cash equivalents at the end of the period/year (note 10(a))		**(211.66)**	**(293.54)**	**(736.57)**	**22.85**

(Amounts in INR millions, unless otherwise stated)

Notes

1. Changes in liabilities arising from financing activities

	As at 30 September 2023	As at 31 March 2023	As at 31 March 2023	As at 31 March 2022
Non convertible debentures				
Opening balance	**492.41**	**-**	**25.45**	**139.88**
Received during the period/year	-	543.04	-	
Amortisation of interest and other charges on borrowings	34.01	51.56	0.12	10.83
Repayments during the period/year - Principal	(132.00)	(54.00)	(25.45)	(114.55)
Repayments during the period/year - Interest	(31.83)	(48.19)	(0.12)	(10.71)
Closing balance	**362.59**	**492.41**	**-**	**25.45**
Borrowings (excluding bank overdraft)				
Opening balance	**200.00**	**295.08**	**-**	**75.00**
Proceeds during the period/year	2,800.00	-	363.00	-
Repayments during the period/year	(2,800.00)	(95.08)	(67.92)	(75.00)
Closing balance	**200.00**	**200.00**	**295.08**	**-**
Share capital and instruments entirely equity in nature				
Opening balance	**11,657.78**	**11,657.78**	**8,120.32**	**6,969.62**
Proceeds during the period/year	-	-	3,214.43	998.30
Repayments during the period/year	-	-	-	-
Adjustment on account of bonus, split and conversion of share capital	-	-	323.03	152.40
Closing balance	**11,657.78**	**11,657.78**	**11,657.78**	**8,120.32**

Lease liabilities (note 41)

2. The above restated consolidated statement of cash flow from operating activities has been prepared under the "Indirect method" as set out in IND AS-7 "Statement of cash flows".

Summary of material accounting policies 2

Note : The above statement should be read with material accounting policies forming part of the Restated Consolidated Financial Information, Statement of Adjustments to Restated Consolidated Financial Information and Notes to Restated Consolidated Financial Information.

As per our report of even date attached

For B S R & Associates LLP
Chartered Accountants
ICAI Firm Registration No. 116231W/W-100024

For and on behalf of the Board of Directors of
ONE MOBIKWIK SYSTEMS LIMITED (formerly known as ONE MOBIKWIK SYSTEMS PRIVATE LIMITED)

Girish Arora
Partner
Membership No.: 098652
UDIN: 24098652BKAGHK1600

Place: Gurugram
Date : 01 January 2024

Bipin Preet Singh
Managing Director
& Chief Executive Officer
DIN:02019594

Upasana Rupkrishan Taku
Chairperson, Whole-time Director
& Chief Financial Officer
DIN:02979387

Ankita Sharma
Company Secretary

Place: Gurugram
Date : 01 January 2024

ONE MOBIKWIK SYSTEMS LIMITED (formerly known as ONE MOBIKWIK SYSTEMS PRIVATE LIMITED)
Restated Consolidated Statement of Changes in Equity
(Amounts in INR millions, unless otherwise stated)

(a) Equity share capital

Equity shares of INR 10 each issued, subscribed and fully paid up	Amount
As at 1 April 2020	**10.05**
Changes in equity share capital during the year	-
As at 31 March 2021	**10.05**
Conversion of CCCPS to equity shares during the year (refer note 47)	0.36
Changes in equity share capital during the year (refer note 11)*	0.00
Shares split during the year (refer note 45)	(10.41)
As at 31 March 2022	-
Changes in equity share capital during the year (refer note 11)	-
As at 31 March 2023	-
Changes in equity share capital during the period	-
As at 30 September 2023	-

* Includes issue of one equity share of INR 10 , rounded off to "0" on conversion to INR million.

Equity shares of INR 2 each issued, subscribed and fully paid up	Amount
As at 1 April 2021	**-**
Shares split during the year (refer note 45)	10.41
Issue of bonus shares during the year (refer note 45)	31.24
Conversion of CCCPS to equity shares during the year (refer note 47)	69.53
Issue of equity shares on exercise of share based awards during the year	1.43
Changes in equity share capital during the year (refer note 11)	1.77
As at 31 March 2022	**114.38**
Changes in equity share capital during the year (refer note 11)	**-**
As at 31 March 2023	**114.38**
Changes in equity share capital during the period (refer note 11)	**-**
As at 30 September 2023	**114.38**

(b) Instruments entirely equity in nature

(i) Cumulative compulsory convertible preference shares (CCCPS) of INR 10 each issued, subscribed and fully paid up

Particulars	Amount
As at 1 April 2020	**1.57**
Changes in preference share capital during the year	-
As at 31 March 2021	**1.57**
Changes in preference share capital during the year (refer note 11)	-
Conversion of CCCPS to equity shares during the year (refer note 47)	(1.57)
As at 31 March 2022	-
Changes in preference share capital during the year (refer note 11)	-
As at 31 March 2023	-
Changes in preference share capital during the period (refer note 11)	
As at 30 September 2023	-

(ii) Cumulative compulsory convertible preference shares (CCCPS) of INR 100 each issued, subscribed and fully paid up

Particulars	Amount
As at 1 April 2020	**131.68**
Changes in preference share capital during the year	11.02
As at 31 March 2021	**142.70**
Changes in preference share capital during the year (refer note 11)	15.37
Conversion of CCCPS to equity shares during the year (refer note 11)	(158.07)
As at 31 March 2022	-
Changes in preference share capital during the year (refer note 11)	-
As at 31 March 2023	-
Changes in preference share capital during the period (refer note 11)	-
As at 30 September 2023	**-**

(c) Other equity

Particulars	Money received against share warrants	Share application money pending allotment	Reserve and surplus			Other comprehensive income	Total other equity
			Securities premium	Employee share options reserve	Retained earnings		
As at 1 April 2020	**9.75**	**-**	**6,826.32**	**261.54**	**(7,549.43)**	**-**	**(450.57)**
Total comprehensive loss for the year ended 31 March 2021							
Loss for the year ended	-	-	-	-	(1,113.00)	-	(1,113.00)
Remeasurement of net defined benefit liability	-	-	-	-	3.02	-	3.02
Total comprehensive loss	-	-	-	-	**(1,109.98)**	**-**	**(1,109.98)**
Transactions with owners, recorded directly in equity							
Employee share based payment expense	-	-	-	31.16	-	-	31.16
Share application money received	-	36.51	-	-	-	-	36.51
Securities premium on CCCPS shares issued, (refer note 12)	-	-	1,139.68	-	-	-	1,139.68
Balance as at 31 March 2021	**9.75**	**36.51**	**7,966.00**	**292.70**	**(8,659.41)**	**-**	**(354.45)**
Total comprehensive loss for the year ended 31 March 2022							
Loss for the year ended	-	-	-	-	(1,281.62)	-	(1,281.62)
Remeasurement of net defined benefit liability	-	-	-	-	13.24	-	13.24
Fair value changes on equity investments through OCI	-	-	-	-	-	2.67	2.67
Total comprehensive loss	**-**	**-**	**-**	**-**	**(1,268.38)**	**2.67**	**(1,265.71)**
Transactions with owners, recorded directly in equity							
Employee share based payment expense	-	-	-	260.04	-	-	260.04
Share warrant adjusted (refer note 11(f))	(9.75)	-	-	-	-	-	(9.75)
Share application money adjusted	-	(36.51)	-	-	-	-	(36.51)
Issue of equity shares on exercise of share based awards during the year	-	-	178.52	(119.98)	-	-	58.54
Securities premium on CCCPS shares issued (refer note 12)	-	-	3,340.35	-	-	-	3,340.35
Issue of bonus shares during the year (refer note 45)	-	-	(31.24)	-	-	-	(31.24)
Conversion of CCCPS to equity shares during the year (refer note 47)	-	-	89.77	-	-	-	89.77
Balance as at 31 March 2022*	**-**	**0.00**	**11,543.40**	**432.76**	**(9,927.79)**	**2.67**	**2,051.04**
Total comprehensive loss for the year ended 31 March 2023							
Loss for the year ended	-	-	-	-	(838.14)	-	(838.14)
Remeasurement of net defined benefit liability	-	-	-	-	(1.42)	-	(1.42)
Fair value changes on equity investments through OCI	-	-	-	-	-	5.84	5.84
Total comprehensive loss	**-**	**-**	**-**	**-**	**(839.56)**	**5.84**	**(833.72)**
Transactions with owners, recorded directly in equity							
Employee share based payment expense	-	-	-	95.24	-	-	95.24
Balance as at 31 March 2023*	**-**	**0.00**	**11,543.40**	**528.00**	**(10,767.35)**	**8.51**	**1,312.56**
Total comprehensive profit for the period ended 30 September 2023							
Profit for the period ended	-	-	-	-	94.78	-	94.78
Remeasurement of net defined benefit liability	-	-	-	-	0.83	-	0.83
Total comprehensive profit	**-**	**-**	**-**	**-**	**95.61**	**-**	**95.61**
Transactions with owners, recorded directly in equity							
Employee share based payment expense	-	-	-	11.29	-	-	11.29
Balance as at 30 September 2023*	**-**	**0.00**	**11,543.40**	**539.29**	**(10,671.74)**	**8.51**	**1,419.46**

* Represents share application money pending for allotment of INR 3,038 , rounded off to "0" on conversion to INR million.

Note : The above statement should be read with material accounting policies forming part of the Restated Consolidated Financial Information, Statement of Adjustments to Restated Consolidated Financial Information and Notes to Restated Consolidated Financial Information.

As per our report of even date attached

For B S R & Associates LLP
Chartered Accountants
ICAI Firm Registration No. 116231W/W-100024

Girish Arora
Partner
Membership No.: 098652
UDIN: 24098652BKAGHK1600

Place: Gurugram
Date : 01 January 2024

For and on behalf of the Board of Directors of
ONE MOBIKWIK SYSTEMS LIMITED (formerly known as ONE MOBIKWIK SYSTEMS PRIVATE LIMITED)

Bipin Preet Singh
Managing Director
& Chief Executive Officer
DIN:02019594

Upasana Rupkrishan Taku
Chairperson, Whole-time Director
& Chief Financial Officer
DIN:02979387

Ankita Sharma
Company Secretary

Place: Gurugram
Date : 01 January 2024

1. Corporate Information

ONE MOBIKWIK SYSTEMS LIMITED (formerly known as ONE MOBIKWIK SYSTEMS PRIVATE LIMITED) ("the Holding Company" or "the Company") was incorporated on 20 March 2008 under the Companies Act, 1956. The registered office and corporate office of the Holding Company are situated in Gurugram, Haryana. The principal place of business of the Group is in India.

The principal activities of the Group (i.e., the Holding Company and its subsidiaries) consist of issuing and operating prepaid payment instrument (Wallet Payment System) and providing payment gateway services. The Holding Company was authorised by Reserve Bank of India for issuance and operation of mobile based pre-payment instruments subject to terms and conditions detailed in the certificate of authorisation dated 18 July 2013 for five years, which was subsequently extended to 30 September 2024 vide renewal certificate dated 20 September 2023. The users use their MobiKwik wallet for transferring money, for paying their utility bills (prepaid recharge, post-paid mobile, landline, electricity, TV, etc.) and for shopping online on e-commerce websites. The Holding Company also provides financial services platform facilitating various loans product in association with financing partners. The registered office of the Holding Company is situated at Unit no. 102, 1st Floor, Block – B, Pegasus One, Golf Course Road, Sector 53, Gurugram, Haryana.

2. Material accounting policies

2.1 Statement of compliance

The Restated Consolidated Financial Information of the Group comprise of the Restated Consolidated Statement of Assets and Liabilities as at 30 September 2023, 31 March 2023, 31 March 2022 and 31 March 2021, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Restated Consolidated Statement of changes in equity and the Restated Consolidated Statement of Cash Flows for the six months period ended 30 September 2023, and years ended 31 March 2023, 31 March 2022 and 31 March 2021 and the Summary of Material Accounting Policies and explanatory notes (collectively, the 'Restated Consolidated Financial Information'). These statements have been prepared by the management for the purpose of preparation of the Restated Consolidated Financial information as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") issued by the Securities and Exchange Board of India ('SEBI') for the purpose of inclusion in the Draft Red Herring Prospectus ('DRHP'), Red Herring Prospectus ('RHP') and Prospectus (referred to as 'Offer Document') prepared by the Company in connection with its proposed Initial Public Offer ("IPO") in terms of 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; and

(c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note").

For the six months period ended 30 September 2023, the Group prepared its financial statements in accordance with disclosure principles under Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting" (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India and presentation requirements of Schedule III of the Companies Act 2013.

For the year ended 31 March 2023, 31 March 2022 and 31 March 2021, the Group prepared its financial statements in accordance with Ind AS notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, to the extent applicable, and the presentation requirements of the Companies Act, 2013. Further,

- there were no changes in the accounting policies during the year/period of these Restated Consolidated Financial Information,

- there were no material amounts which have been adjusted, in arriving at profit/(loss) for the respective year/period; and
- there were no material adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited special purpose consolidated interim financial statements of the group as at and for the six months period ended 30 September 2023.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

These Restated Consolidated Financial Information were authorised for issue in accordance with a resolution passed by Board of Directors on 01 January 2024.

2.2 Basis of preparation and presentation

A. Basis of measurement

The Restated Consolidated Financial Information have been prepared on the historical cost basis as explained in the accounting policies below, except for the following:

- certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).

B. Measurement of Fair Values

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

The Group has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the head of finance.

The finance team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the finance team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Significant valuation issues are reported to the board of directors.

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 Group 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.

When measuring the fair value of an asset or a liability, the Group 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 preparation of these Restated Consolidated Financial Information requires the use of certain critical accounting judgements and estimates. It also requires the management to exercise judgement in the process of applying the Group's accounting policies. The areas where estimates are significant to the Restated Consolidated Financial Information, or areas involving a higher degree of judgement or complexity, are disclosed in Note 3.

Further information about the assumptions made in measuring fair values is included in note no 29.

C. Functional and presentation currency

The Restated Consolidated Financial Information is presented in Indian Rupees (INR) millions, except where otherwise indicated.

All amounts disclosed in the Restated Consolidated Financial Information and notes have been rounded off to the nearest INR millions as per the requirement of Schedule III, unless otherwise stated.

2.3 Basis of consolidation

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year/period are included in the Restated Consolidated statement of profit and loss from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company.

When necessary, adjustments are made to the Financial Statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Restated Consolidated Financial Information include the financial information of ONE MOBIKWIK SYSTEMS LIMITED (formerly known as ONE MOBIKWIK SYSTEMS PRIVATE LIMITED) and its subsidiaries as set out below.

Name of the Company	Country of Incorporation	% of Holding			
		30 September 2023	31 March 2023	31 March 2022	31 March 2021
ZAAK EPAYMENT SERVICES PRIVATE LIMITED	India	100	100	100	100
MOBIKWIK FINANCE PRIVATE LIMITED	India	100	100	100	100
MOBIKWIK CREDIT PRIVATE LIMITED	India	100	100	100	100
MOBIKWIK INVESTMENT ADVISER PRIVATE LIMITED (formerly known as HARVEST FINTECH PRIVATE LIMITED)	India	100	100	100	100

Procedure of consolidation

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the holding company.

Subsidiary:

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the holding company with those of its subsidiaries.

(b) Offset (eliminate) the carrying amount of the holding company's investment in each subsidiary and the holding company's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

2.4 Summary of material accounting policies

The accounting policies, as set out in the following paragraphs of this note, have been consistently applied, to all the periods presented in these Restated Consolidated Financial Information.

a) Current versus non-current classification

The Group presents assets and liabilities in balance sheet based on current/non-current classification. An asset is classified as current when it is:

(i) Expected to be realised or intended to be sold or consumed in normal operating cycle
(ii) Held primarily for the purpose of trading
(iii) Expected to be realised within twelve months after the reporting period, or
(iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when:

(i) It is expected to be settled in normal operating cycle
(ii) It is held primarily for the purpose of trading
(iii) It is due to be settled within twelve months after the reporting period, or
(iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

b) Revenue from contract with customers

The Group derives revenue primarily from following services:

- Commission income from sale of recharge, bill payments and merchant payments
- Fees for money transfer service from user's wallet to bank account
- Revenue from share in interest income, processing fee, activations fees, penalties and other such incomes on account of servicing of loans products through lending partners (Digital Financial Services)
- Revenue from technology platform services
- Payment gateway services
- Income from advertisement/sale of space

The Group recognises revenue from contracts with customers when it satisfies a performance obligation by transferring promised service to a customer. The revenue is recognised to the extent of transaction price allocated to the performance obligation satisfied. Performance obligation is satisfied upon transfer of control of service to a customer.

Transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring good or service to a customer excluding taxes or duties collected on behalf on Government. An entity estimates the transaction price at contract inception, including any variable consideration, and updates the estimate each reporting period for any changes in circumstances.

Variable consideration such as discounts, volume-based incentives, any payments made to a customer (unless the payment is for a distinct good or service received from the customer) is estimated using the expected value method or most likely amount as appropriate in a given circumstance. An entity includes estimates of variable consideration in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is resolved.

The Group provides incentives to its users in various forms including cashbacks and supercash. Cashbacks and supercash given to users where the Group recovers a convenience fee are classified as reduction of revenue. However, when these incentives offered to the users are higher than the income earned from the users, the excess (i.e., the incentive given to a user less income earned from the users) on an individual transaction basis is classified under business promotion expenses.

Where the Group acts as an agent for selling goods or services, only the commission income is included within revenue. Typically, the Group has a right to payment before or at the point that services are delivered. Cash received before the services are delivered is recognised as a contract liability. The amount of consideration does not contain a significant financing component as payment terms are less than one year.

The Group's contracts with customers may include multiple performance obligations. For such arrangements, the Group allocate revenues to each performance obligation based on its relative standalone selling price. The Group generally determine standalone selling prices based on the prices charged to customers or using expected cost-plus margin.

Commission income from sale of recharge, bill payments and merchant payments:

The Group facilitates recharge of talk time, utility bill payments and merchant payments and earns commission for the respective services. Commission income is recognized when the control of services is transferred to the customer i.e. when the services have been provided by the Group.

Such commission is generally determined as a percentage of monetary value of transactions processed or gross merchandise value. The Group typically contracts with merchants, financial institutions, or affiliates of those parties. Contracts stipulate the types of services and articulate how fees will be incurred and calculated. Commission income are recognized each day based on the value of transaction at the time the transactions are processed.

Amount received by the Group pending settlement are disclosed as payable to the merchants under other financial liabilities.

Fees for money transfer service from user's wallet to bank account:

Commission on money transfer represents the amount earned from the users in the form of commission on the withdrawal of money by the users from their wallets and transfer the same to the bank accounts of their choice using the IMPS facility. Commission on money transfer is recognised on satisfaction of the associated performance obligation i.e. on transfer of money, and basis the standard agreement entered with the respective users.

Commission on payment gateway services:

The Group facilitates payment gateway services and earns commission from merchants and recognises such revenue when the control of services is transferred to the customer i.e. when the services have been provided by the Group. Such commission is generally determined as a percentage of transaction value processed by the Group.

Revenue from share in interest income, processing fee, penalties and other such incomes on account of servicing of loans products through lending partners:

Share in interest income (net) is earned on the loans to users by respective lending partners. This income is shared by the Group as per terms of agreement with service providers and accounted on accrual basis. Processing fees is recognised on satisfaction of associated performance obligation i.e. on sourcing of customers for lending partners and when amount of loan or credit is transferred to the user's wallet based on standard agreements entered with the respective lending partners. Penalty fees for customer defaults i.e. delayed payment of instalment of loan product, is recognised as revenue on receipt of payment from customer. Other such incomes on account of loan facilitation services, collection, monitoring etc is recognised in line with the period of service obligation.

Revenue from technology platform services:

The Group has contracts with customers to provide technology platform services, in the form of service of design, development, operation and maintenance of technology-based products, one-time integration, setup and technology fee, etc. either independently or bundled with merchants, transaction processing and loan processing services. The Group typically contracts with financial institutions and merchant aggregators. Contracts stipulate the types of services and articulate how fees will be incurred and calculated. Service fee for design and development of technology-based products are recognised over the period of satisfaction of relative performance obligation i.e. development of product.

The services of one-time integration, setup, and technology fee, etc. are generally billed to the customers upfront. However, the underlying obligation to keep up and run the platform continues for the entire period of the contract with customer, and the pattern of benefits to the customer from such services rendered is generally even, throughout the period of contract. Revenue against such upfront technology platform service fee is recognized on a straight-line basis over a period (i.e. over the contractual term).

Income from advertisement/sale of space:

Revenue from sale of advertisement space is recognised, on satisfaction of associated performance obligation i.e. as and when the relevant advertisement is displayed on the application.

Refer note k for transition to Indian Accounting Standards (IND AS).

Contract balance

Trade receivables

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section l) Financial instruments.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made, or the payment is due (whichever is earlier). The Group recognises contract liability for consideration received in respect of unsatisfied performance obligations and reports these amounts as "Deferred revenue" or "Advance from customers" in the balance sheet. Provisions for customer incentives are also reported as contract liabilities.

c) Leases

The Group's leased assets primarily consist of leases for office space. The Group 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 Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group 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 Group 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 periods covered by extension options when it is reasonably certain that they will be exercised and includes periods covered by termination options when it is reasonably certain that they will not 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 unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflect that the Group exercise a purchase option. The Group applies Ind AS 36 to determine whether a ROU asset is impaired and accounts for any identified impairment loss as described in the accounting policy below on "Impairment of non-financial assets".

The lease liability is initially measured at amortized cost at the present value of the future lease payments that are not paid at the commencement date. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the Group's incremental borrowing rates. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset (or in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero) if the Group changes its assessment if whether it will exercise an extension or a termination or a purchase option.

The interest cost on lease liability (computed using effective interest method), is expensed in the statement of profit and loss.

The Group accounts for each lease component within the contract as a lease separately from non-lease components of the contract in accordance with Ind AS 116 and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group has elected to account for all COVID-19-related rent concession that meets all of the following conditions in the same way as they would if they were not lease modification:

(a) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change.

(b) any reduction in lease payments affects only payments originally due on or before the 31 March 2022.

(c) there is no substantive change to other terms and conditions of the lease.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Refer note k for transition to Indian Accounting Standards (IND AS).

d) Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

e) Foreign currency transactions and translations

The functional currency of the Group is Indian Rupees which represents the currency of the primary economic environment in which it operates.

Transactions in currencies other than the Group's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated using mean exchange rate prevailing on the last day of the reporting period. 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.

Treatment of exchange differences

Exchange differences on monetary items are recognised in the Profit or Loss in the period in which they arise.

f) Employee benefits

Employee benefits include provident fund, employee state insurance scheme, gratuity, compensated absences and other incentives to employees.

Post-employment and termination benefit costs

Payments to defined contribution benefit plans (i.e. provident fund and employee state insurance scheme) are recognised as an expense when employees have rendered service entitling them to the contributions.

For defined benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprises actuarial gains and losses which is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement

Short-term and other long-term employee benefits

A liability is recognised for short-term employee benefits accruing to employees in respect of salaries, annual leave and sick leave, performance incentives etc. in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Accumulated leave, which is expected to be utilized within the next twelve months, is treated as short-term employee benefit.

The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end.

Actuarial gain/loss are immediately taken to the statement of profit and loss and are not deferred. The Group presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for twelve months after the reporting date.

g) Share-based payments

Employees of the Group also receive remuneration in the form of share-based payment transactions under Group's Employee stock option plan (ESOP)-2014.

Equity-settled transactions

The grant date fair value of equity settled share-based payment awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognised as expense is based on the estimate of the number of awards for which the related service conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service conditions at the vesting date.

Refer note k for transition to Indian Accounting Standards (IND AS).

h) Taxation

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in Other comprehensive income.

The Group has determined that interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets.

Current tax

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. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of transaction;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Temporary differences in relation to a right-of-use asset and a lease liability for a specific lease are regarded as a net package (the lease) for the purpose of recognising deferred tax.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. For this purpose, the carrying amount of investment property measured at fair value is presumed to be recovered through sale, and the Group has not rebutted this presumption.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

i) Property, plant and equipment

Property, plant and equipment are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses. When significant parts of property, plant and equipment are required to be replaced at intervals, the Group depreciates then separately based on their specific useful lives.

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 directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located. The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located. Cost includes, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably.

Depreciation and amortisation

Depreciation is provided on the written down value method. The estimated useful life of each asset as prescribed under Schedule II of the Companies Act, 2013 are as depicted below:

Assets category	**Estimated useful life**
Computers	3 Years
Furniture & fixtures	10 Years
Office equipment	5 Years
Leasehold improvements	6 Years
Server & Network Equipment	6 Years

Deprecation on addition to the property, plant and equipment is provided on pro rata basis from the date the assets are acquired/ installed. Deprecation on sale/ deduction of plant, property and equipment assets is provided for upto the date of sale and deduction.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Refer note k for transition to Indian Accounting Standards (IND AS).

j) Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Amortisation is recognised on a straight-line basis over their estimated useful lives determined based on technical assessment of internal experts. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Assets category	**Estimated useful life**
Computer software	5 Years

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognised in profit or loss when the asset is derecognised.

Goodwill

Goodwill arising on the acquisition of subsidiaries is measured at cost less 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, including expenditure on internally generated goodwill is recognised in profit or loss as incurred.

Goodwill is tested for impairment annually or when events or circumstances indicate that the implied fair value of goodwill is less than its carrying amount.

k) First time adoption of IndAS

(i) Deemed cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment including capital work-in-progress as recognised in the standalone financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets including intangible assets under development covered by Ind AS 38 Intangible assets.

Accordingly, the Company has elected to measure its property, plant and equipment and Intangible assets at their previous GAAP carrying value.

(ii) Leases

Ind AS 101 allows an entity to determine whether an arrangement existing at the date of transition to Ind ASs contains a lease in accordance with Ind AS 116, on the basis of facts and circumstances existing at that date.

The standard provides an option to apply Ind AS 116 on transition date either using full retrospective method or modified retrospective method along with some available practical expedients

Accordingly, the Company has elected to follow full retrospective method for transition to Ind AS 116.

(iii) Share based payments

Ind AS 101 allows an entity not to apply Ind AS 102 Share-based payment to equity instruments that vested before the date of transition to Ind AS. Accordingly, the Company has elected to use exemption and has not applied Ind AS 102 on the options granted and vested before the date of transition to Ind AS.

(iv) Investment in subsidiaries

Ind AS 101 provides the exemption for investments in subsidiaries, joint ventures and associates to be measured at:

a) At cost determined in accordance with Ind AS 27, or

b) Deemed cost

The deemed cost of an investment for this purpose is either its:

• Fair value at the date of transition

• The previous GAAP carrying amount of the investment.

The Company has elected to carry its investments in subsidiaries at deemed cost being carrying amount under previous GAAP on the transition date.

(v) Revenue

The Company has applied Ind AS 115 'Revenue from contracts with customers' to contracts that are not completed on transition date. Further, the Company has applied full retrospective approach on transition date subject to some practical expedients as prescribed by the standard.

l) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are recognised when a Group becomes a party to the contractual provisions of the instruments.

Financial assets (unless it is a trade receivable without a significant financing component) and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss. A trade receivable without a significant financing component is initially measured at the transaction price.

Financial assets

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification of financial instruments

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial asset at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

A financial asset that meet the following conditions are subsequently measured at amortised cost (except for financial asset that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at Debt instruments that do not meet the amortised cost criteria or FVTOCI criteria (see above) are measured at FVTPL. In addition, debt instruments financial assets that meet the amortised cost criteria or the FVTOCI criteria may irrevocably be but are designated as at FVTPL are measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Subsequent measurement of financial instruments

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in

	profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Debt instruments at FVTOCI	These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity instruments at FVTOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Impairment of financial assets

The Group applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, debt instruments, trade receivables, other contractual rights to receive cash or other financial asset and financial guarantees not designated as at FVTPL. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime expected credit losses (ECL) for trade receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For measurement of loss allowance in case of financial guarantee contracts, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

(i) Significant increase in credit risk

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

The Group applies a three-stage approach to measure ECL on financial guarantee contracts. The underlying receivables of debtors migrate through the following three stages based on the change in credit quality since initial recognition.

Stage 1: 12-months ECL

For exposures where there has not been a significant increase in credit risk since initial recognition and that are not credit impaired upon origination, the portion of the lifetime ECL associated with the probability of default events occurring within the next 12 months is recognized.

Exposures with days past due (DPD) less than or equal to 30 days are classified as stage 1.

Stage 2: Lifetime ECL – not credit impaired

For credit exposures where there has been a significant increase in credit risk since initial recognition but that are not credit impaired, a lifetime ECL is recognized. Exposures with DPD equal to 31 days but less than or equal to 89 days are classified as stage 2. At each reporting date, the Group assesses whether there has been a significant increase in credit risk for underlying receivables of debtors since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition.

Stage 3: Lifetime ECL – credit impaired

Receivable of debtor is assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred. For receivable of debtors that have become credit impaired, a lifetime ECL is recognized on principal outstanding as at period end.

Exposures with DPD equal to or more than 90 days are classified as stage 3.

The definition of default for the purpose of determining ECLs has been aligned to the Reserve Bank of India definition of default, which considers indicators that the debtor is unlikely to pay and is no later than when the exposure is more than 90 days past due.

The measurement of all expected credit losses for financial guarantee contracts held at the reporting date are based on historical experience, current conditions, and reasonable and supportable forecasts. The measurement of ECL involves increased complexity and judgement, including estimation of PDs, LGD, a range of unbiased future economic scenarios, estimation of expected lives and estimation of EAD and assessing significant increases in credit risk.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(ii) Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above.

As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

For a financial guarantee contract, as the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed, the expected loss allowance is the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which the simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVTOCI, for which the loss allowance is recognised in other comprehensive income and accumulated in a separate component of equity wherein fair value changes are accumulated, and does not reduce the carrying amount of the financial asset in the balance sheet.

Derecognition of financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party or when the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

A financial liability is any liability that is:

(a) a contractual obligation:

(i) to deliver cash or another financial asset to another entity; or

(ii) to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the entity; or

(b) a contract that will or may be settled in the entity's own equity instruments and is:

(i) a non-derivative for which the entity is or may be obliged to deliver a variable number of the entity's own equity instruments; or

(ii) a derivative that will or may be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the entity's own equity instruments.

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is either contingent consideration recognised by the Group as an acquirer in a business combination to which Ind AS 103 applies or is held for trading or it is designated as at FVTPL.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss.

Financial liabilities subsequently measured at amortised cost

Other financial liabilities are subsequently measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of a qualifying asset is included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Financial guarantee contract liabilities

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contract liabilities are measured initially at their fair values and, if not designated as at FVTPL and do not arise from a transfer of an asset, are measured subsequently at the higher of:

• the amount of the loss allowance determined in accordance with Ind AS 109 (see section of impairment of financial assets above); and

• the amount recognised initially less, where appropriate, cumulative amortisation recognised in accordance with the revenue recognition policies set out above.

Although the fee income from financial guarantee contracts is recognised in accordance with the principles of Ind AS 115, the financial guarantee contract is in the scope of Ind AS 109 and the fee income from it is not revenue from contracts with customers. The Group presents the fee income from financial guarantees as part of revenue from share in interest income.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Interest income

For all financial assets measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating EIR, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

m) Provisions and Contingent liabilities

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation. Provisions are determined by discounting the expected future cash flows (representing the amount recognised as a provision is the best estimate of the consideration expenditure required to settle the present obligation at the reporting date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

Contingent liabilities

A contingent liability is possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably.

The Group does not recognise a contingent liability but discloses its existence in the Restated Consolidated Financial Information.

n) Impairment of non – financials assets

At the end of each reporting period, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units. Each cash-generating unit represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or cash-generating units. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are 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 the asset (or cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

o) Segment reporting

Till the year ended 31 March 2022, the information reported to the Group’s Chief Executive Officer (CEO) (the Chief Operating Decision Maker (CODM)) for the purposes of resource allocation and assessment of segment performance was focused on the degree of homogeneity of products, services and material businesses. Segment's performance was evaluated based on segment revenue, segment results and adjusted earnings before interest, taxes, depreciation and amortisation (adjusted EBITDA). Accordingly, the Group's reportable segments under Ind AS 108 were as follows:

Segment A - Consumer Payments

Segment B - Digital Financial Services (erstwhile known as BNPL)

Segment C - Payment Gateway

During the year ended 31 March 2023, the Group has reassessed the basis of segment reporting. This reassessment was required due to change in the business strategy over the period, increased interdependency between various services, increased interchangeability of resources and common costs, change in the way Group's Chief Executive Officer (CEO) (Chief Operating Decision Maker

"CODM") review Group performance etc. Accordingly, to align with the above shift in business strategy and the consequent change in the way the CODM reviews the performance, the management of the Group has modified the segment disclosure and concluded that though there are different business units of the Group, including Financial services and Payment services but CODM reviews the information at the overall level and the Group does not allocate revenue from operations, operating costs and expenses, assets and liabilities across the units. Allocation of resources and assessment of financial performance is done at the consolidated level. Accordingly, it has been assessed that Group operates in a single operating segment only.

p) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the year is adjusted for bonus issue, bonus element in a rights issue to existing shareholders and share split

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all potential equity shares except where the results are anti-dilutive.

q) Measurement of EBITDA

As permitted by the Guidance Note on Division II – Ind AS Schedule III to the Companies Act, 2013, the Group has elected to present Earnings before finance cost, depreciation, amortisation and tax (EBITDA) as a separate line item on the face of the Restated Consolidated Statement of Profit and Loss. The Company measures EBITDA on the basis of profit/(loss) from continuing operations. In its measurement, the Company does not include depreciation and amortization expense, finance costs, exceptional items and tax expense. Finance costs comprise interest expense on: borrowings, bank overdraft, lease liability and late payment of statutory dues.

r) Borrowing Cost

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

s) Share Capital

Equity shares

Incremental costs directly attributable to the issue of equity shares are recognised as a deduction from equity. Income tax relating to transaction costs of an equity transaction is accounted for in accordance with Ind AS 12.

Preference shares

The Group's redeemable preference shares are classified as financial liabilities, because they bear nondiscretionary dividends and are redeemable in cash by the holders. Non-discretionary dividends thereon are recognised as interest expense in profit or loss as accrued.

t) Recognition of Dividend Income, Interest income or expense

Dividend income is recognised in profit or loss on the date on which the Group's right to receive payment is established.

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or

- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

3. Significant accounting judgements, estimates and assumptions

The preparation of Restated Consolidated Financial Information in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of income, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Therefore, actual results could differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the Restated Consolidated Financial Information:

a) Revenue from contracts with customers

The Group applied judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers, such as identifying performance obligations, wherein, the Group provides multiple services as part of the arrangement. The Group allocated the portion of the transaction price to services basis on its relative standalone prices.

Before including any amount of variable consideration in the transaction price, the Group considers whether the amount of variable consideration is constrained. The Group determined that the estimates of variable consideration are not constrained based on its historical experience, business forecast and the current economic conditions. In addition, the uncertainty on the variable consideration will be resolved within a short time frame.

b) Determining lease term

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Group has some property lease arrangements with its vendors that include option to terminate the contract by either party at any time by giving advance notice or by the Group as per its discretion. The Group applied judgment in evaluating whether it is reasonably certain to exercise the termination option. It considered all the factors that create economic incentive for the Group to continue with lease or terminate including alternatives available for the office lease, use of underlying property, leasehold improvements made and accordingly determined lease term.

c) Financial Instruments

Classification and measurement – Refer note 2.4(l) and 29.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the Financial Statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

a) Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that future taxable profit will be available against which the losses can be utilised. In assessing the probability the Group considers whether the entity has sufficient taxable temporary differences relating to the same taxation authority and the same taxable entity, which will result in taxable amounts against which the unused tax losses or unused tax credits can be utilised before they expire. Significant management assumptions are required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Group has tax business losses and unabsorbed depreciation carried forward amounting to INR 6,560.40 million (31 March 2023: INR 7,612.93 million, 31 March 2022: INR 6,803.13 million, 31 March 2021: INR 7,190.79 million). The Group does not expect sufficient future taxable profit against which such tax losses can be utilised. On this basis, the Group has not recognised deferred tax assets on these carried forward tax losses. Refer Note 26 for further details.

b) Defined benefit plans (gratuity benefit)

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate are current best estimates of the expected mortality rates of plan members, both during and after employment. Future salary increases and gratuity increases are based on expected future inflation rates, seniority, promotion and other relevant factors, such as supply and demand in the employment market. Refer Note 27 for further details.

c) Useful life of assets of Property, Plant and Equipment

The charge in respect of periodic depreciation is derived after determining an estimate of an asset’s expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Group's assets are determined by management at the time the asset is acquired and reviewed at each financial year end. Refer Note 4 for further details.

d) Leases – Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (“IBR”) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group ‘would have to pay’, which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as stand-alone credit rating). Refer Note 41 for further details.

e) Calculation of loss allowance

When measuring ECL the Group uses reasonable and supportable forward-looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other.

Loss given default is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive.

Probability of default constitutes a key input in measuring ECL. Probability of default is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions.

Also refer to note 31.

f) Fair value of equity-settled share-based transaction

Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which depends on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The Group measures the fair value of equity-settled transactions with employees at the grant date using Black-Scholes model. The assumptions for estimating fair value for share-based payment transactions are disclosed in Note 28.

g) Adoption of new accounting principles

Onerous contracts – cost of fulfilling a contract (amendment to Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets)

The amendment clarified that the 'costs of fulfilling a contract' comprise both the incremental costs and allocation of other direct costs. The Company has adopted this amendment effective 1 April 2022 and the adoption did not have any material impact on its financial statements.

h) Recently issued accounting pronouncements

On 31 March 2023, the Ministry of Corporate Affairs (MCA), notified Companies (Indian Accounting Standards) Amendment Rules, 2023 effective from 1 April 2023. Following are the key amended provisions which may have an impact on the financial statements of the Company:

Disclosure of accounting policies (amendments to Ind AS 1 - Presentation of Financial Statements)
The amendments intend to assist in deciding which accounting policies to disclose in the financial statements. The amendments to Ind AS 1 require entities to disclose their material accounting policies rather than their significant accounting policies. The amendments provide guidance on how to apply the concept of materiality to accounting policy disclosures. The Company does not expect this amendment to have any significant impact in its financial statements.

Definition of accounting estimate (amendments to Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors)
The amendments 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. The Company does not expect this amendment to have any significant impact in its financial statements.

Deferred tax related to assets and liabilities arising from a single transaction (amendments to Ind AS 12 – Income taxes)
The amendments specify how to account for deferred tax on transactions such as leases. The amendments clarify that lease transactions give rise to equal and offsetting temporary differences and financial statements should reflect the future tax impacts of these transactions through recognizing deferred tax. The Company is evaluating the impact of this amendment, if any, in its financial statements.

Other amendments included in the notification do not have any significant impact on the financial statements.

4 Property, plant and equipment

	Computers	Office equipment	Furniture and fixtures	Server & Network Equipment	Leasehold improvements	Total
Cost						
As at 1 April 2020	**6.22**	**2.02**	**0.12**	**5.64**	**-**	**14.00**
Additions	6.09	-	-	-	-	6.09
Disposals*	(0.28)	(0.61)	0.00	-	-	(0.89)
As at 31 March 2021	**12.03**	**1.41**	**0.12**	**5.64**	**-**	**19.20**
Additions	32.84	0.17	0.14	0.30	-	33.45
Disposals	(0.80)	(0.06)	(0.06)	-	-	(0.92)
As at 31 March 2022	**44.07**	**1.52**	**0.20**	**5.94**	**-**	**51.73**
Additions	0.88	2.87	-	6.91	3.85	14.51
Disposals	(0.16)	-	-	-	-	(0.16)
As at 31 March 2023	**44.79**	**4.39**	**0.20**	**12.85**	**3.85**	**66.08**
Additions	2.69	4.54	-	-	-	7.23
Disposals	-	-	-	-	-	-
As at 30 September 2023	**47.48**	**8.93**	**0.20**	**12.85**	**3.85**	**73.31**
Accumulated depreciation						
As at 1 April 2020	**2.83**	**0.92**	**0.03**	**2.22**	**-**	**6.00**
Charge for the year	2.43	0.46	0.03	1.35	-	4.27
Disposals	(0.06)	(0.40)	-	-	-	(0.46)
As at 31 March 2021	**5.20**	**0.98**	**0.06**	**3.57**	**-**	**9.81**
Charge for the year	14.91	0.20	0.02	0.88	-	16.01
Disposals	(0.45)	(0.05)	(0.04)	-	-	(0.54)
As at 31 March 2022	**19.66**	**1.13**	**0.04**	**4.45**	**-**	**25.28**
Charge for the year	15.58	0.51	0.03	2.54	1.14	19.80
Disposals	(0.16)	-	-	-	-	(0.16)
As at 31 March 2023	**35.08**	**1.64**	**0.07**	**6.99**	**1.14**	**44.92**
Charge for the period	3.36	1.06	0.01	1.75	0.53	6.74
Disposals	-	-	-	-	-	-
As at 30 September 2023	**38.44**	**2.70**	**0.08**	**8.74**	**1.67**	**51.63**
Carrying amount						
As at 31 March 2021	**6.83**	**0.43**	**0.06**	**2.07**	**-**	**9.39**
As at 31 March 2022	**24.41**	**0.39**	**0.16**	**1.49**	**-**	**26.45**
As at 31 March 2023	**9.71**	**2.75**	**0.13**	**5.86**	**2.71**	**21.16**
As at 30 September 2023	**9.04**	**6.23**	**0.12**	**4.11**	**2.18**	**21.68**

Note :
The Group had elected to avail Ind AS 101 exemption to continue with the carrying value under Previous GAAP for all of its property, plant and equipment as its deemed cost on the date of transition to Ind AS i.e. 01 April 2019.

* Includes disposal of furniture & fixtures of INR 1,435 rounded off to "0" on conversion to INR million during the period ended 31 March 2023.

(Amounts in INR millions, unless otherwise stated)

5 Other intangible assets

	Software	Total
Cost		
As at 1 April 2020	**0.32**	**0.32**
Additions	-	-
As at 31 March 2021	**0.32**	**0.32**
Additions	-	-
As at 31 March 2022	**0.32**	**0.32**
Additions	-	-
As at 31 March 2023	**0.32**	**0.32**
Additions	-	-
As at 30 September 2023	**0.32**	**0.32**
Accumulated amortisation		
As at 1 April 2020	**0.32**	**0.32**
Amortisation for the year	-	-
As at 31 March 2021	**0.32**	**0.32**
Amortisation for the year	-	-
As at 31 March 2022	**0.32**	**0.32**
Amortisation for the year	-	-
As at 31 March 2023	**0.32**	**0.32**
Amortisation for the period	-	-
As at 30 September 2023	**0.32**	**0.32**
Carrying amount		
As at 31 March 2021	-	-
As at 31 March 2022	-	-
As at 31 March 2023	-	-
As at 30 September 2023	-	-

(Amounts in INR millions, unless otherwise stated)

6 Goodwill

	Total
Cost	
As at 31 March 2021	**48.63**
As at 31 March 2022	**48.63**
As at 31 March 2023	**48.63**
As at 30 September 2023	**48.63**
Accumulated amortisation and impairment	
As at 31 March 2021	**48.63**
As at 31 March 2022	**48.63**
As at 31 March 2023	**48.63**
As at 30 September 2023	**48.63**
Carrying amount	
As at 31 March 2021	**-**
As at 31 March 2022	**-**
As at 31 March 2023	**-**
As at 30 September 2023	**-**

Note:

1 During the year ended 31 March 2019, the Group had acquired Mobikwik Investment Adviser Private Limited (formerly known as Harvest Fintech Private Limited) resulting into goodwill of INR 48.63 million. Goodwill is tested for impairment annually at each reporting date i.e. 31 March. Management determines the recoverable amount of goodwill based on value in use calculations of expected benefits over foreseeable future.

As at 31 March 2020, due to certain changes in business and economic conditions, management believes that the expected benefits will take much longer to accrue than anticipated as on 31 March 2019. The recoverable amount was based on its value in use, determined by discounting the future cash flows to be generated from the continuing use. The carrying amount was determined to be higher than its recoverable amount, accordingly, an impairment loss of INR 48.63 was recognised during the year ended 31 March 2020.

(Amounts in INR millions, unless otherwise stated)

	As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
7(a) Investment				
Non-current				
Unquoted investments (fully paid)				
Investment in other equity instruments at Fair value through Other comprehensive income (FVTOCI)				
National Payment Corporation of India ("NPCI") (6,132 (31 March 2023 : 6,132, 31 March 2022 : 6,132, 31 March 2021 : 6,132) equity shares of INR 1,256/- each) (refer note 1 below)	16.21	16.21	10.37	7.70
	16.21	**16.21**	**10.37**	**7.70**
Aggregate amount of un-quoted investments	16.21	16.21	10.37	7.70
Aggregate amount of impairment in value of investments	-	-	-	-

Notes:
1. The investment in other equity instruments are not held for trading. Instead, these are held for medium to long-term strategic purposes. Accordingly, the Group has elected to designate this investment in equity instruments as at FVTOCI as they believe that recognising short-term fluctuations in this investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investment for long-term purposes and realising their performance potential in the long run. Refer note 29 for further details.

2. No investments were disposed of and there were no transfers of any cumulative gain or loss within equity relating to these investments during the six months period ended 30 September 2023 and year ended 31 March 2023, 31 March 2022 and 31 March 2021.

	As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
7(b) Loans				
Unsecured, credit impaired				
Loan (Refer note 1 below)	1.01	1.01	1.01	1.01
Less: Loss allowance	(1.01)	(1.01)	(1.01)	(1.01)
Total loans	**-**	**-**	**-**	**-**

Notes:
1. It represents loan given to Pivotchain Technologies Private Limited (related party till 31 March 2020) which carries interest rate of 15 % p.a and repayable on demand.

2. The fair value of loans carried at amortized cost.

7(c) Other financial assets	As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Non-current				
Unsecured, considered good unless stated otherwise				
Security deposits	23.07	17.66	29.04	22.09
Bank deposits with maturity for more than twelve months (refer note 10(b))	1.08	-	12.75	61.50
	24.15	**17.66**	**41.79**	**83.59**
Current				
Unsecured, considered good unless stated otherwise				
Amount recoverable from payment gateway banks	364.22	373.69	615.80	486.27
Amount recoverable from users and business partners	467.35	349.11	1,557.83	474.25
Interest accrued on deposits	35.20	62.48	35.35	14.23
Share issue expenses (Refer note 49)*	-	9.28	16.30	-
Security deposits	2.95	2.11	2.05	2.10
Other recoverables	15.59	39.23	39.32	16.06
	885.31	**835.90**	**2,266.65**	**992.91**
Unsecured, considered doubtful				
Amount recoverable from payment gateway banks	2.31	2.31	2.31	2.31
Security deposits	9.13	9.13	-	-
Receivable from users (Refer note 1 below and note 36)	142.13	142.13	95.38	95.38
Less: Loss allowance	(153.57)	(153.57)	(97.69)	(97.69)
	-	**-**	**-**	**-**
	885.31	**835.90**	**2,266.65**	**992.91**
Total other financial assets	**909.46**	**853.56**	**2,308.44**	**1,076.50**

* Out of total share issue expenses, recoverable amount from related parties is INR 1.01 million for the year ended 31 March 2023 (refer note 34).

Notes:
1. Includes amounts receivable from users on account of a fraud in Immediate Payment Service (IMPS) transactions in year ended 31 March 2018. Pending collection of these amounts, the amounts have been fully provided for in the books of account. The Holding Company is in the process of recovering the amounts. The total amount of transfer through the above mode was INR 200.24 million, out of which INR 105.88 million has been recovered till date.

(Amounts in INR millions, unless otherwise stated)

8 Other assets

	As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Non-current				
Unsecured, considered good unless otherwise stated				
Advance to suppliers (Refer note 1 below)	1,106.99	1,326.99	1,354.91	414.99
Amount paid under protest	10.09	10.09	1.83	0.83
Prepaid expenses	0.40	1.01	2.79	1.40
Balances with government authorities	1.40	1.40	1.40	1.40
Total	**1,118.88**	**1,339.49**	**1,360.93**	**418.62**
Current				
Unsecured, considered good unless otherwise stated				
Advance to vendors (Aggregators)	384.73	125.95	93.62	67.82
Advance to suppliers (Refer note 1 below)	288.44	28.96	25.75	23.42
Advance to employees	4.35	2.82	7.58	2.33
Balances with government authorities (GST)	33.64	110.11	44.33	17.61
Prepaid expenses	20.69	28.12	18.89	10.66
Advance paid to customers	-	-	1.19	1.52
Current				
Unsecured, considered doubtful				
Advance to vendors (Aggregators)	2.05	2.05	2.05	2.05
Advance to supplier	2.76	2.76	2.76	-
Advances to employees	0.03	0.03	0.03	0.03
Balances with government authorities	7.51	7.51	7.51	7.51
Less: Loss allowance	(12.35)	(12.35)	(12.35)	(9.59)
Total	**731.85**	**295.96**	**191.36**	**123.36**

Notes:

1. It represents an advance made as a part of an advertising and media usage agreement with the suppliers. This advance will be adjusted against the value of services to be availed by the Holding Company from such suppliers in the future.

9 Trade receivables

	As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Unsecured, considered good unless stated otherwise				
Trade receivables	679.95	764.23	295.14	381.81
Less: Loss allowance	(4.22)	(5.70)	(0.75)	(5.77)
Total	**675.73**	**758.53**	**294.39**	**376.04**

Notes:

a) Trade receivables are non-interest bearing and the average credit period is between 0 to 30 days.

b) The Group always measures the loss allowance for trade receivables at an amount equal to lifetime expected credit loss (ECL). The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix under simplified approach. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due. Based on internal assessment which is driven by the historical experience and current facts available in relation to default and delays in collection thereof, the credit risk for these trade receivables is considered low.

c) The Group writes off a trade receivable when there is information indicating that the customer is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the customer has been placed under liquidation or has entered into bankruptcy proceedings.

The following table details the risk profile of trade receivables based on the Group's provision matrix. As the Group's historical credit loss experience does not show significantly different loss patterns for different customer segments, the provision for loss allowance based on past due status is not further distinguished between the Group's different customer segments.

	Expected credit loss - Default Risk Rate (%)			
Ageing	**As at 30 September 2023**	**As at 31 March 2023**	**As at 31 March 2022**	**As at 31 March 2021**
Within the credit period	0.00%	0.00%	0.00%	0.00%
1-30 days past due	0.00%	0.00%	0.00%	0.00%
31-60 days past due	0.00%	0.00%	0.04%	0.01%
61-90 days past due	0.13%	0.11%	0.36%	0.46%
91-180 days past due	1.63%	1.66%	2.16%	9.95%
181-365 days past due	6.53%	5.59%	5.22%	21.26%
1 - 2 years past due	33.91%	42.28%	61.06%	100.00%
2 - 3 years past due	100.00%	100.00%	100.00%	100.00%
Over 3 years	100.00%	100.00%	100.00%	100.00%

	Expected credit loss - Delay Risk Rates(%)			
Ageing	**As at 30 September 2023**	**As at 31 March 2023**	**As at 31 March 2022**	**As at 31 March 2021**
Within the credit period	0.00%	0.00%	0.00%	0.00%
1-30 days past due	0.12%	0.12%	0.06%	0.12%
31-60 days past due	0.41%	0.39%	0.19%	0.40%
61-90 days past due	0.76%	0.72%	0.36%	0.76%
91-180 days past due	1.38%	1.30%	0.73%	1.38%
181-365 days past due	2.97%	2.76%	1.78%	2.86%
1 - 2 years past due	7.60%	7.53%	6.58%	0.00%
2 - 3 years past due	0.00%	0.00%	0.00%	0.00%
Over 3 years	0.00%	0.00%	0.00%	0.00%

	Expected credit loss			
Ageing	**As at 30 September 2023**	**As at 31 March 2023**	**As at 31 March 2022**	**As at 31 March 2021**
Within the credit period	0.00	0.00	0.00	0.00
1-30 days past due	0.01	0.01	0.01	0.08
31-60 days past due	0.02	0.01	0.02	0.06
61-90 days past due	0.02	0.00	-	0.10
91-180 days past due	0.19	1.14	0.07	2.57
181-365 days past due	0.26	0.87	0.08	2.93
1 - 2 years past due	3.62	3.58	0.53	-
2 - 3 years past due	0.03	0.05	0.01	0.04
Over 3 years	0.07	0.04	0.03	-
Total	**4.22**	**5.70**	**0.75**	**5.77**

Movement in the expected credit loss allowance	**As at 30 September 2023**	**As at 31 March 2023**	**As at 31 March 2022**	**As at 31 March 2021**
Balance at beginning of the period/year	5.70	0.75	5.77	4.62
Movement in expected credit loss allowance on trade receivables	(1.48)	4.95	(5.02)	1.15
Balance at end of the period/year	**4.22**	**5.70**	**0.75**	**5.77**

Trade receivables ageing schedule

As at 30 September 2023

Particulars	Outstanding for following periods from due date of payment							
	Unbilled	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables – considered good	630.51	20.07	17.86	2.68	8.72	0.03	0.08	679.95

As at 31 March 2023

Particulars	Outstanding for following periods from due date of payment							
	Unbilled	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables – considered good	537.04	159.79	49.68	10.44	7.20	0.05	0.03	764.23

As at 31 March 2022

Particulars	Outstanding for following periods from due date of payment							
	Unbilled	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables – considered good	149.79	17.21	29.63	42.17	56.20	0.04	0.10	295.14

As at 31 March 2021

Particulars	Outstanding for following periods from due date of payment							
	Unbilled	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables – considered good	154.52	99.10	116.06	12.09	0.01	0.03	-	381.81

10(a) Cash and cash equivalents	As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Cash on hand*	0.00	0.00	0.00	0.00
Balance with bank				
- On current accounts	737.54	936.78	477.49	603.33
Total cash and cash equivalents	**737.54**	**936.78**	**477.49**	**603.33**
Notes				
Total cash and cash equivalents	737.54	936.78	477.49	603.33
Less: Bank overdraft (refer note 13)	(949.20)	(1,230.32)	(1,214.06)	(580.48)
Cash balance for the purposes of restated consolidated statement of cash flows	**(211.66)**	**(293.54)**	**(736.57)**	**22.85**

10(b) Bank balances other than cash and cash equivalents				
Deposits with				
- Maturity for less than twelve months**	930.24	1,212.50	1,142.08	230.86
- Maturity for more than twelve months**	1.08	-	12.75	61.50
	931.32	**1,212.50**	**1,154.83**	**292.36**
Less: Amount disclosed under non-current financial assets (refer note 7(c))	(1.08)	-	(12.75)	(61.50)
	930.24	**1,212.50**	**1,142.08**	**230.86**
Balances with banks:				
In Nodal account***	161.33	66.56	448.52	87.79
In Escrow account****	1,260.53	1,401.09	1,773.45	1,121.31
Total	**2,352.10**	**2,680.15**	**3,364.05**	**1,439.96**

* Includes cash on hand of INR 280, rounded off to "0" on conversion to INR million

** These deposits includes lien marked bank deposits of INR 871.14 million (31 March 2023 : INR 1161.86 million, 31 March 2022 : INR 683.41 million, 31 March 2021 : INR 174.59 million).

***The Group uses the Nodal account to receive money when wallet is used as payment gateway for settlement of the transactions with the merchants and also to receive money when payment gateway is used for payments for settlement of the transactions with the merchants.

****The Group is required to maintain certain outstanding balances (i.e. the money collected against wallet balance from users in a seperate account with a scheduled commercial bank) in escrow accounts. The amount received in these accounts, which are payable to users for settlement are restrictive in nature and cannot be used for general purposes. The amount in escrow account includes a balance in account of INR 850 million bearing interest rate of 4% p.a (31 March 2023 : INR 850 million bearing interest rate of 4% p.a, 31 March 2022 : INR 850 Million bearing interest rate of 4% p.a, 31 March 2021 : INR 500 Million bearing interest rate of 4.15% p.a).

11 Equity share capital

11(a) Equity share capital

	Equity Shares (Face Value = INR 2/-)**		Equity Shares (Face Value = INR 10/-) **		Class A - Equity Shares (Face Value = INR 10/-) **	
Authorised equity share capital	**Number of shares**	**Amount**	**Number of shares**	**Amount**	**Number of shares**	**Amount***
As at 1 April 2020	-	-	11.06.741	11.07	20	0.00
Increase/decrease during the year	-	-	-	-	-	-
As at 31 March 2021	-	-	11,06,741	11.07	20	0.00
Increase/decrease during the year	8,00,00,000	160.00	(11,06,741)	(11.07)	(20)	0.00
As at 31 March 2022	8.00.00.000	160.00	-	-	-	-
Increase/decrease during the year	-	-	-	-	-	-
As at 31 March 2023	8,00,00,000	160.00	-	-	-	-
Increase/decrease during the period	-	-	-	-	-	-
As at 30 September 2023	**8,00,00,000**	**160.00**	**-**	**-**	**-**	**-**

* Represent Class A equity shares of INR 200, rounded off to "0" on conversion to INR million
** During the year ended 31 March 2022, the Holding Company had approved stock splits of one equity share having face value of INR 10 each into five equity shares having face value of INR 2 each and also approved issuance of bonus shares (refer note 45).

Issued equity share capital (subscribed and fully paid up)	**Number of shares**	**Amount**	**Number of shares**	**Amount**	**Number of shares**	**Amount***
As at 1 April 2020	-	-	10.04.974	10.05	20	0.00
Increase/decrease during the year	-	-	-	-	-	-
As at 31 March 2021	-	-	10,04,974	10.05	20	0.00
Conversion of CCCPS to equity shares during the year	3,47,62,949	69.53	36,201	0.36	-	-
Conversion of equity shares**	-	-	20	0.00	(20)	0.00
Equity share capital issued during the year***	8,83,159	1.77	1	0.00	-	-
Shares split during the year****	52,05,980	10.41	(10,41,196)	(10.41)	-	-
Issue of bonus shares during the year****	1,56,17,940	31.24	-	-	-	-
Issue of equity shares on exercise of share based awards during the year	7,14,493	1.43	-	-	-	-
As at 31 March 2022	5,71,84,521	114.38	-	-	-	-
Increase/decrease during the year	-	-	-	-	-	-
As at 31 March 2023	5.71.84.521	114.38	-	-	-	-
Increase/decrease during the period	-	-	-	-	-	-
As at 30 September 2023	**5,71,84,521**	**114.38**	**-**	**-**	**-**	**-**

* Represent Class A equity shares of INR 200, rounded off to "0" on conversion to INR million.

** During the year ended 31 March 2022, in the board minutes dated 20 June 2021, the Holding Company had approved the conversion of Class A equity shares having face value of INR 10 each into equity share of face value of INR 10 each.

*** Represents equity shares of INR 10 issued during the year ended 31 March 2022, rounded off to "0" on conversion to INR million.

**** During the year ended 31 March 2022, the Holding Company had approved stock splits of one equity share having face value of INR 10 each into five equity shares having face value of INR 2 each and also approved issuance of bonus shares (refer note 45).

11(b) Instruments entirely equity in nature

Authorised preference share capital

	Cumulative compulsory convertible preference shares (CCCPS) (Face value INR 100 per share)		Cumulative compulsory convertible preference share (CCCPS) (Face value INR 10 per share)	
	Number of shares	**Amount**	**Number of shares**	**Amount**
As at 1 April 2020	15.92.863	159.29	1.56.899	1.57
Increase/decrease during the year	2,23,729	22.37	-	-
As at 31 March 2021	**18.16.592**	**181.66**	**1.56.899**	**1.57**
Increase/decrease during the year	-	-	-	-
As at 31 March 2022	**18.16.592**	**181.66**	**1.56.899**	**1.57**
Increase/decrease during the year	-	-	-	-
As at 31 March 2023	**18.16.592**	**181.66**	**1.56.899**	**1.57**
Increase/decrease during the period	-	-	-	-
As at 30 September 2023	**18,16,592**	**181.66**	**1,56,899**	**1.57**

(Amounts in INR millions, unless otherwise stated)

Issued cumulative compulsory convertible preference shares (CCCPS) (subscribed and fully paid up)

	As at 1 April 2020		Increase during the year		As at 31 March 2021		Issued during the year		Conversion during the year (refer note 47)		As at 31 March 2022		Issued during the year		As at 31 March 2023		Issued during the period		As at 30 September 2023	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Total of Face Value INR 10 Per Share -																				
Series A CCCPS	1.09.779	1.10	-	-	1.09.779	1.10	-	-	(1.09.779)	(1.10)	-	-	-	-	-	-	-	-	-	-
Series B2 CCCPS	47.120	0.47	-	-	47.120	0.47	-	-	(47.120)	(0.47)	-	-	-	-	-	-	-	-	-	-
Total	**1,56,899**	**1.57**	**-**	**-**	**1,56,899**	**1.57**	**-**	**-**	**(1,56,899)**	**(1.57)**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Total of Face Value INR 100 Per Share -																				
Series A1 CCCPS	1.72.536	17.25	-	-	1.72.536	17.25	-	-	(1.72.536)	(17.25)	-	-	-	-	-	-	-	-	-	-
Series A2 CCCPS	23.615	2.36	-	-	23.615	2.36	-	-	(23.615)	(2.36)	-	-	-	-	-	-	-	-	-	-
Series A3 CCCPS	17.806	1.78	-	-	17.806	1.78	-	-	(17.806)	(1.78)	-	-	-	-	-	-	-	-	-	-
Series B1 CCCPS	1.75.922	17.59	-	-	1.75.922	17.59	-	-	(1.75.922)	(17.59)	-	-	-	-	-	-	-	-	-	-
Series B3 CCCPS	52.834	5.28	-	-	52.834	5.28	-	-	(52.834)	(5.28)	-	-	-	-	-	-	-	-	-	-
Series B4 CCCPS	89.844	8.98	-	-	89.844	8.98	-	-	(89.844)	(8.98)	-	-	-	-	-	-	-	-	-	-
Series C1 CCCPS	84.469	8.45	-	-	84.469	8.45	-	-	(84.469)	(8.45)	-	-	-	-	-	-	-	-	-	-
Series C2 CCCPS	1.81.007	18.10	-	-	1.81.007	18.10	-	-	(1.81.007)	(18.10)	-	-	-	-	-	-	-	-	-	-
Series C3 CCCPS	1.20.665	12.07	-	-	1.20.665	12.07	-	-	(1.20.665)	(12.07)	-	-	-	-	-	-	-	-	-	-
Series C5 CCCPS	7.204	0.72	-	-	7.204	0.72	-	-	(7.204)	(0.72)	-	-	-	-	-	-	-	-	-	-
Series C6 CCCPS	5.067	0.51	-	-	5.067	0.51	-	-	(5.067)	(0.51)	-	-	-	-	-	-	-	-	-	-
Series C7 CCCPS	17.429	1.74	-	-	17.429	1.74	13.663	1.37	(31.092)	(3.11)	-	-	-	-	-	-	-	-	-	-
Series C9 CCCPS	5.810	0.58	-	-	5.810	0.58	-	-	(5.810)	(0.58)	-	-	-	-	-	-	-	-	-	-
Series D CCCPS	2.71.050	27.11	-	-	2.71.050	27.11	-	-	(2.71.050)	(27.11)	-	-	-	-	-	-	-	-	-	-
Series E1 CCCPS	20.040	2.00	-	-	20.040	2.00	-	-	(20.040)	(2.00)	-	-	-	-	-	-	-	-	-	-
Series E2 CCCPS	9.109	0.91	-	-	9.109	0.91	-	-	(9.109)	(0.91)	-	-	-	-	-	-	-	-	-	-
Series E3 CCCPS	48.057	4.80	22,944	2.29	71.001	7.09	-	-	(71.001)	(7.09)	-	-	-	-	-	-	-	-	-	-
Series E4 CCCPS	3.643	0.36	-	-	3.643	0.36	-	-	(3.643)	(0.36)	-	-	-	-	-	-	-	-	-	-
Series E5 CCCPS	6.972	0.70	-	-	6.972	0.70	-	-	(6.972)	(0.70)	-	-	-	-	-	-	-	-	-	-
Series E6 CCCPS	3.914	0.39	-	-	3.914	0.39	-	-	(3.914)	(0.39)	-	-	-	-	-	-	-	-	-	-
Series E7 CCCPS	-	-	41,375	4.14	41.375	4.14	-	-	(41.375)	(4.14)	-	-	-	-	-	-	-	-	-	-
Series E8 CCCPS	-	-	9,970	1.00	9.970	1.00	-	-	(9.970)	(1.00)	-	-	-	-	-	-	-	-	-	-
General CCCPS	-	-	35,887	3.59	35.887	3.59	56.818	5.68	(92.705)	(9.27)	-	-	-	-	-	-	-	-	-	-
Series G CCCPS	-	-	-	-	-	-	83.165	8.32	(83.165)	(8.32)	-	-	-	-	-	-	-	-	-	-
Total	**13,16,993**	**131.68**	**1,10,176**	**11.02**	**14,27,169**	**142.70**	**1,53,646**	**15.37**	**(15,80,815)**	**(158.07)**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Total	**14,73,892**	**133.25**	**1,10,176**	**11.02**	**15,84,068**	**144.27**	**1,53,646**	**15.37**	**(17,37,714)**	**(159.64)**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

11(c) Terms/ rights attached to shares

(i) Terms/ rights attached to equity shares:

Voting

Each holder of equity share is entitled to one vote per share held.

Dividend

The Holding Company will declare and pay dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in ensuing Annual General Meeting, except in the case where interim dividend is distributed. The Holding Company has not declared or paid any dividend since its incorporation.

Liquidation

In the event of liquidation of the Holding Company, the holders of equity shares shall be entitled to receive all of the remaining assets of the Holding Company, after distribution of all preferential amounts. Such distribution amounts will be in proportion to the number of equity shares held by the shareholders.

(ii) Terms/rights attached to equity shares- Class A

Voting

To the extent that, and at all times when, applicable laws do not permit the holders of the series A CCCPS to exercise voting rights on the series A CCCPS in the manner contemplated, the class A equity shares shall carry such number of votes as may be necessary to permit each holder of the Series A CCCPS to vote, on all matters submitted to the vote of the shareholders of Holding Company, in such manner and such proportion as each such holder of the Series A CCCPS would have been entitled to, had each such holder of the Series A CCCPS elected to convert its Series A CCCPS into Equity shares based on the then applicable Series A Conversion Price Conversion Price. At all other times and in all other events, including the event that a holder of Class A Equity Shares does not hold any Series A CCCPS, then the Class A Equity Shares held by such Shareholder shall carry one(1) vote each.

Dividend

The Holding Company will declare and pay dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in ensuing Annual General Meeting, except in the case where interim dividend is distributed. The Holding Company has not declared or paid any dividend since its incorporation.

Liquidation

In the event of liquidation of the Holding Company, the holders of Class A equity shares will be entitled to receive remaining assets of the Holding Company after distribution of all preferential amounts. The distribution will be in proportion to the number of Class A equity shares held by the shareholders.

(iii) Terms/rights attached to Cumulative Compulsorily Convertible Preference Shares (CCCPS)

Terms/rights attached to Cumulative Compulsory Convertible Preference Shares (CCCPS) towards Series A, A1, A2, A3, B1, B2, B3, B4, C1, C2, C3, C5, C6, C7, C9, D, E1, E2, E3, E4, E5, E6, E7, E8 ,General and General G CCPS.

Voting

The Preference shareholders of series A, A1, A2, A3, B1, B2, B3, B4, C1, C2, C3, C5, C6, C7, C9, D, E1, E2, E3, E4, E5, E6, E7, E8, General and General G CCCPS are entitled to receive notice of and vote on all matters that are submitted to the vote of Shareholders of the Company. However preference shareholder of series B2 shall have only those voting rights as are provided to preference shareholders under the Act and the right to vote on the Affirmative Vote Matters. The holder is entitled to the number of votes equal to the number of whole or fractional shares into which they could be converted.

Dividend

The Preference share of series A and A1 carry cumulative dividend rights at 0.0001% and series A2, A3, B1 , B2 ,B3, B4, C1, C2, C5, C7, C6, C9, D, E1, E2, E3, E4, E5, E6, E7, E8, General and General G CCCPS carry cumulative dividend rights at 0.001%.

Conversion

As per the terms of shareholders agreement dated 21 April 2016, 15 August 2016, Supplemental Deed dated 22 December 2016, Amendment Agreement dated 6 March 2017 and Share Cum Warrant Subscription Agreement dated 11 February 2017 the CCCPS may be converted into Equity Shares at any time at the option of the holder of the CCCPS. Subject to compliance with applicable Laws, each CCCPS shall automatically be converted into equity shares, at the applicable Conversion Price then in effect, upon the earlier of (i) one day prior to the expiry of 20 years from the closing date; or (ii) in connection with a IPO (or any subsequent IPO), prior to the filing of a prospectus (or equivalent document, by whatever name called) by the Company with the competent authority or such later date as may be permitted under applicable Laws.

These CCCPS shall be converted into Equity Shares at the conversion price to be determined based on the formulae specified in the said shareholder's agreement dated dated 21 April 2016, 15 August 2016, Supplemental Deed dated 22 December 2016, Amendment Agreement dated 6 March 2017 and Share Cum Warrant Subscription Agreement dated 11 February 2017 respectively.

During the year ended 31 March 2022, all of the CCCPS has been converted into equity. (Refer note 11(b))

Liquidation

In the event of liquidation, the preference shareholders are eligible for preference of payment over any class of equity shareholders and there shall be pari-passu charge by all series of preference shareholders.

(iv) Terms/rights attached to Share Warrants towards Series C7

Terms of issue and exercise of the Warrants

Each Warrant entitles Bennett Coleman & Company Limited ("BCCL") to subscribe to and be allotted such number of Shares and/or Series C7 CCCPS, at its sole discretion, calculated as specified in the said Share Cum Warrant Subscription Agreement dated 11 February 2017. BCCL, at its sole discretion, shall be entitled to (i) exercise all or some of the Warrants; and (ii) upon such exercise, subscribe to either the Shares or Series C7 CCCPS in accordance with the proviso to Article 2.3.1(b) and as per the procedure laid down in the Agreement.

Conversion

BCCL may exercise its rights under all or some of the Series C7 CCCPS (in whole or in part) and convert the Series C7 CCCPS into Shares as per the procedure detailed in the agreement.

11(d) The Holding Company had not issued any bonus shares or bought back any shares during the five years immediately preceeding the reporting date, except that the Company has issued 15,617,940 equity shares of INR 2 each as bonus (3 bonus shares for each equity share), which was approved by the the Board of Directors and shareholders of the Company on 22 June 2021. (Refer note 45).

(Amounts in INR millions, unless otherwise stated)

11(e) Details of shareholders holding

Details of shareholders holding more than 5% equity shares in the Company

	As at 30 September 2023		As at 31 March 2023		As at 31 March 2022*		As at 31 March 2021	
	Number	**% Holding**	**Number**	**% Holding**	**Number**	**% Holding**	**Number**	**% Holding**
Equity shares of INR 10 each fully paid								
Bipin Preet Singh	-	-	-	-	-	-	5,85,000	58.21%
Upasana Rupkrishan Taku	-	-	-	-	-	-	4,15,000	41.29%
Class A - Equity shares of INR 10 each fully paid								
Sequoia Capital India Investment Holdings III	-	-	-	-	-	-	10	50.00%
Sequoia Capital India Investments IV	-	-	-	-	-	-	10	50.00%
Equity shares of INR 2 each fully paid								
Bipin Preet Singh	1,14,30,478	19.99%	1,14,30,478	19.99%	1,14,30,478	19.99%	-	-
Upasana Rupkrishan Taku	77,70,483	13.59%	77,70,483	13.59%	80,91,995	14.15%	-	-
Bajaj Finance Limited	79,79,440	13.95%	79,79,440	13.95%	79,79,440	13.95%	-	-
Sequoia Capital India Investments Iv	77,49,321	13.55%	77,49,321	13.55%	77,49,321	13.55%	-	-
Net 1 Applied Technologies Netherlands B.V.	62,15,620	10.87%	62,15,620	10.87%	62,15,620	10.87%	-	-

Details of shareholders holding more than 5% preference shares in the Company

		As at 30 September 2023		As at 31 March 2023		As at 31 March 2022*		As at 31 March 2021	
		Number	**% Holding**	**Number**	**% Holding**	**Number**	**% Holding**	**Number**	**% Holding**
Sequoia Capital India Investment Holdings III	Series A CCCPS	-	-	-	-	-	-	1,09,779	100%
Sequoia Capital India Investments IV	Series A1 CCCPS	-	-	-	-	-	-	1,72,536	100%
Sequoia Capital India Investments IV	Series A2 CCCPS	-	-	-	-	-	-	23,615	100%
Sequoia Capital India Investments IV	Series A3 CCCPS	-	-	-	-	-	-	17,806	100%
Sequoia Capital India Investments IV	Series B1 CCCPS	-	-	-	-	-	-	87,864	50%
TreeLine Asia Master Fund	Series B1 CCCPS	-	-	-	-	-	-	88,058	50%
American Express Travel Related Services Co.	Series B2 CCCPS	-	-	-	-	-	-	47,120	100%
Cisco Systems (USA) PTE Ltd	Series B3 CCCPS	-	-	-	-	-	-	52,834	100%
Sequoia Capital India Investments IV	Series B4 CCCPS	-	-	-	-	-	-	62,341	69%
TreeLine Asia Master Fund	Series B4 CCCPS	-	-	-	-	-	-	27,503	31%
Sequoia Capital India Investments IV	Series C1 CCCPS	-	-	-	-	-	-	12,067	14%
TreeLine Asia Master Fund	Series C1 CCCPS	-	-	-	-	-	-	12,067	14%
GMO Global Payment Fund Investment Partnership	Series C1 CCCPS	-	-	-	-	-	-	24,134	29%
Cloud Ranger Limited	Series C1 CCCPS	-	-	-	-	-	-	36,201	43%
Net1 Applied Technologies	Series C2 CCCPS	-	-	-	-	-	-	1,81,007	100%
Cisco Systems (USA) Pte. Ltd.	Series C5 CCCPS	-	-	-	-	-	-	7,204	100%
Net1 Applied Technologies	Series C3 CCCPS	-	-	-	-	-	-	1,20,665	100%
American Express Travel Related Services Co.	Series C6 CCCPS	-	-	-	-	-	-	5,067	100%
Bennett, Coleman and Company Limited	Series C7 CCCPS	-	-	-	-	-	-	17,429	100%
GMO Global Payment Fund Investment Partnership	Series C9 CCCPS	-	-	-	-	-	-	5,810	100%
Bajaj Finance Limited	Series D CCCPS	-	-	-	-	-	-	2,71,050	100%
GMO Global Payment Fund Investment Partnership	Series E1 CCCPS	-	-	-	-	-	-	1,822	9%
Sequoia Capital India Investments IV	Series E1 CCCPS	-	-	-	-	-	-	18,218	91%
Net1 Applied Technologies Netherlands B.V.	Series E2 CCCPS	-	-	-	-	-	-	9,109	100%
Bajaj Finance Limited	Series E3 CCCPS	-	-	-	-	-	-	68,269	96%
Trifecta Capital VDF Management LLP	Series E4 CCCPS	-	-	-	-	-	-	3,643	100%
New Delhi Television Limited	Series E5 CCCPS	-	-	-	-	-	-	6,972	100%
Nicolas Jarrosson	Series E6 CCCPS	-	-	-	-	-	-	3,914	100%
Hindustan Media Ventures Ltd	Series E7 CCCPS	-	-	-	-	-	-	41,375	100%
Pratithi Investment Trust	Series E8 CCCPS	-	-	-	-	-	-	9,970	100%
Elizabeth Mathew	General CCCCPS	-	-	-	-	-	-	12,048	34%
Mauryan First	General CCCCPS	-	-	-	-	-	-	7,229	20%
Orios Select Fund I	General CCCCPS	-	-	-	-	-	-	6,025	17%
Vineet Kulbandhu Sharma	General CCCCPS	-	-	-	-	-	-	5,871	16%
		-		**-**		**-**		**15,76,622**	

* During the year ended 31 March 2022, the Holding Company had approved stock splits of one equity share having face value of INR 10 each into five equity shares having face value of INR 2 each and also approved issuance of bonus shares (refer Note 45).

(Amounts in INR millions, unless otherwise stated)

11(f) Other

i) Shares issued for consideration other than cash

Particulars		Bajaj Finance Limited*			New Delhi Television Limited*	MobiKwik Investment Adviser Private Limited (formerly known as Harvest Fintech Private Limited**
For the period ended 30 September 2023	Number of shares	-	-	-	-	-
For the year ended 31 March 2023	Number of shares	-	-	-	-	-
For the year ended 31 March 2022	Number of shares	3,932	7,538	3,919	-	-
	Premium per share	8,134	9,930	12,350	-	-
For the year ended 31 March 2021	Number of shares	22,944	-	-	-	-
	Premium per share	8,134	-	-	-	-
For the year ended 31 March 2020	Number of shares	45,325	-	-	6,972	-
	Premium per share	8,134	-	-	8,134	-
For the year ended 31 March 2019	Number of shares	-	-	-	-	4,960
	Premium per share	-	-	-	-	10,297

* The Holding Company issued CCCPS for INR 100 each at a premium mentioned above in lieu of extinguishment of outstanding trade payables.

** The Holding Company issued equity shares for INR 10 each at a premium mentioned above in lieu of purchase of equity shares.

ii) Share reserved for issue under contracts/ commitments for the sale of shares

(i) The Company has reserved the following number of equity shares for creating a pool of employee stock options for the benefit of eligible employees on such terms and conditions as determined by the investors and the Board of Directors (Refer note 28). For details of shares reserved for issue on conversion of CCCPS, please refer note 11(c)(iii) regarding terms of conversion/redemption of cumulative convertible preference shares.

Shares reserved for employee stock options

Particulars	**As at 30 September 2023**	**As at 31 March 2023**	**As at 31 March 2022**	**As at 31 March 2021**
Number of shares	45,64,260	45,64,260	45,64,260	2,28,213
Face value of shares	2	2	2	10
Amount	9.13	9.13	9.13	2.28
Percentage of capital	7.98%	7.98%	7.98%	8.81%

Shares reserved for CCCPS

Particulars	**As at 30 September 2023**	**As at 31 March 2023**	**As at 31 March 2022**	**As at 31 March 2021**
Number of shares (Face value of INR 10 each)	-	-	-	36,201
Number of shares (Face value of INR 2 each)	-	-	-	3,47,62,949
Amount (Face value of INR 10 each)	-	-	-	0.36
Amount (Face value of INR 2 each)	-	-	-	69.53
Percentage of capital	-	-	-	61.10%

(ii) Pursuant to the advertisement agreement and share cum warrant subscription agreement between the Holding Company and Bennett, Coleman and Company Limited (BCCL) the Holding company shall allot such number of series C7 CCCPS to BCCL against the exercise of warrants by BCCL and against the amounts payable to BCCL by the Holding Company under line of credit in accordance with the conversions basis agreed in the aforesaid agreements. During the year ended 31 March 2022, the warrant has been converted into 13,663 CCCPS for INR 100 each.

(iii) Also refer note 44, for CCCPS issued during the year ended 31 March 2023.

iii) Shares reserved for issue under options

Information relating to the Group's employee option plans (ESOP), including details of options issued, exercised and lapsed during the year and options outstanding at the end of the reporting year, is set out in note 28.

11(g) Shareholding of promoters

Shares held by promoters at the end of the year/period:

	As at 30 September 2023	**As at 31 March 2023**	**As at 31 March 2022***	**As at 31 March 2021**
Number of Shares				
Bipin Preet Singh	1,14,30,478	1,14,30,478	1,14,30,478	5,85,000
Upasana Rupkrishan Taku	77,70,483	77,70,483	80,91,995	4,15,000
Narinder Singh Family Trust	2,10,762	2,10,762	2,10,762	-
Koshur Family Trust	1,49,205	1,49,205	1,49,205	-
% of total shares				
Bipin Preet Singh	19.99%	19.99%	19.99%	58.21%
Upasana Rupkrishan Taku	13.59%	13.59%	14.15%	41.29%
Narinder Singh Family Trust	0.37%	0.37%	0.37%	0.00%
Koshur Family Trust	0.26%	0.26%	0.26%	0.00%
% Change during the year				
Bipin Preet Singh	0.00%	0.00%	-38.22%	-
Upasana Rupkrishan Taku	0.00%	-0.56%	-27.14%	-
Narinder Singh Family Trust	0.00%	0.00%	0.37%	-
Koshur Family Trust	0.00%	0.00%	0.26%	-

* During the year ended 31 March 2022, the Holding Company approved stock splits of one equity share having face value of INR 10 each into five equity shares having face value of INR 2 each and also approved issuance of bonus shares (refer Note 45).

12 Other equity

12 (a) Other equity

	As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Securities premium	11,543.40	11,543.40	11,543.40	7,966.00
Money received against share warrants	-	-	-	9.75
Other comprehensive income	8.51	8.51	2.67	-
Share application money pending allotment*	0.00	0.00	0.00	36.51
Employee share options reserve	539.29	528.00	432.76	292.70
Retained earnings	(10,671.74)	(10,767.35)	(9,927.79)	(8,659.41)
Total other equity	**1,419.46**	**1,312.56**	**2,051.04**	**(354.45)**

12 (b) Movement in other equity

	As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Securities premium				
Balance as at the beginning of the period/year	11,543.40	11,543.40	7,966.00	6,826.32
Add: Received during the year on account of issue of CCCPS Shares	-	-	3,340.35	1,139.68
Add: Issue of equity shares on exercise of share based awards during the year	-	-	178.52	-
Add: Conversion of CCCPS to equity shares during the year	-	-	89.77	-
Less: Issue of bonus shares	-	-	(31.24)	-
Balance as at the end of the period/year	**11,543.40**	**11,543.40**	**11,543.40**	**7,966.00**
Money received against share warrants				
Balance as at the beginning of the period/year	-	-	9.75	9.75
Less: Share warrants adjusted	-	-	(9.75)	-
Balance as at the end of the period/year	**-**	**-**	**-**	**9.75**
Other comprehensive income				
Balance as at the beginning of the period/year	8.51	2.67	-	-
Add: Fair value changes on equity investments through OCI	-	5.84	2.67	-
Balance as at the end of the period/year	**8.51**	**8.51**	**2.67**	**-**
Share application money pending allotment				
Balance as at the beginning of the period/year *	0.00	0.00	36.51	-
Add: Received during the period/year	-	-	(36.51)	36.51
Balance as at the end of the period/year	**0.00**	**0.00**	**0.00**	**36.51**
Employee share options reserve				
Balance as at the beginning of the period/year	528.00	432.76	292.70	261.54
Add: Employee stock options expense - equity settled (refer note 28)	11.29	95.24	260.04	31.16
Less: Issue of equity shares on exercise of share based awards during the year	-	-	(119.98)	-
Balance as at the end of the period/year	**539.29**	**528.00**	**432.76**	**292.70**
Retained earnings				
Balance as at the beginning of the period/year	(10,767.35)	(9,927.79)	(8,659.41)	(7,549.43)
Add: Profit/(loss) for the period/year	94.78	(838.14)	(1,281.62)	(1,113.00)
Add: Remeasurement of net defined benefit liability	0.83	(1.42)	13.24	3.02
Balance as at the end of the period/year	**(10,671.74)**	**(10,767.35)**	**(9,927.79)**	**(8,659.41)**

Notes :

a) Securities premium:- Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.
b) Other comprehensive income:- This represents the gain on fair value of investment in NPCI which have been classified to be valued under OCI.
c) Share application money pending allotment :- It represents the amount received for which the share allotment is yet to be made or any excess amount received over and above the allotment amount.
d) Employee share options outstanding account:- Employee share option outstanding account is used to record the impact of employee stock option scheme. Refer note 28 for further detail of this plan.
e) Retained earnings:- Retained earnings are the accumulated loss made by the Company till date.

* Represents share application money pending for allotment of INR 3,038 , rounded off to "0" on conversion to INR million.

	As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
13 Borrowings				
Non-current				
Secured				
Non-convertible debentures (refer note 1 below)	362.59	492.41	-	25.45
Less: Current maturity of non-convertible debentures	(289.65)	(267.45)	-	(25.45)
Total Non-current	**72.94**	**224.96**	**-**	**-**
Current				
Unsecured				
Term loan from financial institution (refer note 3 below)	-	-	95.08	-
	-	**-**	**95.08**	**-**
Secured				
From banks :				
Bank overdraft (refer note 2 below)	949.20	1,230.32	1,214.06	580.48
Term loan (refer note 2 below)	200.00	200.00	200.00	-
Current maturity of non-convertible debentures	289.65	267.45	-	25.45
	1,438.85	**1,697.77**	**1,414.06**	**605.93**
Total Current	**1,438.85**	**1,697.77**	**1,509.14**	**605.93**

Notes:
1. The Holding Company had raised INR 550 million through issue of debentures (Non-convertible) during the year ended 31 March 2023. These debentures are secured by first pari passu charge created on present and future fixed and current & non current assets uncalled share capital and current and future cash flows of the Holding Company.

The Holding Company had raised INR 300 million from Trifecta Venture Debt Fund - I through issue of 300 Series-A debentures (Non-convertible) during the year ended 31 March 2019. These debentures are secured by first pari passu charge created on present and future fixed and current assets of the Holding Company. This loan have been paid off on 1 May 2021.

Fund Name	Face Value INR million	No of Debentures	Year of maturity	Rate of Interest	Effective Interest Rate	Carrying Amount As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Blacksoil Capital Private Limited	0.50	700	2024-25	14.00%	14.90%	223.38	306.24	-	-
Blacksoil India Credit Fund	0.50	200	2024-25	14.00%	14.90%	63.83	87.50	-	-
Karnation Fund I	1.00	100	2024-25	16.00%	17.91%	75.38	98.67	-	-
Trifecta Venture Debt Fund I	1.00	300	2020-21	14.25%	14.38%	-	-	-	25.45

2. Terms and repayment schedule related to bank overdraft and term loans.

Bank Name	Sanction Amount (INR million)	Year of maturity	Repayment terms	Security details	Effective Interest Rate charged per annum As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Axis Bank - Bank overdraft	1,000.00	2023-24	Repayable on demand	Secured by way of first pari passu charge on all the present and future current assets (excluding the escrow balances), property plant and equipments	11.32%	11.26%	9.89%	10.10%
Axis Bank - Term Loan	200.00	2023-24	Repayable on demand		12.32%	10.70%	9.44%	-
SBI Bank - Bank overdraft	285.00	2023-24	Repayable on demand	Secured by way of first pari passu charge on fixed deposit	7.35%	7.35%	-	-
ICICI Bank - Bank overdraft	150.00	2023-24	Repayable on demand	Secured by way of first pari passu charge on all the present and future current assets (excluding the escrow balances)	11.97%	11.56%	9.35%	8.81%

The unutilized sanction limits for bank overdraft -

Bank Name	Nature of Facility	As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
AXIS Bank	Bank overdrafts	196.23	202.92	2.07	318.68
SBI Bank	Bank overdrafts	-	0.39	-	-
ICICI Bank	Bank overdrafts	4.57	1.37	3.86	1.08

3. The Holding Company had raised INR 163 million from DMI Finance Private Limited during the year ended 31 March 2022 as a Line of Credit at the interest rate of 16.00% p.a. with the validity of 1 year. The loan has been paid off on 15 October 2022.

	As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
14 Trade payables				
- Total outstanding dues of micro enterprises and small enterprises (Refer note 42)	53.18	94.26	55.13	6.77
- Total outstanding dues of creditors other than micro enterprises and small enterprises	1,819.07	1,084.07	692.81	805.73
Total	**1,872.25**	**1,178.33**	**747.94**	**812.50**

Trade payables aging schedule

As at 30 September 2023

Particulars	Outstanding for following periods from due date of payment Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed dues - MSME	39.64	13.07	0.07	-	0.40	53.18
Undisputed dues - Others	1,724.89	27.50	39.98	18.09	8.61	1,819.07
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-

As at 31 March 2023

Particulars	Outstanding for following periods from due date of payment Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed dues - MSME	71.08	22.78	-	0.10	0.30	94.26
Undisputed dues - Others	909.77	146.46	9.21	6.88	0.30	1,072.62
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	2.32	-	-	2.51	6.61	11.45

As at 31 March 2022

Particulars	Outstanding for following periods from due date of payment Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed dues - MSME	49.13	5.60	0.10	0.01	0.29	55.13
Undisputed dues - Others	578.19	49.77	7.14	13.19	23.40	671.69
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	2.51	9.07	9.54	21.12

As at 31 March 2021

Particulars	Outstanding for following periods from due date of payment Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed dues - MSME	-	5.95	0.10	0.72	-	6.77
Undisputed dues - Others	260.14	376.83	23.45	80.64	41.42	782.48
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	0.88	10.29	12.08	-	23.25

(Amounts in INR millions, unless otherwise stated)

	As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
15 Other financial liabilities				
Non-current				
Security deposits	0.35	0.35	0.35	0.35
	0.35	**0.35**	**0.35**	**0.35**
Current				
Advance from financing partner	-	-	1,213.17	597.66
Security deposits	0.22	0.24	0.24	12.65
Advances from wallet users (user's balance)*	945.69	974.53	1,225.63	1,010.58
Financial guarantee obligation**	384.67	848.16	489.87	757.22
Payable to merchants	237.06	288.40	615.06	277.93
Payable to operators and aggregators	12.06	104.72	44.03	39.36
Others ***	104.43	83.57	137.04	147.06
	1,684.13	**2,299.62**	**3,725.04**	**2,842.46**
Total	**1,684.48**	**2,299.97**	**3,725.39**	**2,842.81**

*The user wallet balance is net off of INR 9.02 million (31 March 2023 : INR 16.01 million, 31 March 2022 : Nil, 31 March 2021 : Nil), which pertains to the transaction executed but have not been processed in the system due to payment cycle cut off.

** For disclosure on inputs, assumptions and estimation techniques used in measurement of impairment loss on financial guarantee obligation, refer note 31
*** This includes INR 0.04 million for partly paid CCCPS issued during the year ended 31 March 2023. Refer note 44

	As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
16 Provisions				
Non-current				
Provision for employee benefits				
Provision for gratuity*	24.83	22.04	20.28	23.14
Total	**24.83**	**22.04**	**20.28**	**23.14**
Current				
Provision for employee benefits				
Provision for gratuity*	6.42	6.71	5.88	3.81
Provision for leave encashment	15.19	14.89	13.18	8.86
Total	**21.61**	**21.60**	**19.06**	**12.67**

*For details of movement in provision for gratuity, refer note 27.

	As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
17 Other liabilities				
Current				
Statutory remittances	70.54	115.00	67.43	55.46
Deferred revenue	8.35	14.52	24.01	46.65
Customer incentives	17.44	6.98	12.69	30.47
Advance from customers	4.74	2.26	1.93	0.14
Others	-	-	-	1.75
Total	**101.07**	**138.76**	**106.06**	**134.47**

	As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
18 Other tax assets (net)				
Advance tax and tax deducted at source	199.05	117.59	233.78	152.95
Income tax payable	(0.30)	(0.30)	(3.64)	(2.89)
Total	**198.75**	**117.29**	**230.14**	**150.06**

(Amounts in INR millions, unless otherwise stated)

		For the six months period ended 30 September 2023	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
19	**Revenue from operations**				
	Financial Services	2,439.53	2,850.21	976.57	598.13
	Payment Services	1,371.35	2,544.46	4,289.08	2,287.58
	Total revenue from operations	**3,810.88**	**5,394.67**	**5,265.65**	**2,885.71**

The Group derives its revenue from contracts with customers for the transfer of services over time and at a point in time on the Group's available services product.

A. Financial services include MobiKwik Zip (which is flagship {upto 30-day} product), Zip EMI (which is a longer tenure credit product) and other credit products. It also includes revenue from wealthtech and fintech products, platform services specifically designed to drive credit business and amounts received from online promotions on such platforms.

B. Payment services include revenue from merchant fee collected from a merchant and convenience fees collected from users under certain categories of services.

19.1	**Disaggregation of revenue based on timing of recognition of revenue:**				
a	Services transferred at point in time	3,804.71	5,378.73	5,231.07	2,878.70
b	Services transferred over time	6.17	15.94	34.58	7.01
	Total revenue from contract with customers	**3,810.88**	**5,394.67**	**5,265.65**	**2,885.71**
19.2	**Reconciliation of revenue recognised in restated consolidated statement of profit and loss with contracted price:**				
	Revenue as per contracted price	3,829.29	5,414.68	5,287.46	2,893.14
	Less: Variable consideration (including consideration payable to customer)	(18.41)	(20.01)	(21.81)	(7.43)
		3,810.88	**5,394.67**	**5,265.65**	**2,885.71**

19.3 For segment revenue from customers - Entity wide disclosure, refer note 32

19.4 Transaction price allocated to the remaining performance obligations:
The following table includes revenue expected to be recognised in the future related to performance obligation that are unsatisfied (or partially unsatisfied) at the reporting date:

Sale of services	8.35	14.52	24.01	46.65
Sale and supply of goods and services	**8.35**	**14.52**	**24.01**	**46.65**

Note: All the remaining performance obligation are expected to be recognised within one year

19.5 Contract balances
The following table provides information about contract liabilities and trade receivables from contract with customers

	For the six months period ended 30 September 2023	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Deferred revenue (refer note 17)	8.35	14.52	24.01	46.65
Customer incentive (refer note 17)	17.44	6.98	12.69	30.47
Advances from customers (refer note 17)	4.74	2.26	1.93	0.14
Trade receivables (refer note 9)	675.73	758.53	294.39	376.04

Significant changes in the contract liabilities balances during the period / year are as follows:

Deferred revenue	For the six months period ended 30 September 2023	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Opening balance at the beginning of the period	14.52	24.01	46.65	5.00
Add: Amount received from customers during the period	-	3.50	-	45.33
Less: Revenue recognised during the period	(6.17)	(12.99)	(22.64)	(3.68)
Closing balance at the end of the period	**8.35**	**14.52**	**24.01**	**46.65**

Customer incentive	For the six months period ended 30 September 2023	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Opening balance at the beginning of the period	6.98	12.69	30.47	59.09
Add: Created during the period	17.44	6.98	12.69	30.47
Less: Utilised during the period	(6.98)	(12.69)	(30.47)	(59.09)
Closing balance at the end of the period	**17.44**	**6.98**	**12.69**	**30.47**

Advance from customer	For the six months period ended 30 September 2023	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Opening balance at the beginning of the period	2.26	1.93	0.14	-
Add: Received during the period	2.48	0.33	1.80	0.14
Less: Revenue recognised during the period	-	-	(0.01)	-
Closing balance at the end of the period	**4.74**	**2.26**	**1.93**	**0.14**

20	**Other income**	For the six months period ended 30 September 2023	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
	Interest income from financial assets measured at amortised cost				
	- on bank deposits	58.67	92.53	69.32	58.45
	- on security deposits	0.39	2.21	0.39	0.64
	- on others	0.30	0.41	-	-
	Interest on income tax refund	-	14.39	4.92	3.45
	Liabilities / provisions no longer required written back*	1.43	106.20	86.57	63.48
	Gain on disposal of investments	-	-	-	1.40
	Reversal of impairment loss on trade receivables	1.48	-	5.02	-
	Gain on termination of lease contract	-	-	-	8.48
	Foreign exchange gain (net)	-	0.44	-	-
	Miscellaneous income	0.58	0.31	0.32	0.95
	Total	**62.85**	**216.49**	**166.54**	**136.85**

* Includes amount for recoveries which have already been settled with lending partners.

(Amounts in INR millions, unless otherwise stated)

21 Employee benefits expense	**For the six months period ended 30 September 2023**	**For the year ended 31 March 2023**	**For the year ended 31 March 2022**	**For the year ended 31 March 2021**
Salaries, allowance and bonus	483.93	850.39	771.77	471.95
Gratuity expense (refer note 27)	4.27	7.84	14.07	11.77
Leave encashment expense	2.85	7.48	8.58	5.23
Contribution to provident and other funds	12.73	15.51	13.87	9.98
Employee stock options expense - equity settled (refer note 28)	11.29	95.24	260.04	31.16
Staff welfare expenses	1.56	5.79	4.13	0.22
Total	**516.63**	**982.25**	**1,072.46**	**530.31**

22 Finance costs	**For the six months period ended 30 September 2023**	**For the year ended 31 March 2023**	**For the year ended 31 March 2022**	**For the year ended 31 March 2021**
Interest expense on financial liabilities measured at amortised cost				
- on overdraft	40.42	111.91	67.28	43.46
- on non convertible debentures	34.01	51.73	-	-
- on other borrowings	3.24	16.71	22.51	19.07
- on lease liability (refer note 41)	6.38	12.60	2.85	1.97
- others	-	2.08	-	-
Interest expense on delayed payment of statutory dues	0.03	0.01	0.14	0.18
Others	6.30	9.20	16.35	6.67
Total	**90.38**	**204.24**	**109.13**	**71.35**

23 Depreciation and amortisation expense	**For the six months period ended 30 September 2023**	**For the year ended 31 March 2023**	**For the year ended 31 March 2022**	**For the year ended 31 March 2021**
Depreciation of property, plant and equipment (refer note 4)	6.74	19.80	16.01	4.28
Depreciation on right-of-use assets (refer note 41)	12.94	23.02	4.98	8.86
Total	**19.68**	**42.82**	**20.99**	**13.14**

24 Other expenses	**For the six months period ended 30 September 2023**	**For the year ended 31 March 2023**	**For the year ended 31 March 2022**	**For the year ended 31 March 2021**
Business promotion*	459.07	845.62	1,045.90	803.18
Franchisee cost	3.47	23.25	116.92	121.55
Advertisement	7.16	44.05	84.24	64.24
B2B commission expense	17.44	18.21	15.97	23.20
Lease rent (refer note 41)	12.44	12.74	12.95	0.75
Rates and taxes	1.39	19.26	31.46	12.52
Communication costs	49.36	74.17	82.40	33.62
Outsource service cost	138.39	281.00	105.17	44.05
Foreign exchange loss (net)	0.92	-	0.40	0.73
Power and fuel	0.96	1.27	0.17	0.38
Merchant related costs	45.00	64.77	74.23	42.15
Repair and maintenance:				
-Plant and machinery	0.20	0.41	0.07	0.13
-Others	8.28	13.40	6.43	4.54
Server and related cost	84.15	140.98	105.11	57.68
Travelling and conveyance	12.51	23.62	12.34	5.72
Legal and professional fees	82.98	115.25	190.57	62.80
Auditor's remuneration**	4.20	4.46	4.00	4.26
Insurance expenses	3.02	3.03	2.61	2.36
Software expenses	13.01	26.68	15.39	15.30
IMPS Expenses	13.09	8.59	33.47	12.90
Impairment loss on trade receivables	-	4.95	-	1.15
Provision for doubtful advances	-	56.90	2.76	1.01
Provision for loss on ZIP product (refer note 40)	-	-	106.91	-
Share issue expense (refer note 49)	-	-	61.12	-
Bad debts	-	13.00	-	6.98
Advances written off	-	10.29	12.37	-
Loss on disposal of property, plant & equipment (net)	-	-	0.38	0.43
Miscellaneous expenses	18.29	34.72	29.94	26.45
Total	**975.33**	**1,840.62**	**2,153.28**	**1,348.08**

*Includes user incentive expenses amounting to INR 238.50 million (31 March 2023: INR 514.19 million, 31 March 2022: INR 656.94 million, 31 March 2021: INR 563.03 million)

**Payments to statutory auditors (exclusive of Goods and Service Tax)

For audit	4.00	4.20	3.20	4.05
For limited review	-	-	0.70	-
For reimbursement of expenses	0.20	0.26	0.10	0.21
	4.20	**4.46**	**4.00**	**4.26**

(Amounts in INR millions, unless otherwise stated)

25 Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit/(loss) for the period/year attributable to equity holders of the Company by the weighted average number of equity shares and CCPS outstanding during the period/year.

Diluted EPS are calculated by dividing the profit/(loss) for the period/year attributable to the equity holders of the Company by weighted average number of equity shares and CCPS outstanding during the period/year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares. The following reflects the income and share data used in the basic and diluted EPS computations:

Basic	**For the six months period ended 30 September 2023**	**For the year ended 31 March 2023**	**For the year ended 31 March 2022**	**For the year ended 31 March 2021**
Profit/(Loss) for the period/year (A)	94.78	(838.14)	(1,281.62)	(1,113.00)
Weighted average number of equity shares in calculating basic EPS (B) (refer note 1 below)	5,71,84,521	5,71,84,521	5,56,15,263	5,01,80,679
Basic profit/(loss) per equity share (A/B) (INR)	1.66	(14.66)	(23.04)	(22.18)
Diluted				
Profit/(Loss) for the period/year (A)	94.78	(838.14)	(1,281.62)	(1,113.00)
Weighted average number of equity shares and CCPS in calculating basic and diluted EPS (B) (refer note 1 below)	5,72,24,263	5,71,92,579	5,56,15,263	5,01,80,679
Dilutive effect of share options	18,19,508	-	-	-
Weighted average number of equity shares and CCPS in calculating diluted EPS (refer note 1 below)	5,90,43,771	5,71,92,579	5,56,15,263	5,01,80,679
Diluted profit/(loss) per equity share (A/B) (INR)	1.61	(14.66)	(23.04)	(22.18)

(1) The earnings per share reflects the impact of sub-division of 1 equity share having face value of INR 10 each into 5 equity shares having face value of INR 2 each and the bonus shares issuance in the ratio of 3:1 (refer note 45).

(2) There are potential equity shares as on 31 March 2023, 31 March 2022 and 31 March 2021 in the form of stock options granted to employees. As these are anti dilutive, they are ignored in the calculation of diluted earning/(loss) per share and accordingly the diluted earning/(loss) per share is the same as basic earnings/(loss) per share.

(Amounts in INR millions, unless otherwise stated)

26 Income tax

a) Income tax expense/(credit) recognised in restated consolidated statement of Profit and Loss:

Particulars	For the six months period ended 30 September 2023	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Current tax				
Current income tax for the period/year	0.55	0.73	2.16	2.89
	0.55	0.73	2.16	2.89
Deferred tax				
Relating to origination and reversal of temporary differences	-	31.15	(4.72)	7.48
	-	31.15	(4.72)	7.48
Total income tax expense	**0.55**	**31.88**	**(2.56)**	**10.37**

b) The income tax expense for the period/year can be reconciled to the profit/(loss) before tax as follows:

Particulars	For the six months period ended 30 September 2023	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Profit/(loss) before tax	95.33	(806.26)	(1,284.18)	(1,102.63)
Accounting loss before income tax	**95.33**	**(806.26)**	**(1,284.18)**	**(1,102.63)**
Tax expense using the Company's tax rate of 26.00% (31 March 2023: 26.00%, 31 March 2022: 26.00%, 31 March 2021: 26.00%)	24.79	(209.63)	(333.89)	(286.68)
Utilisation of tax losses	(133.09)	-	-	-
Effect of tax rates in other subsidiaries	(0.10)	(1.39)	13.64	1.01
Other non-deductible expenses	(0.26)	1.47	4.19	0.76
Temporary differences and tax losses on which no deferred tax was recognised	109.23	241.32	313.50	295.28
Tax expense at the effective income tax rate of 0.58% (31 March 2023: (3.94%), 31 March 2020: 0.20%, 31 March 2021: (0.94%))	**0.56**	**31.78**	**(2.56)**	**10.37**

c) Breakup of deferred tax recognised in the Restated Consolidated Financial Information

Particulars	As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Deferred tax asset				
Tax business losses and unabsorbed business losses	1,705.20	2,013.62	1,799.46	1,868.33
Property, plant and equipment and other intangible assets	3.41	3.16	2.49	0.74
Lease liabilities	3.20	2.28	0.39	-
Trade recievable	1.10	1.48	0.20	1.50
Deferred revenue	-	-	-	1.30
Impairment loss on Digital Financial Services	100.01	220.52	127.37	196.88
Provision for employee benefits	11.96	11.28	10.15	9.77
Disallowances under Section 40(a)(i), 43B of the Income Tax Act, 1961	230.56	100.40	35.21	26.17
Total	**2,055.44**	**2,352.74**	**1,975.27**	**2,104.69**
Total deferred tax assets recognised (A) (refer note below)	**0.37**	**0.93**	**31.15**	**26.51**
Deferred tax liabilities				
Non-convertible debentures	0.37	0.93	-	0.08
Total deferred tax liabilities (B)	**0.37**	**0.93**	**-**	**0.08**
Net deferred tax assets/(liabilities) (A-B)	**-**	**-**	**31.15**	**26.43**

Note: The amount of deferred tax assets recognised (except pertaining to subsidiary entity "ZAAK EPAYMENT SERVICES PRIVATE LIMITED") has been restricted to the amount of deferred tax liability recognised due to lack of reasonable certainty in those years because a trend of future profitability is not yet clearly discernible.

d) The major components of deferred tax assets/(liabilities) arising on account of temporary differences	As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Balance at the beginning of the period/year	-	31.15	26.43	33.91
Recognised in Restated Consolidated Statement of Profit and Loss :-				
Tax business losses and unabsorbed business losses	-	(31.15)	4.72	(7.48)
Recognised in Restated Consolidated Statement of Profit and Loss	-	(31.15)	4.72	(7.48)
Recognised in other comprehensive income :-				
Tax business losses and unabsorbed business losses	-	-	-	-
Recognised in other comprehensive income	-	-	-	-
Balance at the end of the period/year	**-**	**-**	**31.15**	**26.43**

e) Detail of deductible temporary differences and unused tax losses for which no deferred tax asset is recognised in the Restated Consolidated statement of assets and liabilities:

Particulars	As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Deductible temporary differences and unused tax losses for which no deferred tax assets have been recognised are attributable to the following:				
- tax business losses	6,487.69	7,538.08	6,745.58	7,144.06
- unabsorbed depreciation	72.71	74.85	57.55	46.73
- other deductible temporary differences	1,345.68	1,300.72	676.15	906.28
	7,906.08	**8,913.65**	**7,479.28**	**8,097.07**

Utilization of tax business losses is subject to expiry of 8 years. Unabsorbed depreciation can be carried forward for an indefinite period. Other deductible temporary differences do not have any expiry date.

Expiry period of tax business losses	2024-32	2023-31	2022-30	2021-29

The group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

(Amounts in INR millions, unless otherwise stated)

27 Employee benefits

A Defined contribution plans

The Group makes contributions towards Provident Fund to a defined contribution retirement benefit plan for qualifying employees. The Group's contribution to the Employee Provident Fund is deposited with the Provident Fund Commissioner which is recognised by Income Tax authorities.

The Group has recognised INR 12.73 million during the period ended 30 September 2023 (31 March 2023: INR 15.51 million, 31 March 2022: INR 13.87 million, 31 March 2021: INR 9.98 million) for provident fund and other funds in the restated consolidated statement of Profit and Loss. The contributions payable to these plans by the Group are at rates specified in the rules of the schemes.

B Defined benefit plans

Gratuity - defined benefit plan

The Group's gratuity scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days' basic salary payable for each completed year of service or part thereof in excess of 6 months, subject to a maximum limit of INR 2.00 million in terms of the provisions of Gratuity Act, 1972. Vesting occurs upon completion of 5 years of service.

The present value of the defined benefit obligation and the related current service cost were measured using the Projected Unit Credit Method with actuarial valuations being carried out at each reporting date.

The amount included in the restated consolidated financial statement arising from the Group's obligation in respect of its gratuity plan is as follows:

Gratuity - defined benefit plan

	As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Present value of un-funded defined benefit obligation	31.25	28.75	26.16	26.94

a) Reconciliation of the net defined benefit liability.

Movement in the present value of defined benefit obligation are as follows :

Reconciliation of present value of defined benefit obligation for Gratuity

	As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Balance at the beginning of the period/year	28.75	26.16	26.94	19.31
Benefits paid	(0.94)	(6.67)	(1.61)	(1.11)
Current service cost	3.23	6.22	12.01	10.18
Interest cost	1.04	1.62	2.06	1.59
Actuarial (gains) losses				
- changes in demographic assumptions	0.76	(0.20)	(3.29)	(3.87)
- changes in financial assumptions	0.01	(1.06)	(2.09)	5.59
- experience adjustments	(1.60)	2.68	(7.86)	(4.75)
Balance at the end of the period/year	**31.25**	**28.75**	**26.16**	**26.94**

b) Amount recognised in Restated Consolidated Statement of Profit and Loss :

	For the six months period ended 30 September 2023	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Current service cost	3.23	6.22	12.01	10.18
Net interest expense	1.04	1.62	2.06	1.59
Recognised in profit or loss	**4.27**	**7.84**	**14.07**	**11.77**
Remeasurement of the net defined benefit liability				
Actuarial (gain) loss on defined benefit obligation	(0.83)	1.42	(13.24)	(3.02)
Recognised in other comprehensive income	**(0.83)**	**1.42**	**(13.24)**	**(3.02)**

The most recent actuarial valuations of the present value of the defined benefit liability were carried out at 30 September 2023. The present value of the defined benefit liability, and the related current service cost and past service cost, were measured using the projected unit credit method.

c) Amount recognised in Restated Consolidated statement of assets and liabilities :

	As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Current benefit obligation	6.42	6.71	5.88	3.81
Non - Current benefit obligation	24.83	22.04	20.28	23.14
Liability recognised in provisions	**31.25**	**28.75**	**26.16**	**26.95**

d) The principal assumption used for the purpose of actuarial valuation are as follows:

Principal actuarial assumptions at the reporting date (expressed as weighted averages):

	As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Discount rate	7.25% - 7.26%	7.26%-7.28%	6.13%-6.90%	5.88% - 6.64%
Expected rate of salary increase	12.00%	12.00%	12 - 15%	15.00%
Retirement age	58 years	58 years	58 years	58 years
Attrition rate	35% - 37%	40.00%	39.00%	25.00%
Mortality table	India Assured Life Moratility (2012-14)	India Assured Life Mortality	India Assured Life Mortality	India Assured Life Mortality

The Group regularly assesses these assumptions with the projected long-term plans and prevalent industry standards.

e) The plan typically exposes the Group to actuarial risks such as: interest rate, longevity risk and salary risk.

Interest rate risk

A decrease in the bond interest rate will increase the plan liability.

Longevity risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

(Amounts in INR millions, unless otherwise stated)

f) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

For the period ended 30 September 2023	Increase	Decrease
Impact of change in discount rate by 1%	(1.00)	1.07
Impact of change in salary by 1%	0.74	(0.70)
Impact of change in employee turnover rate by 1%	(0.26)	0.26

For the year ended 31 March 2023	Increase	Decrease
Impact of change in discount rate by 1%	(0.84)	0.89
Impact of change in salary by 1%	0.69	(0.68)
Impact of change in employee turnover rate by 1%	(0.20)	0.21

For the year ended 31 March 2022	Increase	Decrease
Impact of change in discount rate by 1%	(0.79)	0.84
Impact of change in salary by 1%	0.63	(0.59)
Impact of change in employee turnover rate by 1%	(0.19)	0.19

For the year ended31 March 2021	Increase	Decrease
Impact of change in discount rate by 1%	(1.06)	1.20
Impact of change in salary by 1%	0.72	(0.69)
Impact of change in employee turnover rate by 1%	(0.33)	0.35

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

g) The table below summarises the maturity profile and duration of the gratuity liability based on undiscounted expected future cashflows:

Particulars	As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
1st following year	6.65	6.95	6.06	3.93
2nd following year	5.85	5.94	5.40	4.23
3rd following year	4.96	4.79	4.49	4.25
4th following year	5.29	4.43	3.75	4.23
5th following year	4.65	4.11	3.34	3.88
Sums of years 6 to 10	10.92	8.78	7.63	11.50
Total	**38.32**	**35.00**	**30.67**	**32.02**

(Amounts in INR millions, unless otherwise stated)

28 Employee Stock Option Plan – 2014 ("The 2014 Plan")

(a) The Holding Company established the Employees Stock Option Scheme 2014 ("ESOP 2014") which was approved by the shareholders vide their special resolution dated on 5 August 2014. Under the plan, the Holding Company is authorised to issue up to 4,564,260 equity shares of INR 2 each to eligible employees. Employees covered by the plan are granted an option to purchase shares of the Holding Company subject to the requirements of vesting (refer note 46).

The ESOP 2014 scheme was amended and approved by the Board of Directors of the Holding Company at their meeting held on 07 July 2021. Further Amended ESOP 2014 scheme was aligned in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 which was approved in the board meeting held on 07 December, 2021.

ZAAK EPAYMENTS SERVICES PRIVATE LIMITED (hereinafter referred as "subsidiary company") established the ESOP Scheme 2020 ("Zaakpay ESOP Scheme 2020") which was approved by the shareholders vide their special resolution dated on 31 December 2020. Employees covered by the plan are granted an option to purchase shares of the subsidiary company subject to the requirements of vesting.

Vesting condition:
In case of Holding Company, the vesting condition of options is subject to continued employment and in case of subsidiary Company, the vesting condition is subject to continued employment and satisfaction of specified performance criteria.

Vesting period:
The Holding Company has issued above options with graded vesting with vesting period ranging from 1 to 4 years. The Subsidiary Company has issued options with graded vesting with vesting period ranging from 3 to 4 years.

Exercise period:
Exercise period would expire at the end of 3 - 10 years from the date of vesting of options.

(b) Movements during the period/year
The following table represents the number and weighted average exercise prices (WAEP) of, and movements in, share options during the period/year for Holding Company:

ESOP 2014 Scheme :

	As at 30 September 2023		As at 31 March 2023		As at 31 March 2022		As at 31 March 2021	
	Number of Options	WAEP	Number of Options	WAEP	Number of options	WAEP	Number of options	WAEP
Outstanding at the beginning of the period/year	1,08,081	2,565.85	1,18,737	2,689.44	1,28,818	2,631.03	1,14,803	1,897.60
Options granted during the period/year	-	-	-	-	42,507	2,262.46	19,154	7,654.34
Options exercised during the period/year	-	-	-	-	(35,725)	1,681.24	-	-
Options forfeited during the period/year	(245)	8,495.25	(10,656)	3,942.93	(16,863)	3,302.89	(5,139)	4,969.35
Options outstanding at the end of the period/year	1,07,836	2,552.38	1,08,081	2,565.85	1,18,737	2,689.44	1,28,818	2,631.03
Vested options outstanding at the end of the period/year (Exercisable)	1,04,077	2,382.90	97,358	2,343.31	69,775	1,590.04	99,370	1,324.32

The share options outstanding at the end of the period/year had a weighted average exercise price of INR 2552.38 (31 March 2023: INR 2,565.85, 31 March 2022: INR 2,689.44, 31 March 2021: INR 2,631.03), and a weighted average remaining contractual life of 3.56 years (31 March 2023 : 3.98 years, 31 March 2022: 5.21 years, 31 March 2021: 5.41 years).

Amended ESOP 2014 Scheme :

	As at 30 September 2023		As at 31 March 2023		As at 31 March 2022		As at 31 March 2021	
	Number of Options	WAEP	Number of Options	WAEP	Number of Options	WAEP	Number of Options	WAEP
Outstanding at the beginning of the period/year	3,18,769	2.00	1,93,395	2.00	-	-	-	-
Options granted during the period/year	1,23,655	2.00	1,85,070	2.00	2,08,090	2.00	-	-
Options forfeited during the period/year	(1,37,233)	2.00	(59,696)	2.00	(14,695)	2.00	-	-
Options Outstanding at the end of the period/year	3,05,191	2.00	3,18,769	2.00	1,93,395	2.00	-	-
Vested Options Outstanding at the end of the period/year (Exercisable)	82,444	2.00	41,289	2.00	-	-	-	-

The share options outstanding at the end of the period/year had a weighted average exercise price of INR 2.00 (31 March 2023 : INR 2.00, 31 March 2022 : INR 2.00, 31 March 2021 : Nil), and a weighted average remaining contractual life of 8.28 years (31 March 2023 : 8.53 years, 31 March 2022 : 9.19 years, 31 March 2021 : Nil).

The following table represents the number and weighted average exercise prices (WAEP) of, and movements in, share options during the period/year for Subsidiary Company:

Zaakpay Employee Share Options Scheme :

	As at 30 September 2023		As at 31 March 2023		As at 31 March 2022		As at 31 March 2021	
	Number of Options	WAEP	Number of Options	WAEP	Number of Options	WAEP	Number of Options	WAEP
Outstanding at the beginning of the period/year	169	1.00	383	5,053.67	-	-	-	-
Options granted during the period/year	-	-	-	-	1,031	2,20,343.61	-	-
Options forfeited during the period/year	(27)	1.00	(214)	9,043.86	(648)	3,58,375.00	-	-
Options outstanding at the end of the period/year	142	1.00	169	1.00	383	5,053.67	-	-
Vested options outstanding at the end of the period/year (Exercisable)	50	1.00	40	1.00	-	-	-	-

The share options outstanding at the end of the period/year had a weighted average exercise price of INR 1.00 (31 March 2023: INR 1.00, 31 March 2022: INR 5,053.67, 31 March 2021: Nil), and a weighted average remaining contractual life of 10.78 years (31 March 2023 : 11.92 years, 31 March 2022 : 12.90 years, 31 March 2021 : Nil).

c) Range of exercise price for share options outstanding at the end of the period/year:

ESOP 2014 Scheme :

Exercise price (Amount in INR)	As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
10	21,045	21,045	21,045	35,015
40	15,220	15,231	20,576	-
695	32,483	32,483	32,483	45,089
2,884	82	82	82	82
4,475	9,404	9,404	9,404	14,026
5,708	2,374	2,374	2,374	4,840
6,587	6,088	6,088	6,845	10,480
7,307	19,427	19,427	19,506	10,007
8,024	1,629	1,758	6,062	9,279
9,960	86	191	362	-

(Amounts in INR millions, unless otherwise stated)

Amended ESOP 2014 Scheme :

Exercise price (Amount in INR)	As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
2	3,05,191	3,18,769	1,93,395	-

Zaakpay Employee Share Options Scheme

Exercise price (Amount in INR)	As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
1	142	169	329	-
35,838	-	-	54	-

d) The weighted average fair value of options granted under the ESOP 2014 scheme during the period/year was INR Nil per option (31 March 2023: Nil per option, 31 March 2022: INR 10,362.82 per option, 31 March 2021: INR 2,972.97 per option) and in case of subsidiary company under Zaakpay Employee Share Option Scheme was also INR Nil per option (31 March 2023: Nil, 31 March 2022: INR 113,486 per option, 31 March 2021: Nil) as no new grants were issued during the period/year under the aforesaid mentioned schemes. The weighted average fair value of options granted under the Amended ESOP 2014 scheme during the period/year is INR 637.22 per option (31 March 2023: INR 599.18 per option, 31 March 2022: INR 910.60 per option, 31 March 2021: Nil per option).

	For the six months period ended 30 September 2023	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
e) Expense arising from equity-settled share-based payment transactions	11.29	95.24	260.04	31.16

f) The estimation of fair value on date of grant was made using the Black-Scholes model in Holding Company with the following assumption :

Inputs for measurement of grant date fair values of ESOPs

ESOP 2014 Scheme :

Particulars	For the six months period ended 30 September 2023	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Exercise price- (in INR)	-	-	40 - 9,960	7,307 - 8,024
Fair value at grant date- (in INR)	-	-	5,490 - 16,872	1,033 - 4,962
Expected Volatility (Standard Deviation - Annual)	-	-	40.7% - 43.9%	37.9% - 42.7%
Risk free rate	-	-	5.6% - 6.6%	5.0% - 5.9%
Dividend yield	-	-	0.00%	0.00%

Amended ESOP 2014 Scheme :

Particulars	For the six months period ended 30 September 2023	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Exercise price- (in INR)	2	2	2	-
Fair value at grant date- (in INR)	637	599	894 - 926	-
Expected Volatility (Standard Deviation - Annual)	56.3% - 59.7%	43.5% - 48.0%	41.7% - 44.7%	-
Risk free rate	7.1% - 7.2%	7.0% - 7.6%	5.7% - 6.8%	-
Dividend yield	0.00%	0.00%	0.00%	-

The estimation of fair value on date of grant was made using the Black-Scholes model and the Monte Carlo Simulations (MCS) Method in the Subsidiary Company with the following assumption :

Zaakpay Employee Share Options Scheme
Inputs for measurement of grant date fair values of ESOPs

Particulars	For the six months period ended 30 September 2023	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Exercise price- (in INR)	-	-	1 - 358,375	-
Fair value at grant date- (in INR)	-	-	27,662 - 161,481	-
Expected Volatility (Standard Deviation - Annual)	-	-	44.73% - 51.96%	-
Risk free rate	-	-	6.39% - 6.84%	-
Dividend yield	-	-	0.00%	-

(Amounts in INR millions, unless otherwise stated)

29 Fair value measurements

a) Category wise details as to carrying value, fair value and the level of fair value measurement hierarchy of the Group's financial instruments are as follows:

	Level	As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Financial assets					
a) Measured at fair value through other comprehensive income (FVTOCI)					
- Investment in NPCI (refer note 7(a))	Level 3	16.21	16.21	10.37	7.70
		16.21	16.21	10.37	7.70
b) Measured at amortised cost					
- Trade receivable (refer note 9)	Level 3	675.73	758.53	294.39	376.04
- Cash and cash equivalents (refer note 10(a))	Level 3	737.54	936.78	477.49	603.33
- Other bank balances (refer note 10(b))	Level 3	2,352.10	2,680.15	3,364.05	1,439.96
- Others financial assets (refer note 7(c))	Level 3	909.46	853.56	2,308.44	1,076.50
		4,674.83	5,229.02	6,444.37	3,495.83
Total financial assets		**4,691.04**	**5,245.23**	**6,454.74**	**3,503.53**
Financial liabilities					
a) Not measured at fair value (Other financial liabilities)					
- Borrowings (refer note 13)	Level 3	1,511.79	1,922.73	1,509.14	605.93
- Lease liabilities (refer note 41)	Level 3	123.60	132.97	68.01	-
- Trade payables (refer note 14)	Level 3	1,872.25	1,178.33	747.94	812.50
- Security deposits (refer note 15)	Level 3	0.57	0.59	0.59	13.00
- Other financial liabilities (refer note 15)	Level 3	1,683.91	2,299.38	3,724.80	2,829.81
Total financial liabilities		**5,192.12**	**5,534.00**	**6,050.48**	**4,261.24**

b) The following methods / assumptions were used to estimate the fair values:

i) The carrying value of bank deposits, trade receivables, cash and cash equivalents, trade payables, security deposits, loans, borrowings and other current financial assets and other current financial liabilities measured at amortised cost approximate their fair value due to the short-term maturities of these instruments.

ii) The fair value of non-current financial assets and financial liabilities measured are determined by discounting future cash flows using current rates of instruments with similar terms and credit risk. The current rates used does not reflect significant changes from the discount rates used initially. Therefore, the carrying value of these instruments measured at amortised cost approximate their fair value.

iii) Fair value of Investment in NPCI is based on net asset value.

c) There were no transfers between any levels for fair value measurements.

d) Following table describes the valuation techniques used and key inputs thereto for the level 3 financial assets:

Financial assets	Valuation techniques	Significant unobservable inputs	Sensitivity	Inter-relationship between significant observable inputs and fair value measurement
Investment in equityinstruments of other entities National Payment Corporation of India ("NPCI")	Refer note below*	Net asset value	Refer note below**	Not applicable

* The fair values of financial assets included in level 3 have been determined in accordance with generally accepted valuation models (read with note 29(b)).

** Sensitivity to changes in unobservable inputs: The fair value of the financial assets is directly proportional to the estimated book value of the company.
Change in significant unobservable input of discount rate by 100 bps and growth rate by 100 bps in the valuation does not have a significant impact on the carrying value of the assets in the restated consolidated financial information.

Reconciliation of level 3 fair value measurements

	Investment in equity instruments of other entities			
	For the six months period ended 30 September 2023	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Opening balance	16.21	10.37	7.70	-
Additions	-	-	-	7.70
Gains recognised in OCI	-	5.84	2.67	-
Closing balance	**16.21**	**16.21**	**10.37**	**7.70**

e) The following is the basis of categorising the financial instruments measured at fair value into Level 1 to Level 3:
Level 1: This level includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2: This level includes financial assets and liabilities, measured using inputs 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).
Level 3: This level includes financial assets and liabilities measured using inputs that 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.

(Amounts in INR millions, unless otherwise stated)

30 Capital management

The Group manages its capital to ensure that it will be able to continue as a going concern while maximising the return to stakeholders through the optimization of the debt and equity balance. The capital structure of the Group consists of net debt (note 13) offset by cash and bank balance (note 10) and total equity of the Group. The Group is not subject to any externally imposed capital requirements.

The Holding Company's board of directors reviews the capital structure of the Group on a periodic basis. As part of this review, the Board of directors considers the cost of capital, risks associated with each class of capital requirements and maintenance of adequate liquidity.

The Group manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

Gearing ratio
The Group monitors capital on the basis of the following gearing ratio:
Net debt (total borrowings net of cash and cash equivalents)
divided by
Total equity (as shown in the statement of assets and liabilities).
The gearing ratio at end of the reporting year was as follows.

	As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Borrowings	1,511.79	1,922.73	1,509.14	605.93
Cash and cash equivalents	(737.54)	(936.78)	(477.49)	(603.33)
Adjusted Net Debt (A)	774.25	985.95	1,031.65	2.60
Total equity (B)	1,533.84	1,426.94	2,165.42	(200.13)
Net debt to equity ratio	**50%**	**69%**	**48%**	**-1%**

Debt is defined as long-term and short-term borrowings.

31 Financial risk management objectives and policies

The Group management monitors and manages key financial risk relating to the operations of the Group by analysing exposures by degree & magnitude of risk. The risks include market risk (including interest rate risk, currency risk and other price risk), credit risk and liquidity risk.

The Holding Company's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

i) Credit risk management
Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables and financial guarantee provided by the Group) and from its financing activities, including deposits with banks and financial institutions, mutual funds and other financial assets. Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis.

The carrying amounts of financial assets and the maximum amount the Group would have to pay if the financial guarantee is called upon, irrespective of the likelihood of the guarantee being exercised, represents the maximum credit risk exposure.

Credit risk management considers available reasonable and supportive forward-looking information including indicators like external credit rating (as far as available), macro-economic information (such as regulatory changes, government directives, market interest rate).

Trade receivables
The Group is exposed to credit risk in the event of non-payment by trade partners. Receivable credit risk is managed subject to the Group's established policy, procedures and control relating to trade partners risk management. The Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables through a lifetime expected credit loss. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates.

Ageing of receivables is as follows :

	As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Unbilled	630.51	537.04	149.79	154.52
Not Due	20.07	159.79	17.21	99.10
Less than 6 months	17.86	49.68	29.63	116.06
6 months - 1 year	2.68	10.44	42.17	12.09
1-2 years	8.72	7.20	56.20	0.01
2-3 years	0.03	0.05	0.04	0.03
More than 3 years	0.08	0.03	0.10	-
Total	**679.95**	**764.23**	**295.14**	**381.81**

The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Group does not hold collateral as security.

Impairement losses on financial assets recognised in Restated Consolidated Statement of Profit and Loss are as follows.

	For the six months period ended 30 September 2023	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Impairment loss on trade receivables	-	4.95	-	1.15
Provision for doubtful advances	-	56.90	2.76	1.01
Provision for loss on ZIP product (refer note 40)	-	-	106.91	-
Total	**-**	**61.85**	**109.67**	**2.16**

Digital Financial Services

The Group exposure to credit risk is from the Digital financial services business in which the Group facilitates credit to its users through financing partners.The Group provides financial guarantees on the Digital financial services business to its financing partners to cover the loss on the credit extended to its users. Financial guarantees are capped to the extent agreed with the respective partner. Further, with effect from 01 December 2022 in line with the recent RBI guidelines in relation to routing of flow of funds between users and financing partners, there have been a change in the arrangement of the Group with the financing partner and as per the revised arrangements, the Group does not have any exposure to credit risk for the new credits given to its users through financing partners. Therefore, the exposure for credit risk still exists at the year end on the credits which were given prior to the new guidelines till the date they are being settled and paid off as per the agreed terms.

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

The Group manages and controls credit risk by setting limits on the amount of risk it is willing to accept for individual users and for geographical and industry concentrations, and by monitoring exposures in relation to such limits.

Credit risk is monitored by the credit risk department of the Group's independent Risk Management Unit (RMU). It is their responsibility to review and manage credit risk, including environmental and social risk for all types of users. The RMU consist of experts and credit risk managers that have deep expertise in the domain of financial and credit risk of Digital Financial Services and are responsible for managing the risk of Digital Financial Services portfolio including credit risk systems, policies, models and reporting.

The Group has established a credit quality review process to provide early warning signals to identify the changes in the creditworthiness of its Digital Financial Services users. User limits are established by the use of a credit risk classification system, which assigns each Digital Financial Services user a risk rating. Risk ratings are subject to regular revision. The credit quality review process enables the periodic assessment of the potential loss to which the Group is exposed thereby allowing it to take corrective actions.

The Group has, based on current available information and based on the policy approved by the Board of Directors, determined the provision for impairment of financial assets.

Concentration of credit risk

Concentrations arise when a number of users are engaged in similar business activities, or activities in the same geographical region, or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions.

In order to avoid excessive concentrations of risk, the Group's policies and procedures include specific guidelines to focus on spreading its Digital Financial Services portfolio across various products/states/customer base with a cap on maximum limit of exposure for an individual/Group.

While Mobikwik has diversified partners to support platform for financial services products, one of the products that scaled rapidly during the six months period ended 30 September 2023, combined with the updated regulations over the past one year, led to two of Holding Company's lending partners contributing significantly to overall revenue. The Company is in process to substantially reduce this concentration risk over the next 12 months.

Expected credit loss on financial guarantee contract

The Group has, based on current available information and based on the policy approved by the Board of Directors, calculated impairment loss allowance in the Digital Financial Services business using the Expected Credit Loss (ECL) model to cover the guarantees provided to its financing partners.

Expected credit loss (ECL) methodology

The Group has assessed the credit risk associated with its financial guarantee contracts for provision of Expected Credit Loss (ECL) as at the reporting dates. The Group makes use of various reasonable supportive forward-looking parameters which are both qualitative as well as quantitative while determining the change in credit risk and the probability of default. The underlying ECL parameters have been detailed out in the note on "Summary of material accounting policies".

Since, the Group offers digital financial services and other offerings to a large retail customer base on its digital platform via marketplace model, there is no significant credit risk of any individual customer that may impact the Group adversely, and hence the Group has calculated its ECL allowances on a collective basis.

The Group has developed an ECL Model that takes into consideration the stage of delinquency, Probability of Default (PD), Exposure at Default (EAD) and Loss Given Default (LGD).

I. Probability of Default (PD): represents the likelihood of default over a defined time horizon. The definition of PD is taken as 90 days past due for all loans.
II. Exposure at Default (EAD): represents what is the user's likely borrowing at the time of default.
III. Loss Given Default (LGD): represents expected losses on EAD given the event of default.

Each financial guarantee contract is classified into (a) Stage 1, (b) Stage 2 and (c) Stage 3 (Default or Credit Impaired). Delinquency buckets have been considered as the basis for the staging of all credit exposure under the guarantee contract in the following manner:
a) Stage 1: 0-30 days past due loans
b) Stage 2: More than 30 and up to 90 days past due loans
c) Stage 3: Above 90 days past due loans

Inputs, assumptions and estimation techniques used to determine expected credit loss

The Group's ECL provision are made on the basis of the Group's historical loss experience and future expected credit loss, after factoring in various macro-economic parameter. In calculating the ECL, given the uncertainty over the potential macro-economic impact, the Group's management has considered internal and external information including credit reports and economic forecasts up to the date of approval of these financial results. The selection of variables was made purely based on business sense.

The selected macro- economic variables were used to forecast the forward-looking PD's with macro-economic overlay incorporated. Best, base and worst scenarios were created for all the variables and default rates were estimated for all the scenarios. These default rates were then used with the same LGD and EAD to arrive at the expected credit loss for all three cases. The three cases were then assigned weights and a final probability-weighted expected credit loss estimate was computed.

The Group has also assessed the possible impact of COVID-19 pandemic on each borrower and significant increase in credit risk based on delayed payments metrics observed along with an estimation of potential stress on probability of defaults and loss given default. As a result of uncertainties resulting from COVID-19, the impact of this pandemic may be different from those estimated as on the date of approval of these financial results and the Group will continue to monitor any changes to the future economic conditions.

(Amounts in INR millions, unless otherwise stated)

Analysis of portfolio

Gross exposure at default (EAD) and expected credit loss on financial guarantee contract as at the end of the reporting year:

Particulars	(A) Gross exposure at default (EAD)*	(B) Expected credit loss allowance (ECL)*	(C) Net carrying amount (financial guarantee obligation)*	(D) Impact on profit or loss**
As at 30 September 2023				
Where credit risk has not significantly increased from initial recognition (Stage 1)	178.09	2.79	2.79	313.46
Where credit risk has increased significantly but are not credit impaired (Stage 2)	25.91	12.44	12.44	
Where credit risk has increased significantly and are credit impaired (Stage 3)	376.06	369.44	369.44	
Total	**580.06**	**384.67**	**384.67**	**313.46**
As at 31 March 2023				
Where credit risk has not significantly increased from initial recognition (Stage 1)	1,511.86	19.63	19.63	1,095.93
Where credit risk has increased significantly but are not credit impaired (Stage 2)	174.52	79.20	79.20	
Where credit risk has increased significantly and are credit impaired (Stage 3)	804.94	749.33	749.33	
Total	**2,491.32**	**848.16**	**848.16**	**1,095.93**
As at 31 March 2022				
Where credit risk has not significantly increased from initial recognition (Stage 1)	1,973.90	64.05	64.05	907.69
Where credit risk has increased significantly but are not credit impaired (Stage 2)	406.29	181.81	181.81	
Where credit risk has increased significantly and are credit impaired (Stage 3)	325.68	244.01	244.01	
Total	**2,705.87**	**489.87**	**489.87**	**907.69**
As at 31 March 2021				
Where credit risk has not significantly increased from initial recognition (Stage 1)	1,596.51	52.07	52.07	583.67
Where credit risk has increased significantly but are not credit impaired (Stage 2)	290.02	98.37	98.37	
Where credit risk has increased significantly and are credit impaired (Stage 3)	275.15	105.27	105.27	
Total	**2,161.68**	**255.71**	**255.71**	**583.67**

*Gross exposure at default, expected credit loss allowance (ECL) and net carrying amount does not include the obligation from financial guarantee contracts, as at 30 September 2023 INR 106.91 Million (31 March 2023 INR 106.91 Million, 31 March 2022: INR 106.91 Million, 31 March 2021: INR 501.51 million), on account of the matter disclosed in note 40.

Notes:

1. Gross exposure at default (A) represents the maximum amount the Group has guaranteed under the respective financial guarantee contracts including amount outstanding, accrued interest, future interest due and any expected drawdowns in future from the sanctioned loan limits as on the reporting date.

2. The Expected Credit Loss (B) allowance is computed as a product of PD, LGD and EAD adjusted for time value of money using a rate which is a reasonable approximation of EIR.

3. Net Carrying Amount (C) represents the Expected Credit Loss (ECL) recognized on financial guarantee contracts.

4. Impact on Restated Consolidated Statement of profit and loss (D) is the loss allowance recognized during the financial year.

(Amounts in INR millions, unless otherwise stated)

Reconciliation of expected credit Loss (ECL) allowance on financial guarantee contracts

Particulars	Financial guarantee obligation where credit risk has not significantly increased from initial recognition (Stage 1)	Financial guarantee obligation where credit risk has increased significantly but are not credit impaired (Stage 2)	Financial guarantee obligation where credit risk has increased significantly and are credit impaired (Stage 3)	Total
ECL allowance as at 1 April 2020	**38.86**	**102.99**	**41.57**	**183.41**
- New credit exposures during the year, net of repayments	43.29	75.13	20.77	**139.20**
- Contracts settled during the year	(30.29)	(93.22)	(7.07)	**(130.58)**
- Transfer between stages during the year	(3.64)	12.71	50.86	**59.93**
- Financial guarantee contract obligations accrued but not settled	-	-	501.51	**501.51**
- Movement due to opening EAD and credit risk	3.85	0.76	(0.86)	**3.75**
ECL allowance as at 31 March 2021	**52.07**	**98.37**	**606.78**	**757.22**
- New credit exposures during the year, net of repayments	54.93	127.31	282.83	465.07
- Contracts settled during the year	(31.77)	(51.42)	(511.30)	(594.49)
- Transfer between stages during the year	(13.80)	(4.58)	136.97	118.59
- Movement due to opening EAD and credit risk	2.62	12.13	(271.27)	(256.52)
ECL allowance as at 31 March 2022	**64.05**	**181.81**	**244.01**	**489.87**
- New credit exposures during the year, net of repayments	19.46	78.29	528.21	625.96
- Contracts settled during the year	(58.41)	(170.42)	(513.06)	(741.89)
- Transfer between stages during the year	(4.68)	32.77	18.16	46.25
- Financial guarantee contract obligations accrued but not settled	-	-	526.72	526.72
- Movement due to opening EAD and credit risk	(0.79)	(43.25)	(54.71)	(98.75)
ECL allowance as at 31 March 2023	**19.63**	**79.20**	**749.33**	**848.16**
- New credit exposures during the year, net of repayments	**-**	**-**	**-**	-
- Contracts settled during the year	(14.27)	(77.41)	(405.91)	(497.59)
- Transfer between stages during the year	(2.32)	10.76	26.23	34.67
- Movement due to opening EAD and credit risk	(0.25)	(0.11)	(0.21)	(0.57)
ECL allowance as at 30 September 2023	**2.79**	**12.44**	**369.44**	**384.67**

Note - During the period ended 30 September 2023, 31 March 2023, 31 March 2022 and 31 March 2021, financial obligation amounting to INR 646.93 milllion, INR 1,031.06 milllion, INR 1,400.58 million and INR 9.62 million respectively were paid.

Cash and cash equivalents, bank deposits and investments in mutual funds
The Group maintains its cash and cash equivalents, bank deposits and investment in mutual funds with reputed banks and financial institutions. The credit risk on these instruments is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies.

Security deposits
The Group monitors the credit rating of the counterparties on regular basis. These instruments carry very minimal credit risk based on the financial position of parties and Group's historical experience of dealing with the parties.

ii) Liquidity risk management
Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group’s approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group’s reputation.

Ultimate responsibility for liquidity risk management rests with the board of directors, who has established an appropriate liquidity risk management framework for the management of the Group's short-term, medium-term and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The Group has access to financing facilities as described below. The Group expects to meet its other obligations from operating cash flows and proceeds of maturing financial assets.

(Amounts in INR millions, unless otherwise stated)

Bank overdraft and term loan facility:	As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
- Amount utilised	1,149.20	1,430.32	1,509.14	580.48
- Amount unutilised	200.80	204.68	5.93	319.76

Maturities of financial liabilities
The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments:
The contractual maturity is based on the earliest date on which the Group may be required to pay.

Contractual maturities of financial liabilities

As at 30 September 2023	Carrying amount	Within 1 year	Between 1 and 5 years	Total
Trade payables	1,872.25	1,872.25	-	1,872.25
Lease liabilities	123.60	31.50	122.43	153.93
Other financial liabilities	1,299.81	1,299.46	0.35	1,299.81
Financial guarantee obligation	384.67	384.67		384.67
Borrowings	1,511.79	1,441.20	72.00	1,513.20
	5,192.12	**5,029.08**	**194.78**	**5,223.86**

As at 31 March 2023	Carrying amount	Within 1 year	Between 1 and 5 years	Total
Trade payables	1,178.33	1,178.33	-	1,178.33
Lease liabilities	132.97	31.50	138.18	169.68
Other financial liabilities	1,451.81	1,451.46	0.35	1,451.81
Financial guarantee obligation	848.16	848.16	-	848.16
Borrowings	1,922.73	1,701.52	224.80	1,926.32
	5,534.00	**5,210.97**	**363.33**	**5,574.30**

As at 31 March 2022	Carrying amount	Within 1 year	Between 1 and 5 years	Total
Trade payables	747.94	747.94	-	747.94
Lease liabilities	68.01	14.83	74.62	89.45
Other financial liabilities	3,235.52	3,235.17	0.35	3,235.52
Financial guarantee obligation	489.87	489.87	-	489.87
Borrowings	1,509.14	1,509.14	-	1,509.14
	6,050.48	**5,996.95**	**74.97**	**6,071.92**

As at 31 March 2021	Carrying amount	Within 1 year	Between 1 and 5 years	Total
Trade payables	812.50	812.50	-	812.50
Other financial liabilities	2,085.59	2,085.24	0.35	2,085.59
Financial guarantee obligation	757.22	757.22	-	757.22
Borrowings	605.93	605.93	-	605.93
	4,261.24	**4,260.89**	**0.35**	**4,261.24**

iii) Market risk
Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include foreign currency receivables, deposits, investments in mutual funds. The Group has in place appropriate risk management policies to limit the impact of these risks on its financial performance. The Group ensures optimization of cash through fund planning and robust cash management practices.

(a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The sensitivity disclosed in the below is attributable to bank overdraft facility availed by the group. Other borrowings of the Group have fixed interest rate.

Sensitivity	Impact on profit/loss before tax			
	30 September 2023	**31 March 2023**	**31 March 2022**	**31 March 2021**
Fixed - rate instruments				
Financial liabilities	362.59	492.41	95.08	25.45
Financial assets	931.32	1,212.50	1,154.83	292.36
Variable - rate instruments				
Financial liabilities	1,149.20	1,430.32	1,414.06	580.48
Impact on equity before tax				
+ 0.5% change in interest rate (Bank overdraft & term loan)	(5.75)	(7.15)	(7.07)	(2.90)
- 0.5% change in interest rate (Bank overdraft & term loan)	5.75	7.15	7.07	2.90
Impact on equity after tax				
+ 0.5% change in interest rate (Bank overdraft & term loan)	(4.25)	(5.29)	(5.23)	(2.15)
- 0.5% change in interest rate (Bank overdraft & term loan)	4.25	5.29	5.23	2.15

(b) Currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group is exposed to currency risk to the extent that there is a mismatch between the currencies in which sales and purchase of services are denominated (i.e. USD) and the respective functional currencies of Group companies (i.e. INR).The sensitivity related to currency risk is disclosed below.

The Group's exposure to foreign currency risk was based on the following amounts as at the reporting dates:

Exposure in USD (absolute amount)	**As at 30 September 2023**	**As at 31 March 2023**	**As at 31 March 2022**	**As at 31 March 2021**
Trade receivable	3,998.00	12,814.00	6,840.00	26,791.00
Other financial asset	-	63,312.27	-	-
Trade Payable	(13,421.00)	(1,01,211.00)	(38,175.00)	(44,481.00)

Exposure in INR (million)	**As at 30 September 2023**	**As at 31 March 2023**	**As at 31 March 2022**	**As at 31 March 2021**
Trade receivable	0.33	1.05	0.54	1.97
Other financial asset	-	5.21	-	-
Payable	(1.11)	(8.32)	(2.89)	(3.27)
Net exposure	**(0.78)**	**(2.06)**	**(2.35)**	**(1.30)**

Sensitivity	**Impact on profit/(loss) before tax**			
Receivable				
Impact on equity before tax	**30 September 2023**	**31 March 2023**	**31 March 2022**	**31 March 2021**
+ 5% change in currency exchange rate	0.02	0.05	0.03	0.10
- 5% change in currency exchange rate	(0.02)	(0.05)	(0.03)	(0.10)
Impact on equity after tax				
+ 5% change in currency exchange rate	0.01	0.04	0.02	0.07
- 5% change in currency exchange rate	(0.01)	(0.04)	(0.02)	(0.07)
Payable				
Impact on equity before tax	**30 September 2023**	**31 March 2023**	**31 March 2022**	**31 March 2021**
+ 5% change in currency exchange rate	(0.06)	(0.42)	(0.14)	(0.16)
- 5% change in currency exchange rate	0.06	0.42	0.14	0.16
Impact on equity after tax				
+ 5% change in currency exchange rate	(0.04)	(0.31)	(0.11)	(0.12)
- 5% change in currency exchange rate	0.04	0.31	0.11	0.12

(c) Price risk
Investment of funds of the Company in National Payment Corporation of India (NPCI) is categorized as 'low risk' product from liquidity risk perspectives.

Sensitivity	**Impact on loss before tax**			
	30 September 2023	**31 March 2023**	**31 March 2022**	**31 March 2021**
+ 5% change in fair value	0.81	0.81	0.52	0.39
- 5% change in fair value	(0.81)	(0.81)	(0.52)	(0.39)

32 Operating Segments

Till the year ended 31 March 2022, the information reported to the Group’s Chief Executive Officer (CEO) (the Chief Operating Decision Maker (CODM)) for the purposes of resource allocation and assessment of segment performance was focused on the degree of homogeneity of products, services and material businesses. Segment's performance was evaluated based on segment revenue, segment results and adjusted earnings before interest, taxes, depreciation and amortisation (adjusted EBITDA). Accordingly, the Group's reportable segments under Ind AS 108 were as follows:

Segment A - Consumer Payments

Segment B - Digital Financial Services (erstwhile known as BNPL)

Segment C - Payment Gateway

During the year ended 31 March 2023, the Group has reassessed the basis of segment reporting. This reassessment was required due to change in the business strategy over the period, increased interdependency between various services, increased interchangeability of resources and common costs, change in the way Group's Chief Executive Officer (CEO) (Chief Operating Decision Maker “CODM”) review Group performance etc. Accordingly, to align with the above shift in business strategy and the consequent change in the way the CODM reviews the performance, the management of the Group has modified the segment disclosure and concluded that though there are different business units of the Group, including Financial services and Payment services but CODM reviews the information at the overall level and the Group does not allocate revenue from operations, operating costs and expenses, assets and liabilities across the units. Allocation of resources and assessment of financial performance is done at the consolidated level. Accordingly, it has been assessed that Group operates in a single operating segment only.

The Group has revenues primarily from customers in India.

Segment revenue from customers - Entity wide disclosure;

Particulars	Year/Period ended			
	30 September 2023	**31 March 2023**	**31 March 2022**	**31 March 2021**
India	3,810.88	5,394.67	5,265.65	2,885.71
Outside India	-	-	-	-
Total Revenue	**3,810.88**	**5,394.67**	**5,265.65**	**2,885.71**

Total current liabilities from customers by geographic area based on location of the customers is as follows;

Particulars	Year/Period ended			
	30 September 2023	**31 March 2023**	**31 March 2022**	**31 March 2021**
India	5,133.09	5,350.27	6,110.71	4,403.03
Outside India	5.00	5.00	5.00	5.00
Total Liabilities	**5,138.09**	**5,355.27**	**6,115.71**	**4,408.03**

Major Customers:

Revenues of INR 1,946.50 million (31 March 2023 : INR 933.32 million, 31 March 2022 : Nil, 31 March 2021 : Nil) is derived from sales to customers exceeding 10% or more of the company's revenue during the period/year.

33 Additional information as required by Paragraph 2 of the General Instructions for Preparation of Restated Consolidated Financial Statements to Schedule III to the Companies Act, 2013

Name of the Entity	Net Assets i.e. Total Asset minus Total Liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As a % of Consolidated Net Assets	**Amount INR million**	**As a % of consolidated profit or loss**	**Amount INR million**	**As a % of consolidated OCI**	**Amount INR million**	**As a % of consolidated Total OCI**	**Amount INR million**
Parent								
ONE MOBIKWIK SYSTEMS LIMITED								
Balance as at 30 September 2023	113%	1,734.86						
Balance as at 31 March 2023	115%	1,639.90						
Balance as at 31 March 2022	109%	2,367.55						
Balance as at 31 March 2021	-1%	1.06						
For the year ended 30 September 2023			89%	84.48	108%	0.89	89%	85.37
For the year ended 31 March 2023			99%	(825.95)	94%	4.17	99%	(821.78)
For the year ended 31 March 2022			100%	(1,279.70)	98%	15.62	100%	(1,264.08)
For the year ended 31 March 2021			97%	(1,076.68)	100%	3.02	97%	(1,073.66)
Subsidiaries - Indian								
ZAAK EPAYMENT SERVICES PRIVATE LIMTIED								
Balance as at 30 September 2023	22%	342.22						
Balance as at 31 March 2023	26%	364.44						
Balance as at 31 March 2022	12%	256.27						
Balance as at 31 March 2021	-71%	142.12						
For the year ended 30 September 2023			-25%	(23.79)	-8%	(0.06)	-25%	(23.85)
For the year ended 31 March 2023			-2%	16.87	6%	0.25	-2%	17.11
For the year ended 31 March 2022			1%	(10.99)	2%	0.29	1%	(10.70)
For the year ended 31 March 2021			3%	(36.52)	0%	-	3%	(36.52)
MOBIKWIK INVESTMENT ADVISER PRIVATE LIMITED (formerly known as HARVEST FINTECH PRIVATE LIMITED)								
Balance as at 30 September 2023	0%	7.17						
Balance as at 31 March 2023	1%	9.30						
Balance as at 31 March 2022	0%	5.24						
Balance as at 31 March 2021	-4%	7.92						
For the year ended 30 September 2023			-2%	(2.13)	0%	-	-2%	(2.13)
For the year ended 31 March 2023			0%	(0.94)	0%	-	0%	(0.94)
For the year ended 31 March 2022			0%	(2.68)	0%	-	0%	(2.68)
For the year ended 31 March 2021			0%	(3.85)	0%	-	0%	(3.85)
MOBIKWIK CREDIT PRIVATE LIMITED								
Balance as at 30 September 2023	2%	31.87						
Balance as at 31 March 2023	2%	30.92						
Balance as at 31 March 2022	1%	30.12						
Balance as at 31 March 2021	-14%	28.79						
For the year ended 30 September 2023			1%	0.96	0%	-	1%	0.96
For the year ended 31 March 2023			0%	0.80	0%	-	0%	0.80
For the year ended 31 March 2022			0%	1.33	0%	-	0%	1.33
For the year ended 31 March 2021			0%	2.06	0%	-	0%	2.06
MOBIKWIK FINANCE PRIVATE LIMITED								
Balance as at 30 September 2023	2%	32.61						
Balance as at 31 March 2023	2%	31.70						
Balance as at 31 March 2022	1%	30.77						
Balance as at 31 March 2021	-15%	29.44						
For the year ended 30 September 2023			1%	0.91	0%	-	1%	0.91
For the year ended 31 March 2023			0%	0.93	0%	-	0%	0.93
For the year ended 31 March 2022			0%	1.33	0%	-	0%	1.33
For the year ended 31 March 2021			0%	1.99	0%	-	0%	1.99
Adjustment arising out of consolidation								
Balance as at 30 September 2023	-43%	(614.89)						
Balance as at 31 March 2023	-46%	(649.32)						
Balance as at 31 March 2022	-24%	(524.52)						
Balance as at 31 March 2021	205%	(409.46)						
For the year ended 30 September 2023			36%	34.35	0%	-	36%	34.35
For the year ended 31 March 2023			4%	(29.86)	0%	-	4%	(29.86)
For the year ended 31 March 2022			-1%	9.11	0%	-	-1%	9.11
For the year ended 31 March 2021			0%	-	0%	-	0%	-
Total								
Balance as at 30 September 2023		1,533.84						
Balance as at 31 March 2023		1,426.94						
Balance as at 31 March 2022		2,165.42						
Balance as at 31 March 2021		(200.13)						
For the year ended 30 September 2023				94.78		0.83		95.61
For the year ended 31 March 2023				(838.14)		4.42		(833.72)
For the year ended 31 March 2022				(1,281.62)		15.91		(1,265.71)
For the year ended 31 March 2021				(1,113.00)		3.02		(1,109.97)

(Amounts in INR millions, unless otherwise stated)

34 Related party transactions

i) Names of related parties and related party relationship with whom transactions have taken place:

a) Entity's subsidiaries
ZAAK EPAYMENTS SERVICES PRIVATE LIMITED
MOBIKWIK FINANCE PRIVATE LIMITED
MOBIKWIK CREDIT PRIVATE LIMITED
MOBIKWIK INVESTMENT ADVISER PRIVATE LIMITED (formerly known as HARVEST FINTECH PRIVATE LIMITED)

b) Individuals owning directly or indirectly, an interest in the voting power of the Company that gives them Significant Influence over the Company and Key Management Personnel (KMP)

Name	**Designation**
Mr. Bipin Preet Singh	Managing Director & Chief Executive Officer
Ms. Upasana Rupkrishan Taku	Chairperson, Whole-time Director, Chief Financial Officer (w.e.f. 15 June 2023) and Chief Operating Officer (till 21 December 2023)
Mr. Chandan Joshi	Whole-time Director (w.e.f 23 June 2021, till 6 June 2023)
Mr. Dilip Bidani	Chief Financial Officer (w.e.f 29 June 2021, till 16 December 2022)
Mr. Rohit Shadeja	Company Secretary (till 17 April 2021)
Mr. Rahul Luthra	Company Secretary (w.e.f 17 April 2021, till 14 March 2023)
Mr. Rajat Kayathwal	Company Secretary (w.e.f 12 September 2023 till 04 December 2023)
Ms. Ankita Sharma	Company Secretary (w.e.f 5 December 2023)
Ms. Punita Kumar Sinha	Independent Director (w.e.f 7 July 2021)
Ms. Sayali Karanjkar	Independent Director (w.e.f 7 July 2021)
Mr. Navdeep Singh Suri	Independent Director (w.e.f 7 July 2021)
Mr. Raghuram Hiremagalur Venkatesh	Independent Director (w.e.f 7 July 2021)
Mr. Vineet Bansal	Additional Non-Executive, Non-Independent Nominee director (w.e.f 5 December 2023)

c) Others

Ms. Utma Taku	Relative of a person having Significant Influence over the Company and Key Management Personnel (KMP)

Related party transactions prior to elimination (As per schedule VI (Para 11(I) (A)(i)(g)) of ICDR Regulations

ii) Transactions with related parties	**For the six months period ended 30 September 2023**	**For the year ended 31 March 2023**	**For the year ended 31 March 2022**	**For the year ended 31 March 2021**
(a) Investment in Subsidiary				
- ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	-	89.94	124.16	350.27
- MOBIKWIK INVESTMENT ADVISER PRIVATE LIMITED (formerly known as HARVEST FINTECH PRIVATE LIMITED)	-	5.00	-	9.07
(b) Payment Gateway Cost				
- ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	473.88	1,109.32	2,004.00	1,397.26
(c) Business Promotion Cost				
- MOBIKWIK INVESTMENT ADVISER PRIVATE LIMITED (formerly known as HARVEST FINTECH PRIVATE LIMITED)	0.83	2.36	-	-
(d) Revenue from Consumer payments				
- ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	1.70	5.17	1,388.00	17.03
- MOBIKWIK INVESTMENT ADVISER PRIVATE LIMITED (formerly known as HARVEST FINTECH PRIVATE LIMITED)	-	-	0.41	-
(e) Funds transferred to Subsidiary Company				
- ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	210.00	285.00	248.00	310.14
- MOBIKWIK FINANCE PRIVATE LIMITED	-	25.00	58.00	26.77
- MOBIKWIK CREDIT PRIVATE LIMITED	-	29.00	57.00	26.65
- MOBIKWIK INVESTMENT ADVISER PRIVATE LIMITED (formerly known as HARVEST FINTECH PRIVATE LIMITED)	-	-	2.10	-
(f) Funds received from Subsidiary Company				
- ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	301.00	473.26	197.48	676.62
- MOBIKWIK FINANCE PRIVATE LIMITED	25.00	25.00	58.00	-
- MOBIKWIK CREDIT PRIVATE LIMITED	29.00	29.00	57.00	-
- MOBIKWIK INVESTMENT ADVISER PRIVATE LIMITED (formerly known as HARVEST FINTECH PRIVATE LIMITED)	-	2.10	-	1.67
(g) Service Income				
- ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	6.71	16.41	84.61	61.64
- MOBIKWIK INVESTMENT ADVISER PRIVATE LIMITED (formerly known as HARVEST FINTECH PRIVATE LIMITED)	0.37	0.42	-	-
(h) Reimbursement (Paid by Subsidiary on behalf of Company)				
- ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	-	-	71.63	-
- MOBIKWIK INVESTMENT ADVISER PRIVATE LIMITED (formerly known as HARVEST FINTECH PRIVATE LIMITED)	-	-	1.42	-
(i) Reimbursement (Paid by Company on behalf of Subsidiary)				
- ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	-	-	51.81	21.52
- MOBIKWIK FINANCE PRIVATE LIMITED	-	-	-	0.81
- MOBIKWIK CREDIT PRIVATE LIMITED	-	-	-	0.46
(j) Interest income from loan to the Subsidiary Company				
- ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	-	0.02	6.65	19.43
- MOBIKWIK INVESTMENT ADVISER PRIVATE LIMITED (formerly known as HARVEST FINTECH PRIVATE LIMITED)	-	0.10	0.03	0.20
(k) Interest Cost on loan from the Subsidiary Company				
- MOBIKWIK FINANCE PRIVATE LIMITED	1.24	0.66	1.33	2.84
- MOBIKWIK CREDIT PRIVATE LIMITED	1.43	0.77	1.33	2.83
- ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	14.44	4.65	-	-
(l) ESOP of Company issued to employees of Subsidiary Company				
- ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	0.27	0.19	-	-
(m) ESOP of Subsidiary Company issued to employees of Company				
- ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	1.25	0.90	-	-
(n) Remuneration to Key Management Personnel (KMP)				
Short-term employee benefits	49.31	90.39	104.99	28.42
Post-employment gratuity	0.87	1.28	8.17	0.76
Other long term employee benefits	(0.69)	0.15	1.81	0.36
Share based payments	0.01	6.19	87.99	0.13
Director's sitting fees and remuneration	6.70	9.60	9.09	-
(o) Legal and professional				
- Utma Taku	-	-	1.64	-

(Amounts in INR millions, unless otherwise stated)

iii) Outstanding balances with related parties	For the six months period ended 30 September 2023	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
(a) Salary Payable				
- Mr. Bipin Preet Singh	7.08	1.09	11.05	20.86
- Ms. Upasana Rupkrishan Taku	7.08	1.09	11.05	21.62
- Mr. Rohit Shadeja	-	-	0.01	0.59
- Mr. Rahul Luthra	-	0.12	0.39	-
- Mr. Dilip Bidani	-	-	0.71	-
- Mr. Chandan Joshi	4.85	8.57	7.44	-
- Mr. Rajat Kayathwal	0.12	-	-	-
(b) Payable to Merchants				
- ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	0.39	0.49	238.78	7.89
(c) Receivable from Payment Gateway Companies				
- ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	340.95	144.15	383.45	263.05
- MOBIKWIK INVESTMENT ADVISER PRIVATE LIMITED (formerly known as HARVEST FINTECH PRIVATE LIMITED)	-	-	0.97	-
(d) Borrowings from Subsidiary				
- ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	291.05	187.05	-	-
- MOBIKWIK FINANCE PRIVATE LIMITED	26.11	-	-	-
- MOBIKWIK CREDIT PRIVATE LIMITED	30.29	-	-	-
(e) Recoverable (expenses incurred by Company on behalf of)				
- MOBIKWIK FINANCE PRIVATE LIMITED	-	-	-	0.81
- MOBIKWIK CREDIT PRIVATE LIMITED	-	-	-	0.46
(f) Loan to Subsidiary				
- ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	-	-	1.18	6.96
- MOBIKWIK INVESTMENT ADVISER PRIVATE LIMITED (formerly known as HARVEST FINTECH PRIVATE LIMITED)	-	-	2.13	-
(g) Loans and Advances (Forex cards)				
- Mr. Bipin Preet Singh	0.04	0.04	0.03	0.03
- Ms. Upasana Taku	1.79	1.79	1.66	1.61
(h) Trade payables				
- ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	20.93	35.11	29.42	-
- MOBIKWIK INVESTMENT ADVISER PRIVATE LIMITED (formerly known as HARVEST FINTECH PRIVATE LIMITED)	1.24	0.34	1.64	-
- MOBIKWIK FINANCE PRIVATE LIMITED	-	-	-	-
- MOBIKWIK CREDIT PRIVATE LIMITED	-	-	-	-
(i) Other financial assets				
- ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	6.71	-	18.88	61.64
- MOBIKWIK INVESTMENT ADVISER PRIVATE LIMITED (formerly known as HARVEST FINTECH PRIVATE LIMITED)	0.79	0.42	-	-
(j) Trade Receivables				
- ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	-	-	65.65	-
(k) Investments in Subsidiaries				
- ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	564.51	564.51	474.57	350.41
- MOBIKWIK FINANCE PRIVATE LIMITED	25.00	25.00	25.00	25.00
- MOBIKWIK CREDIT PRIVATE LIMITED	25.00	25.00	25.00	25.00
- MOBIKWIK INVESTMENT ADVISER PRIVATE LIMITED (formerly known as HARVEST FINTECH PRIVATE LIMITED)	75.49	75.49	70.49	70.49
Less: Impairment allowance in value of investments in MOBIKWIK INVESTMENT ADVISER PRIVATE LIMITED (formerly known as HARVEST FINTECH PRIVATE LIMITED)	(75.49)	(75.49)	(70.49)	(61.42)
(l) Payable to Independent directors				
Ms. Punita Kumar Sinha	0.57	0.50	0.57	-
Ms. Sayali Karanjkar	1.10	0.56	0.65	-
Mr. Navdeep Singh Suri	1.01	0.65	0.65	-
Mr. Raghuram Hiremagalur Venkatesh	0.50	0.43	0.43	-
(m) Payable for expenses				
- Utma Taku	1.64	1.64	1.64	-
(n) Payable to related party				
- ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	1.68	0.70	-	-
(o) Share issue expense (recoverable)				
- Mr. Bipin Preet Singh	-	0.67	-	-
- Ms. Upasana Taku	-	0.34	-	-

(iv) Terms and Conditions

All transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions and within the ordinary course of business.

(v) Disclosure required under Sec 186(4) of the Companies Act 2013

Full particulars of loans given, investment made, guarantee given, security provided together with purpose in terms of Section 186(4) of the Companies Act,2013

Investment Made

Particulars	No of shares held	As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	118,209 equity shares of INR 1/- each	564.51	564.51	474.57	350.41
MOBIKWIK FINANCE PRIVATE LIMITED	2,500,000 equity shares of INR 10/- each	25.00	25.00	25.00	25.00
MOBIKWIK CREDIT PRIVATE LIMITED	2,500,000 equity shares of INR 10/- each	25.00	25.00	25.00	25.00
MOBIKWIK INVESTMENT ADVISER PRIVATE LIMITED (formerly known as HARVEST FINTECH PRIVATE LIMITED)	1,313,439 equity shares of INR 10/- each	75.49	75.49	70.49	70.49

Loans Given

Particulars	Purpose	As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	Working Capital	-	-	1.18	6.96
MOBIKWIK INVESTMENT ADVISER PRIVATE LIMITED (formerly known as HARVEST FINTECH PRIVATE LIMITED)	Working Capital	-	-	2.13	-

(Amounts in INR millions, unless otherwise stated)

35 Contingent liabilities and commitments (to the extent not provided for)

Particulars	For the six months period ended 30 September 2023	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
(a) Claims against the Group not acknowledged as debts:				
Income tax matters for financial year 2016-17*	-	-	-	583.00
Other income tax matters	4.14	4.14	4.14	4.14
Amount paid under protest relating to the above matter	1.83	1.83	1.83	0.83

* During the year ended 31 March 2022, the Holding Company had received an assessment order dated 15 June 2021 imposing a demand of INR 583.00 million on account of additions made under section 68 of the Income Tax Act, 1961 for the financial year 2016-17. The said demand has been made by the assessing officer, in respect of documents sought for the identity of the investor, their creditworthiness and genuineness of the funding received by the Holding Company during the said financial year. Basis the facts of the matter and the advice obtained from tax counsel, the Holding Company filed a writ petition with High Court and the said order has been set aside by the High Court on 7 July 2021 .

(b) The Group does not have any long term commitments/contracts including derivative contracts for which there will be any material foreseeable losses.
(c) The Group does not have any amounts which were required to be transferred to the Investor Education and Protection Fund.

36 During the year ended 31 March 2023, the Holding Company noted that due to some technical glitch on the MobiKwik platform some of the users were able to execute fraudulent transactions for the purchase of Gift cards. Based on the management assessment, the total amount of transactions executed was INR 69.49 million. The Holding Company was able to block the transactions worth INR 14.86 million. Accordingly, the loss on account of the above-mentioned matter was INR 54.63 million. No employees or officer of the Holding Company was involved in this fraud.

The Holding Company had filed a criminal complaint against the accused persons before the Cyber Cell, Gurgaon and the matter is under the police investigation. Further, the Holding Company has also been able to recover INR 6.88 million till date.

37 During the year ended 31 March 2018 and 31 March 2017, out of proceeds of INR 707.50 million and INR 472.52 million respectively received by Company by way of preferential allotment of preference shares, the Company had not kept INR 451.73 million and INR 100.00 million from respective years proceeds in a separate bank account and utilised these amounts for payments towards business purposes before allotment of shares to the investors. The management believes that by allotting shares to respective investors within the timeframe of 60 days, the overall intent and spirit of Section 42 of the Companies Act, 2013 was duly complied with. Further, on 19 April 2021, the Company had filed an application before the Registrar of Companies, National Capital Territory of Delhi for compounding of these non-intentional non-compliances under section 441 of the Companies Act, 2013, read with section 42 & 450 of the Companies Act, 2013. As per the order dated 13 August 2021 the same was compounded.

38 In February 2019, the Supreme Court of India in its judgement clarified the applicability of allowances that should be considered to measure obligations under Employees Provident Fund Act, 1952. The Company noted that there are interpretative challenges on the application of judgement retrospectively and as such does not consider there is any probable obligations for past periods. Accordingly, based on the available facts and information, the Company has complied with the Supreme Court ruling for Provident Fund contribution from the date of Supreme Court Order. Effective April 2019, the Company made certain changes in compensation structure of employees to avoid any possible ambiguity in respect of definition of basic wages for the purpose of the EPF Act. Further, the Company has paid the recorded liability for the month of March 2019 during the year ended 31 March 2021.

39 The Holding Company received a Show Cause Notice (“SCN”), dated 16 September 2021, from the RBI for not complying with the net-worth requirement mandated in Paragraph 13 (c) of the Bharat Bill Payment System (BBPS) guidelines. It responded to the SCN clarifying its position that the it had requested for an extension till 30 September 2021 to meet the requirement and was granted the same by the RBI on 17 May 2021. On 15 November 2021, a RBI personal hearing was held in which the Holding Company explained the reason of shortfall in net worth, including fallout and unanticipated delays in closure of transactions with investors pursuant to Covid-19. However, on 7 December 2021, RBI imposed a penalty of INR 10 million on the Holding Company. The Holding Company had recorded this penalty under the head "Rates and taxes" within "Other expenses" in the restated consolidated statement of profit and loss for the year ended 31 March 2022 and had duly deposited the same on 03 January 2022.

40 The Holding Company is authorized to function as a Bharat Bill Payment System Operating Unit (“BBPOU”) vide license dated 24 January 2019 to allow bill payments of various kinds including but not limited to FASTag recharge. During the year ended 31 March 2022, the Holding Company noted suspicious transactions with respect to the recharge of various FASTags through MobiKwik ZIP. A total of 617 FASTags issued by a certain Payments Bank (“PB”) in the State of Assam, India were recharged for a total of INR 107.3 Million.

On investigation, the Holding Company found that the FASTag account in case of the PB was NOT a sub-wallet to the main wallet which thereby enabled fraudsters to transfer the FASTag recharge amount into the main wallet/bank account/other linked bank accounts which is in violation of the RBI Master Directions on Prepaid Payment Instruments (“PPI”), 2021 (“Master Directions”).

On 08 December 2021, the Holding Company filed an FIR before the Officer In charge - BIEO (Bureau of Investigation of Economic Offences) Guwahati, Assam against masterminds/culprits who orchestrated this FASTag misuse under Section 120B, 406, 420 of the Indian Penal Code, 1860. Pending litigation and recovery proceedings, the Holding Company had expensed off INR 106.91 million in the restated consolidated statement of profit and loss for the year ended 31 March 2022.

41 Right-of-use assets - Leases
The Group’s leased assets primarily consist of lease of office space.

Group as a lessee
Below are the carrying amounts of right-of-use assets recognised and the movements during the period/year

Particulars	Office space	Total
As at 1 April 2020	**64.16**	**64.16**
Termination/ End of lease contract	(64.16)	(64.16)
As at 31 March 2021 (A)	**-**	**-**
Additions	71.51	71.51
As at 31 March 2022 (A)	**71.51**	**71.51**
Additions	80.70	80.70
As at 31 March 2023 (A)	**152.21**	**152.21**
Additions	-	-
As at 30 September 2023 (A)	**152.21**	**152.21**

Accumulated depreciation

Particulars	Office space	Total
As at 1 April 2020	20.66	20.66
Charge for the year	8.86	8.86
Termination/ End of lease contract	(29.52)	(29.52)
As at 31 March 2021 (B)	**-**	**-**
Charge for the year	4.98	4.98
As at 31 March 2022 (B)	**4.98**	**4.98**
Charge for the year	23.02	23.02
As at 31 March 2023 (B)	**28.00**	**28.00**
Charge for the period	12.94	12.94
As at 30 September 2023 (B)	**40.94**	**40.94**

Net carrying amount (A) - (B)		
As at 31 March 2021	**-**	**-**
As at 31 March 2022	**66.53**	**66.53**
As at 31 March 2023	**124.21**	**124.21**
As at 30 September 2023	**111.27**	**111.27**

(Amounts in INR millions, unless otherwise stated)

Amounts recognised in Restated Consolidated Statement of Profit and Loss

Particulars	For the six months period ended 30 September 2023	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Depreciation expense on right-of-use assets	12.94	23.02	4.98	8.86
Interest expense on lease liability	6.38	12.60	2.85	1.97
Expense relating to short-term leases	12.44	12.74	12.95	0.75

The following is the movement in lease liabilities during the period/year:

	For the six months period ended 30 September 2023	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Opening balance	132.97	68.01	**-**	50.62
Additions	-	77.80	68.87	-
Amounts recognised in restated consolidated statement of profit and loss as interest expense	6.38	12.60	2.85	1.97
Payment of lease liabilities	(15.75)	(25.44)	(3.71)	(10.84)
Derecognition	-	-	-	(41.75)
Closing balance	**123.60**	**132.97**	**68.01**	**-**

The following is the break-up of current and non-current lease liabilities:

	As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Current	20.18	19.19	8.47	-
Non-current	103.42	113.78	59.54	-

Amounts recognised in Restated Consolidated Statement of Cash Flows

Particulars	For the six months period ended 30 September 2023	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Total cash outflow for leases	15.75	25.44	3.71	10.84

Notes:

(1) When measuring lease liabilities for leases that were classified as operating leases, the Group discounted lease payments using its incremental borrowing rate at Ind AS transition date. The weighted-average pre-tax rate applied is 10% p.a.

(2) The maturity analysis of lease liabilities is presented in Note 31

42 Disclosures as per the Micro, Small and Medium Enterprises Development (MSMED) Act,2006

The dues to micro and small enterprises as required under MSMED Act, 2006, based on the information available with the Group, is given below

Particulars	As at 30 September 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
1. Principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting period/year	53.18	94.26	55.13	6.77
- Principal amount due to micro and small enterprises	51.72	93.47	55.13	6.77
- Interest due on above	1.46	0.79	-	-
2. Amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting period/year	-		-	-
3. Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period/year) but without adding the interest specified under MSMED Act, 2006	-		-	-
4. Amount of interest accrued and remaining unpaid at the end of each accounting period/year.	-		-	-
5. Amount of further interest remaining due and payable even in the succeeding period/year, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	-		-	-

(Amounts in INR millions, unless otherwise stated)

43 Till financial year 2022-23, the Group had incurred losses, whereas during the six months period ended 30 September 2023, there has been improvement in the financial performance of the Group and the group has generated a profit after tax of INR 94.78 million. The Group has net worth of INR 1,533.84 million and a positive working capital position (i.e. its current assets exceed its current liabilities) as at 30 September 2023 of INR 244.44 million, including cash and cash equivalents of INR 737.54 million. Further, based on the current business plan and projections prepared by the management, the group expects to achieve growth in its operations in the coming years with continuous improvement in operational efficiency. Management has made an assessment of the Group's ability to continue as a going concern and believes that the Group will continue to be a going concern considering, amongst other things, expected growth in operations, existing cash and cash equivalents and other available bank balances.

In view of the above, management has concluded that the going concern assumption is appropriate. Accordingly, the restated consolidated financial statements do not include any adjustments regarding the recoverability and classification of the carrying amount of assets and classification of liabilities that might result, should the Group be unable to continue as a going concern.

44 During the Financial year ended 31 March 2023, the Company has issued 39,742 (Thirty-Nine Thousand Seven Hundred Forty Two) compulsorily convertible cumulative preference shares of a face value of INR 100 (Indian Rupees One Hundred only) at the Subscription Price of INR 1,132.30 (Indian Rupees One Thousand One Hundred Thirty Two point Thirty paise) per Series H CCCPS. Further, the Subscriber has subscribed to the partly paid-up Series H CCCPS of INR 1 (Indian Rupee One only) per share as on date and shall pay the remaining amounts on calls as per the mechanism mentioned in Securities subscription agreement ("the agreement"). The paid-up amount of INR 0.04 million has been categorized as liability and grouped under other financial liabilities.

Subsequent to the period ended 30 September 2023, the Company has sent notice vide dated 5 December 2023 to the partly paid-up series H CCCPS Holder to call the unpaid money on 39,742 Series H CCCPS. Series H CCCPS holders relinquished their rights subject to the terms of the agreement.

45 The Board of Directors and shareholders of the Holding Company at their meeting held on 20 June 2021 and 22 June 2021 respectively, have approved stock split of one equity share having face value of INR 10 each into five equity shares having face value of INR 2 each. Further, in addition to the aforesaid, capitalisation of securities premium of the Holding Company for issuance of 3:1 bonus shares on fully paid equity shares having face value of INR 2 per share have also been approved.

Number of equity shares (as at 21 June 2021)	10,41,196
Number of Equity shares post stock split (1 equity share into 5 equity shares) (as at 21 June 2021)	52,05,980
Number of Equity shares with bonus shares (3 bonus shares for each equity share) (as at 22 June 2021)	2,08,23,920

Note: The impact of above mentioned stock split and issue of bonus shares have been considered retrospectively for the purpose of calculation of basic and diluted earnings per share for all periods presented.

46 The ESOP pool of 228,213 fully paid-up Equity Shares in the Holding Company of face value of INR 10 each has been adjusted and increased to 4,564,260 fully paid-up Equity Shares in the Holding Company of face value of INR 2 each to give effect of stock split and bonus issue of equity shares of the Holding Company as mentioned above in note 45.

47 During the year ended 31 March 2022, the Holding Company had converted the Cumulative Compulsory Convertible Preference Shares (CCCPS) into Equity shares as mentioned below -

Particulars	**Number of CCPS before conversion**	**Converted to number of equity shares**
Conversion prior to share splits and bonus issue	36,201	36,201
Conversion post share splits and bonus issue	17,01,513	3,47,62,949
Total	**17,37,714**	**3,47,99,150**

48 During 2014 to 2017, there were some delays in RBI related filings for allotments made to 10 non-resident shareholders due to mismatches in KYC documents and FIRCs. Resubmissions were done with the RBI and approval have been received on all such submissions. In this regard, the Company has filed a compounding application dated 01 December 2023 and subsequent clarification sought by RBI was replied to on 11 December 2023 with the RBI for compounding of the same. The application is currently pending before the RBI.

49 Part A : Statement of adjustments to restated consolidated financial information

Summarised below are the restatement adjustments made to the audited financial statements for the six months period ended 30 September 2023 and for the years ended 31 March 2023, 31 March 2022 and 31 March 2021 and their impact on the profit /(loss) of the Company.

Reconciliation between audited equity and restated equity

Particulars	**As at 30 September 2023**	**As at 31 March 2023**	**As at 31 March 2022**	**As at 31 March 2021**
Total equity (as per audited Financial statements)	**1,533.84**	**1,426.94**	**2,165.42**	**(200.13)**
Adjustments				
(i) Audit qualifications	-	-	-	-
(ii) Adjustments due to change in accounting policy / prior period items / other adjustments	-	-	-	-
(iii) Deferred tax impact on adjustments in (i) and (ii), as applicable	-	-	-	-
Total adjustments (i + ii + iii)	**-**	**-**	**-**	**-**
Total Equity as per restated consolidated statement of assets and liabilities	**1,533.84**	**1,426.94**	**2,165.42**	**(200.13)**

Reconciliation between audited profit and restated profit

Particulars	**For the six months period ended 30 September 2023**	**For the year ended 31 March 2023**	**For the year ended 31 March 2022**	**For the year ended 31 March 2021**
Profit/(loss) after tax (as per audited Financial statements)	**94.78**	**(838.14)**	**(1,281.62)**	**(1,113.00)**
Restatement adjustments				
(i) Audit qualifications	-	-	-	-
(ii) Adjustments due to change in accounting policy / prior period items / other adjustments	-	-	-	-
(iii) Deferred tax impact on adjustments in (i) and (ii), as applicable	-	-	-	-
Total adjustments (i + ii + iii)	**-**	**-**	**-**	**-**
Profit/(loss) as per restated consolidated statement of profit and loss	**94.78**	**(838.14)**	**(1,281.62)**	**(1,113.00)**

There were no Ind AS adjustment for the six months period ended 30 September 2023 and for the year ended 31 March 2023, 31 March 2022 and 31 March 2021 as the financial statements has been prepared under Ind AS.

(Amounts in INR millions, unless otherwise stated)

Part B : Notes to Adjustments

1 **Adjustments for Audit Qualifications**: None (also refer Note 2 below for non-adjusted items)

2 **Audit Qualifications/comments in Annexure to Auditors' Report, which do not require any corrective adjustments in the Restated Consolidated Financial Information.**

(i) Annexure to Auditor's Report for the Six months period ended 30 September 2023
Emphasis of matter which describes that the Special Purpose Interim Consolidated Financial Statements are not suitable for any other purpose other than as defined in basis of accounting and report should not be used, referred to or distributed for any other purpose.

(ii) Annexure to Auditor's Report for the Financial Year ended 31 March 2023
(a) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except that the back-up of the books of account and other relevant books and papers in electronic mode has not been kept on servers physically located in India on a daily basis.
(b) Our opinion under section 143(3)(i) of the Act for the year ended 31 March 2023, on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to four subsidiary companies, which are companies incorporated in India, is based on the corresponding report of the auditor of such companies incorporated in India.

(iii) Annexure to Auditor's Report for the Financial Year ended 31 March 2022
(a) Our opinion under section 143(3)(i) of the Act for the year ended 31 March 2022, on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to one subsidiary company, which is a company incorporated in India, is based on the corresponding report of the auditor of such company incorporated in India.

(iv) Annexure to Auditor's Report for the Financial Year ended 31 March 2021
(a) Also refer note 37 which was a subject matter of qualification.
(b) Our opinion under section 143(3)(i) of the Act for the year ended 31 March 2021, on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to one subsidiary company, which is a company incorporated in India, is based on the corresponding report of the auditor of such company incorporated in India.

Part C : Regrouping

During the period ended 30 September 2023, the Group has revised the presentation of certain notes to the Restated Consolidated Financial information for better presentation. Hence comparative amounts for the year ended March 2023, March 2022 and March 2021 have been presented accordingly for consistency.

I. Expenses previously shown as part of 'Other Expenses', now presented as a separate line in Restated Consolidated Statement of Profit and Loss

Particulars	**For the year ended 31 March 2023**	**For the year ended 31 March 2022**	**For the year ended 31 March 2021**
Payment gateway cost	1,566.52	2,276.75	1,511.60
Lending operational expenses	685.04	176.07	67.04
Financial guarantee expenses	1,095.93	907.69	583.67

II. Contract liabilities earlier presented as separate line in the Consolidated Statement of assets and liabilities, now merged with Other Current liabilities.

Particulars	**Balance as at 31 March 2023**	**Balance as at 31 March 2022**	**Balance as at 31 March 2021**
Deferred revenue	14.52	24.01	46.65
Customer incentives	6.98	12.69	30.47
Advance from customers	2.26	1.93	0.14
Total Contract liabilities	**23.76**	**38.63**	**77.26**

III. Share issue expenses of INR 61.12 million previously presented as an exceptional item in Consolidated Statement of Profit and Loss, now included as part of 'Other Expenses' for the financial year ended 31 March 2022.

Part D : Operating Segments

Reference is made to note 32, which explains that to align with the shift in business strategy and the consequent change in the way the CODM reviews the performance, the management of the Group has modified the segment disclosure and concluded that the Group operates in a single operating segment only. Accordingly, the operating segment information has not been disclosed for the financial year ended 31 March 2022 and 31 March 2021.

Part E : Shareholding of promoters
The disclosure related to share held by promoters has been updated for following years:
Shares held by promoters at the end of the year:

	As at 31 March 2023	**As at 31 March 2022**	**As at 31 March 2021**
Number of Shares			
Narinder Singh Family Trust	2,10,762	2,10,762	-
Koshur Family Trust	1,49,205	1,49,205	-
% of total shares			
Narinder Singh Family Trust	0.37%	0.37%	-
Koshur Family Trust	0.26%	0.26%	-
% Change during the year			
Narinder Singh Family Trust	0.00%	0.37%	-
Koshur Family Trust	0.00%	0.26%	-

50 Other notes -

a. No proceeding has been initiated or pending against the Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

b. There are no transactions to report on Crypto Currency or Virtual Currency.

c. The Group has not been declared as wilful defaulter by any bank or financial institution or other lender.

d. The Group has not entered into transactions with Companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956, except in certain cases for which the details have been mentioned below:

Company Name	**Nature of transaction**	**Balance as at 30 September 2023**	**Balance as at 31 March 2023**	**Balance as at 31 March 2022**	**Balance as at 31 March 2021**	**Relationship with Struckoff Companies**
Payloud Technology Private Limited	Payables - Marketing Services	0.31	0.31	-	-	Creditor
Blitzkrieg Retail Private Limited*	Payables - Payment Services	0.00	0.00	0.00	0.00	Merchant
Travelur Solutions Private Limited*	Payables - Payment Services	0.00	0.00	0.00	0.00	Merchant
Scala Infotech Private Limited*	Payables - Payment Services	0.00	0.00	0.00	0.00	Merchant
Raje Retail Private Limited*	Payables - Payment Services	0.00	0.00	0.00	0.00	Merchant
Intelliplay Global Private Limited	Payables - Payment Services	0.01	0.01	0.01	0.01	Merchant
Global Software Private Limited	Payables - Payment Services	-	0.46	-	-	Merchant

* Represents balances, rounded off to "0" on conversion to INR million.

The Subsidiary Company "ZAAK EPAYMENT SERVICES PRIVATE LIMITED" has entered into the transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 as per details in the table below.

e. There are no transaction which has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

f. There are no charges or satisfaction yet to be registered with ROC beyond the statutory period.

g. There are no funds which have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by Group to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

i. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Group or

ii. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:

i. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

ii. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

h. The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of layers) Rules 2017

i. The Group has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

j. The Group has not revalued its Property, Plant and Equipment (including Right-of-Use Assets) or intangible assets or both during the current or previous year

k. The Group has used the borrowings from banks and financial institutions for the specific purpose for which it was taken.

l. The Group does not have any immovable properties other than properties where the Group is a lessee and the lease agreements are duly executed in favour of the lessee.

51 ZAAK EPAYMENT SERVICES PRIVATE LIMITED ("Zaak") had initially submitted the Payment Aggregator ('PA') application on 8 May 2021. The said application was returned by the RBI on 11 March 2022, stating reasons for non-fulfilment of the prescribed net worth criteria of INR 150 million as on 31 March 2021. Subsequently on 28 July 2022, a window to re-apply for PA's was opened for the entities which existed as on 17 March 2020 with the net worth of INR 150 million (as on 31 March 2022). Zaak, has re-submitted the PA application on 7 September 2022 and got the In-Principle authorisation from the RBI to operate as a Payment Aggregator under the Payment and Settlement Systems Act, 2007 dated 13 October 2023.

For B S R & Associates LLP
Chartered Accountants
ICAI Firm Registration No. 116231W/W-100024

Girish Arora
Partner
Membership No.: 098652
UDIN: 24098652BKAGHK1600

Place: Gurugram
Date : 01 January 2024

For and on behalf of the Board of Directors of
ONE MOBIKWIK SYSTEMS LIMITED (formerly known as ONE MOBIKWIK SYSTEMS PRIVATE LIMITED)

Bipin Preet Singh
Managing Director
& Chief Executive Officer
DIN:02019594

Upasana Rupkrishan Taku
Chairperson, Whole-time Director
& Chief Financial Officer
DIN:02979387

Ankita Sharma
Company Secretary

Place: Gurugram
Date : 01 January 2024

OTHER FINANCIAL INFORMATION

The accounting ratios required under Paragraph 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

(in ₹ million other than shared data)

Particulars	Six months period ended September 30, 2023	Fiscal 2023	Fiscal 2022	Fiscal 2021
Restated earnings per Equity Share (in ₹) – Basic	1.66	(14.66)	(23.04)	(22.18)
Restated earnings per Equity Share (in ₹) – Diluted	1.61	(14.66)	(23.04)	(22.18)
Return on net worth (%)	6%	-59%	-59%	-556%
Net asset value per Equity Share (in ₹)	25.83	24.80	38.89	(3.99)
EBITDA	205.39	(559.20)	(1,154.06)	(1,018.14)
EBITDA Margin	5.30	(9.97)	(21.24)	(33.68)

***Notes**: Basic and diluted earnings per Equity Share are computed in accordance with Indian Accounting Standard (Ind AS) 33 'Earnings per Share' prescribed under section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended). Total number of equity shares includes cumulative compulsorily convertible preference shares on a fully converted basis, outstanding as at the end of the year / period, adjusted for the impact of stock split and bonus issue after the end of the year March 31, 2021, but before the date of filing of this Draft Red Herring Prospectus.*

The audited standalone financial statements of our Company and our Material Subsidiaries for the Fiscals 2023, 2022 and 2021, respectively (**"Audited Financial Statements")** are available at https://www.mobikwik.com/ir. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements do not constitute, (i) a part of this Draft 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 Financial Statements should not be considered as part of information that any investor should consider to subscribe to any securities of our Company, or any entity in which it or its shareholders have significant influence (collectively, the "**Company Group**") and should not be relied upon or used as a basis for any investment decision. None of the Company Group or any of its advisors, nor any BRLMs, 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 Financial Statements, or the opinions expressed therein.

Reconciliation of net worth

Particulars	Fiscal			For the six months ended September 30, 2023
	2021	2022	2023	
	(₹ million)			
Equity share capital (I)	10.05	114.38	114.38	114.38
Instruments entirely equity in nature (II)	144.27	-	-	-
Other equity (III)	(354.45)	2,051.04	1,312.56	1,419.46
Total Equity (IV) = (I + II + III)	**(200.13)**	**2,165.42**	**1,426.94**	**1,533.84**
Other Comprehensive Income (V)	**-**	**2.67**	**8.51**	**8.51**
Net Worth (VI) = (IV - V)	**(200.13)**	**2,162.75**	**1,418.43**	**1,525.33**

Reconciliation of Net Asset Value (per equity share)

Particulars	Fiscal			For the six months ended September 30, 2023
	2021	2022	2023	
	(₹ million, except percentages)			
Equity share capital (I)	10.05	114.38	114.38	114.38
Instruments entirely equity in nature (II)	144.27	-	-	-
Other equity (III)	(354.45)	2,051.04	1,312.56	1,419.46
Total Equity (IV) = (I + II + III)	**(200.13)**	**2,165.42**	**1,426.94**	**1,533.84**

Particulars	Fiscal			For the six months ended September 30, 2023
	2021	2022	2023	
	(₹ million, except percentages)			
Other Comprehensive Income (V)	**-**	**2.67**	**8.51**	**8.51**
Net Worth (VI) = (IV - V)	**(200.13)**	**2,162.75**	**1,418.43**	**1,525.33**
No of Equity Share # (VII)	5,01,80,679	5,56,15,263	5,71,92,579	5,90,43,771
Net Asset Value (per equity share) (VIII) = (VI/ VII)	**(3.99)**	**38.89**	**24.80**	**25.83**

 # Includes cumulative compulsorily convertible preference shares on fully converted basis outstanding as at the end of the year / period and adjusted for the impact of stock split and bonus issue after the end of the year March 31, 2021, but before the date of filing of the Draft Red Herring Prospectus.

Reconciliation of Return on Net Worth

Particulars	Fiscal			For the six months ended September 30, 2023
	2021	2022	2023	
	(₹ million, except percentages)			
Equity share capital (I)	10.05	114.38	114.38	114.38
Instruments entirely equity in nature (II)	144.27	-	-	-
Other equity (III)	(354.45)	2,051.04	1,312.56	1,419.46
Total Equity (IV) = (I + II + III)	**(200.13)**	**2,165.42**	**1,426.94**	**1,533.84**
Other Comprehensive Income (V)	**-**	**2.67**	**8.51**	**8.51**
Net Worth (VI) = (IV - V)	**(200.13)**	**2,162.75**	**1,418.43**	**1,525.33**
Restated Profit/ (loss) for the year/period (VI)	(1,113.00)	(1,281.62)	(838.14)	94.78
Return on net worth (VIII) = (VII / (VI))	(556.13%)	(59.26%)	(59.09%)	6.21%

For reconciliation of EBITDA and EBITDA Margin, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Measures – Reconciliation of EBITDA and EBITDA Margin to Profit/ (Loss) for the Year/ period*" on page 383.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion is intended to convey the management's perspective on our financial condition and results of operations for Fiscals 2021, 2022, 2023 and the six months ended September 30, 2023. Unless otherwise stated, the financial information in this section has been derived from the Restated Consolidated Financial Information. For further information, see "Financial Statements" on page 296.

Our Company's Fiscal commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular Fiscal are to the 12 months ended March 31 of that year. References to "H1FY24" in this section are to the six months ended September 30, 2023.

Unless the context otherwise requires, in this section, references to "we", "us", or "our" or "Group" refers to ONE MOBIKWIK SYSTEMS LIMITED on a consolidated basis and references to "the Company" or "our Company" refers to ONE MOBIKWIK SYSTEMS LIMITED on a standalone basis.

Till the financial year ended March 31, 2022, we had three reportable segments under Ind AS 108, namely (a) consumer payments, (b) digital financial services (previously known as BNPL), and (c) payment gateway. The performance of each of these segments was evaluated based on segment revenue, segment results and adjusted EBITDA. During the financial year ended March 31, 2023, we reassessed the basis of segment reporting and concluded that though there are different business units of the Group, including financial services and, payment services, review of financial information was conducted at an overall level and the Group does not allocate revenue from operations, operating costs and expenses, assets and liabilities across the units. Allocation of resources and assessment of financial performance is done at the consolidated level. Accordingly, we assessed that the Group operates only in a single operating segment. For further information, "Financial Inforamtion - Restated Consoldiated Financial Inforamtion – Note 32: Operating Segments" on page 359.

*Unless otherwise indicated, industry and market data used in this section has been derived from the report "Deep dive into India Fintech Market" dated January 2, 2024 (the "**RedSeer Report**") prepared and issued by Redseer Strategy Consultants Private Limited, which has been commissioned and paid for by us as well as exclusively prepared for the purposes of the Issue. RedSeer was appointed by our Company through an engagement letter dated December 4, 2023. For the disclaimers associated with the RedSeer Report, see "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Disclaimer of RedSeer" on page 22. The RedSeer Report is available on the website of our Company at www.mobikwik.com/ir.*

All figures in the charts in this section have been rounded up and expressed in whole numbers.

Overview

Please see "*Our Business - Overview*" on page 190.

Financial Overview

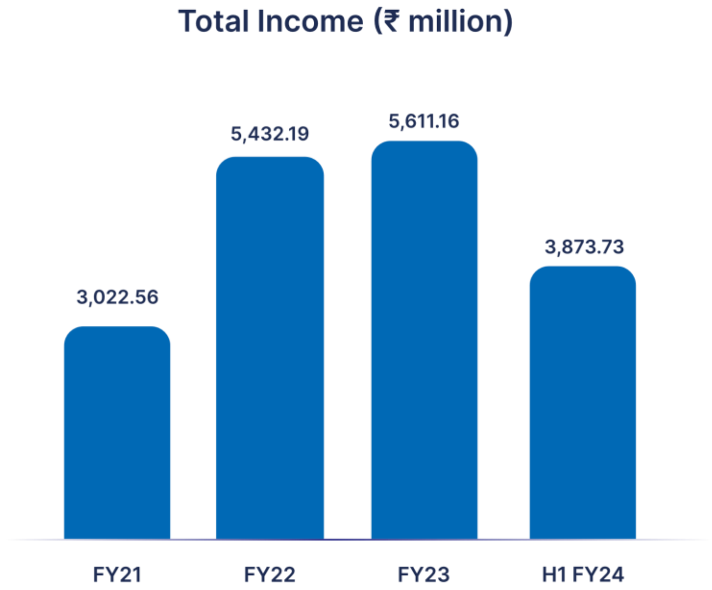
In the six months ended September 30, 2023, we delivered a total income of ₹ 3,873.73 million, EBITDA of ₹ 205.39 million and profit for the period of ₹ 94.78 million. Our profitability is the result of our products, which have significant operating margins and have grown in scale, while we have managed to keep our fixed costs (such as employee benefits expenses and business promotion expenses) in check. This growth is primarily an outcome of our focused business strategy (as outlined in "*Our Business – Overview*" on page 190). Our management's key focus is to build a high growth and profitable business to capitalise on the substantial market opportunity in financial services (as outlined in "*Our Business – Market Opportunity*" on page 193).

We track our business performance through a set of financial and operational KPIs. Our operational KPIs are detailed below.

OPERATIONAL KEY PERFORMANCE INDICATORS	Unit	As of and for the Financial Year ended 31st March			Half Year ended 30th Sep
		2021	2022	2023	H1 - 2024
Platform Spend GMV	Mn.	1,48,303.37	2,36,321.97	2,62,350.26	1,74,319.66
Payment GMV	Mn.	1,18,345.95	1,79,473.88	2,07,250.06	1,41,435.47
Payment Gateway GMV	Mn.	27,974.18	43,362.35	14,072.10	5,288.63
MobiKwik ZIP GMV (Disbursements)	Mn.	1,983.24	13,485.74	41,028.10	27,595.56
ZIP EMI GMV (Disbursements)	Mn.	1,016.19	1,636.42	10,121.73	13,567.84
Registered Users	Mn.	101.37	123.56	139.89	146.94
New Registered Users	Mn.	18.44	22.19	16.33	7.05
Customer Acquisition Cost	Rs.	13.02	17.53	20.30	31.29
Activated - MobiKwik Zip Users	Mn.	0.53	2.44	4.07	4.78
Activated - Zip EMI Users	Mn.	0.21	0.28	0.54	0.78
Repeat MobiKwik Zip Users	%	79.19%	82.89%	90.35%	93.00%
Credit - Partner AUM	Mn.	1,508.26	1,768.17	7,184.89	16,897.43
Wealth - AUA	Mn.	58.22	3,236.84	8,169.98	28,858.88

Our main financial KPIs are total income, Contribution Margin, EBITDA and profit/ (loss) for the year/ period.

Total Income



Our total income comprising primarily of revenue from payment services and revenue from financial services has grown at a CAGR of 36.25% from Fiscal 2021 to Fiscal 2023. Our total income was ₹ 3,022.56 million in the Fiscal 2021, ₹ 5,432.19 million in Fiscal 2022,₹ 5,611.16 million in Fiscal 2023 and ₹ 3,873.73 million in the six months ended September 30, 2023

Key Factors affecting our Financial Condition and Results of Operations

Our financial condition and results of operations are affected by numerous factors and uncertainties, including those discussed in the section titled "*Risk Factors*" beginning on page 33. For further information on our critical accounting policies and significant accounting judgements, estimates and assumptions, see "- *Summary of Material Accounting Policies*" on 400. The chart below provides an overview of revenue and cost drivers for each of our businesses:

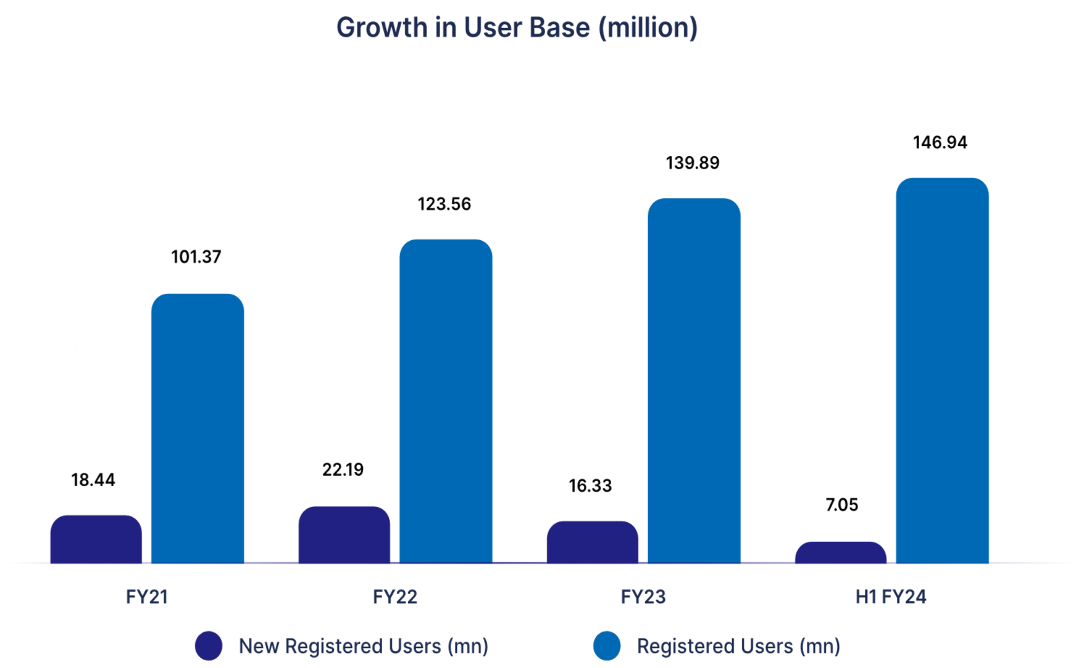
	Consumer Payments	Financial Services
Product / Solutions	• Merchant Payment Ecosystem • Recharge and Bill payments • Credit Card Bill Payments • UPI Ecosystem	• MobiKwik ZIP (30 days Product) • MobiKwik ZIP EMI (3–24-month product) • Merchant Cash Advances
Revenue Model	• Merchant Fees • Convenience fees (User)	• Merchant Fees • One-time Activation Fees • Late payment fees and Penal Charges • Sourcing and Collection Fees • Processing Fees
Revenue Drivers	• Registered and New Users • Payment GMV • Payment Mix (Credit Card, UPI, Debit card, wallet etc)	• Pre-Approved and Active Users • % of Repeat Users • MobiKwik ZIP GMV (Disbursements) • ZIP EMI GMV (Disbursements) • Average Ticket Size

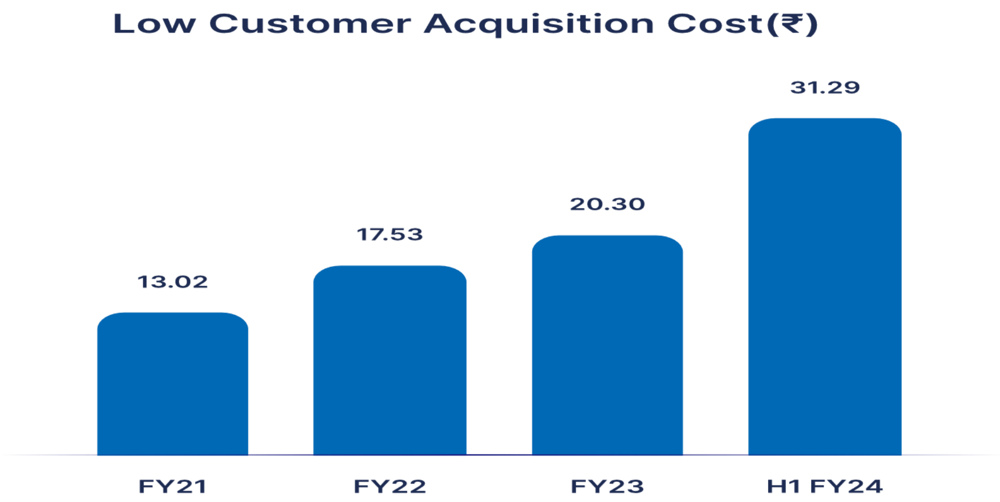
Payments Services Business

Key factors affecting our payments services business include the following:

- ***A large base of users***

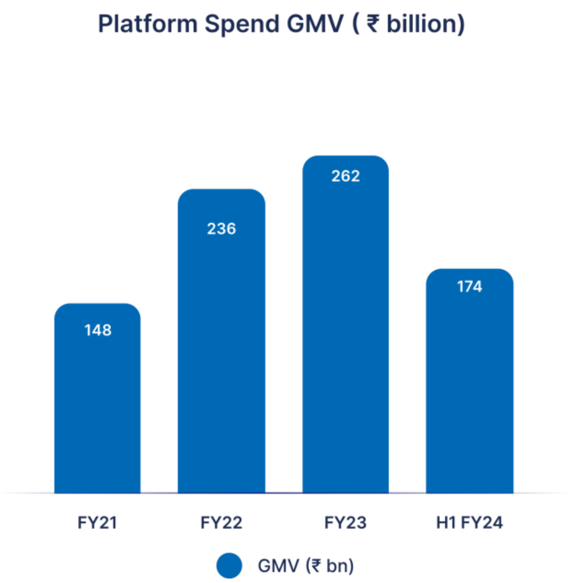
  We had 139.89 million Registered Users on our platform, as of March 31, 2023 which grew to 146.94 million Registered Users as of September 30, 2023. The relatively high proportion of users acquired organically has helped us keep our CAC low, which amounted to ₹ 17.53 per New Registered User in Fiscal 2022, ₹ 20.30 per New Registered User in Fiscal 2023 and ₹ 31.29 (not annualized) per New Registered User in the six months ended September 30, 2023. The marginal increase in CAC over these periods is primarily as a result in decrease in new Registered Users on our MobiKwik platform in these years, reflecting our focus on driving existing consumers and users from our payment services business to our financial services business.





- ***Platform Spend GMV and Merchant Fee***

  GMV on our platform (Platform Spend GMV) is largely driven by our user base, merchant network and brand awareness, subject to seasonal fluctuations. Further our MobiKwik ZIP product boosts our payments services business as users spend on our payments platform through MobiKwik ZIP. We earn revenue in the form of merchant fees when users pay merchants to buy goods or services. The merchant fee is charged depending upon the category of the merchant.



Financial Services Revenue Drivers

Our financial services business consists of the following two key products: MobiKwik ZIP and ZIP EMI.

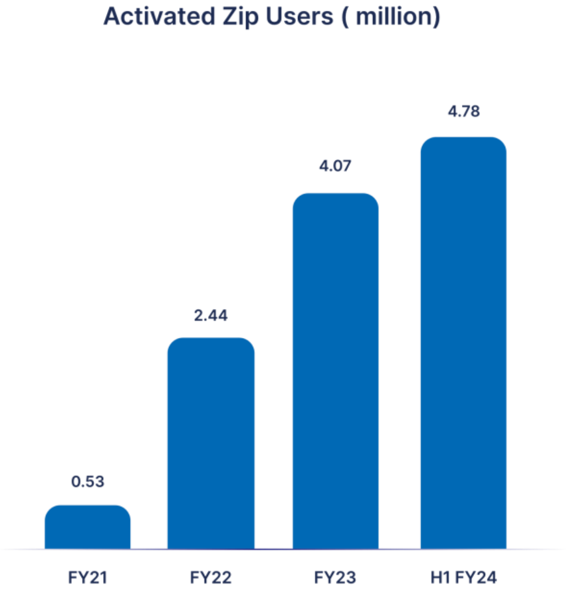
MobiKwik ZIP

Key factors affecting our MobiKwik ZIP business include the following:

- ***Large base of pre-approved users and increase in user spends***

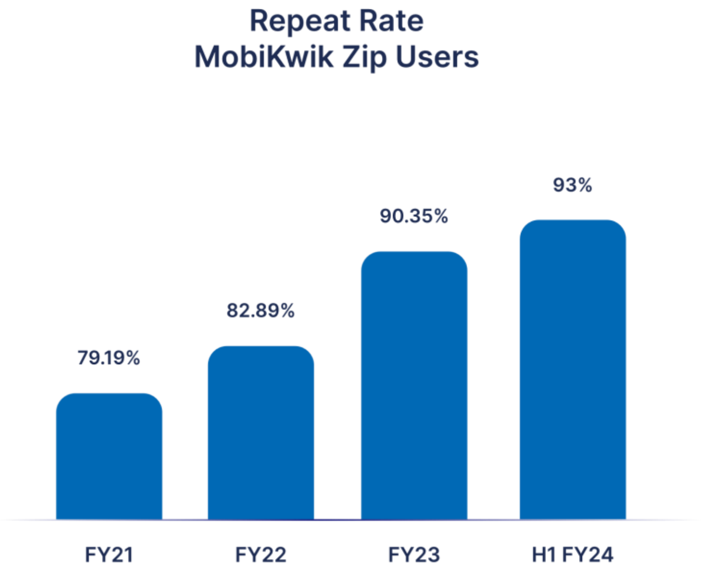
  As of September 30, 2023, we had 30.29 million Pre-approved Users for MobiKwik ZIP out of which 4.78 million were Activated MobiKwik ZIP Users. The number of Activated MobiKwik ZIP Users has grown from 0.53 million as on March 31, 2021 to 4.07 million as of March 31, 2023. Further, the MobiKwik ZIP

GMV (Disbursements) per user per month has increased from ₹ 2,477.90 in Fiscal 2021 to ₹ 6,687.40 in the six months ended September 30, 2023.



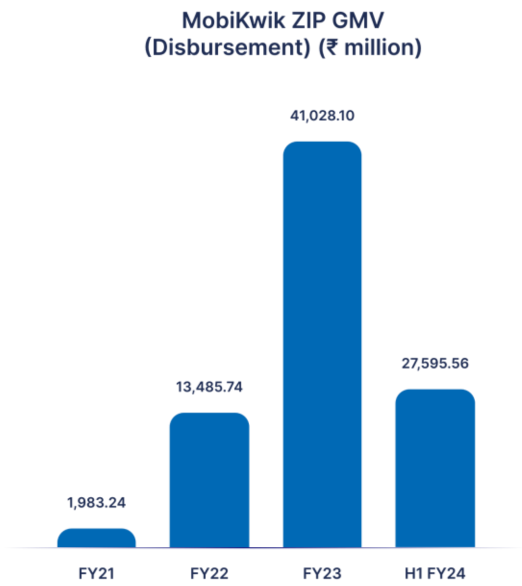
- ***High Repeat Rate***

Repeat MobiKwik ZIP Users was at a high of 79.19% in Fiscal 2021 and 82.89% in Fiscal 2022, which further increased to 90.35% in Fiscal 2023 although the Activated MobiKwik ZIP Users grew multifold. In the six months ended September 30, 2023 Repeat MobiKwik ZIP Users further improved to 93.00%.



- ***MobiKwik ZIP Gross Merchandise Value (Disbursements)***

MobiKwik ZIP GMV (Disbursements) has risen by approximately 20.69 times to ₹ 41,028.10 million in Fiscal 2023 from ₹ 1,983.24 million in Fiscal 2021. MobiKwik ZIP GMV (Disbursements) amounted to ₹ 1,983.24 million in Fiscal 2021, ₹13,485.74 million in Fiscal 2022, ₹ 41,028.10 million in Fiscal 2023 and ₹ 27,595.56 million in the six months ended September 30, 2023. Further, the average ticket size of this product has also increased, as reflected in the growth of MobiKwik ZIP GMV (Disbursements) per user per month, which increased from ₹ 2,477.90 in Fiscal 2021 to ₹ 3,349.35 in Fiscal 2022 to ₹ 6,333.52 in Fiscal 2023 to ₹ 6,687.40 in the six months ended September 30, 2023. Strategically as well, there has been a concerted effort to drive growth in this product.



- ***MobiKwik ZIP Revenue Drivers***

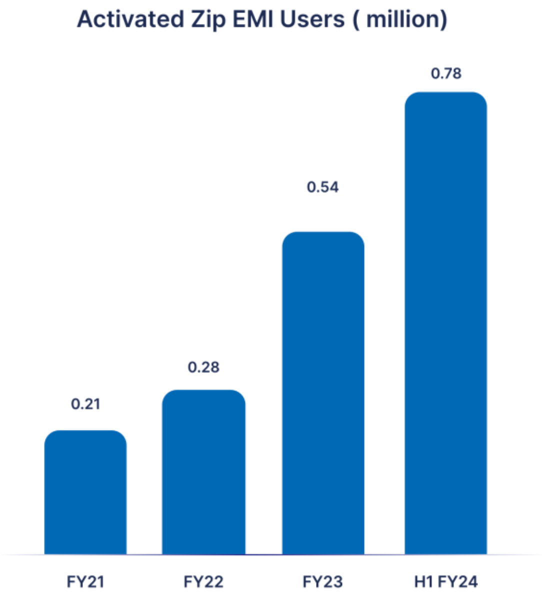
  MobiKwik ZIP is primarily a spend-driven product since it is offered as a credit product that funds purchases of goods/ services by users of our payment services business. Revenue from MobiKwik ZIP is earned primarily through (i) merchant fees earned on the MobiKwik ZIP GMV (Disbursements); (ii) a one-time activation fee for new users; and (iii) late payment fees. Revenue trends for MobiKwik ZIP have broadly mirrored the underlying MobiKwik ZIP GMV (Disbursements).

ZIP EMI

Key factors affecting our ZIP EMI business include the following:

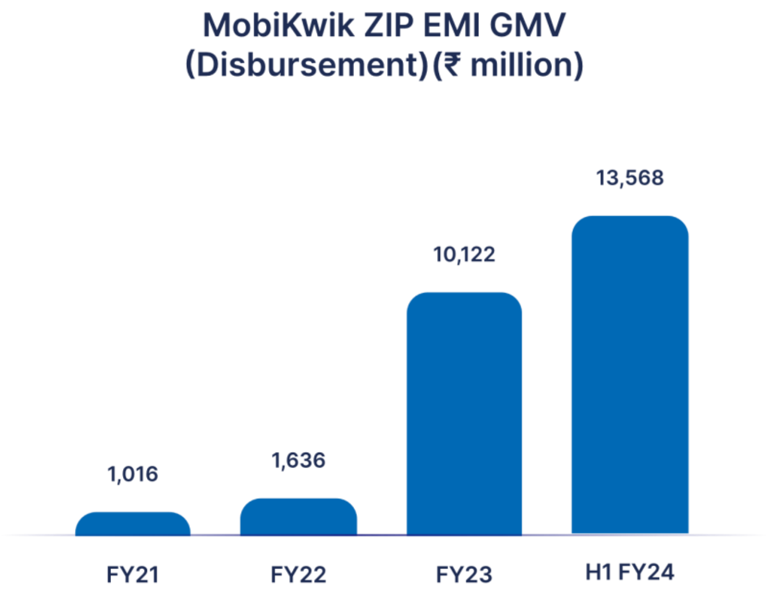
- ***Large Base of Users***

  ZIP EMI users primarily comprise consumers on our platform who have already availed of our MobiKwik ZIP product, to whom we upsell our ZIP EMI product after assessing their transaction history and modelling their MobiKwik ZIP credit behaviour. As of September 30, 2023, we had 4.78 million Activated MobiKwik ZIP Users, of which 93% were Repeat MobiKwik ZIP Users, thereby forming a large source for potential ZIP EMI users. As of September 30, 2023, we had 0.78 million Activated ZIP EMI Users.



- ***ZIP EMI Gross Merchandise Value (Disbursements)***

  ZIP EMI GMV (Disbursements) has risen by approximately 9.96 times to ₹ 10,121.73 million in the Fiscal 2023 from ₹ 1,016.19 million Fiscal 2021. ZIP EMI GMV (Disbursements) amounted to ₹ 1,016.19 million Fiscal 2021, ₹ 1,636.42 million in Fiscal 2022, ₹ 10,121.73 million in the Fiscal 2023 and ₹ 13,567.84 million in the six months ended September 30, 2023. Similar to MobiKwik ZIP, there has been a strategic effort to drive growth in this product.



- ***ZIP EMI Revenue Drivers***

  Revenue from our ZIP EMI product are primarily earned through sourcing and collection fees from our lending partners for providing various services to them in connection with the loans disbursed by our lending partners, typically as a percentage on the loan amounts disbursed to our consumers. Revenues from ZIP EMI has grown significantly over the last three years in line with the increase in ZIP EMI GMV (Disbursements).

  Key revenue drivers for our ZIP EMI product are:

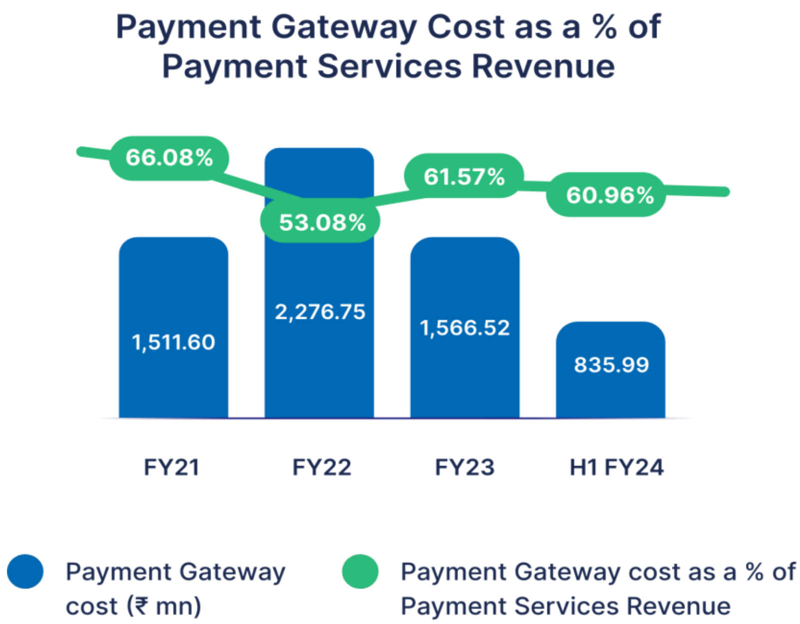
  - ***Sourcing and collection fees:*** Sourcing and collection fee are charged to lending partners as recovered from users, generally as a percentage of amounts disbursed by the lending partners as loans.

  - ***Processing fees****:* Processing fees are charged upfront to lending partners towards approving and getting loans disbursed, typically as a percentage of the amounts disbursed.

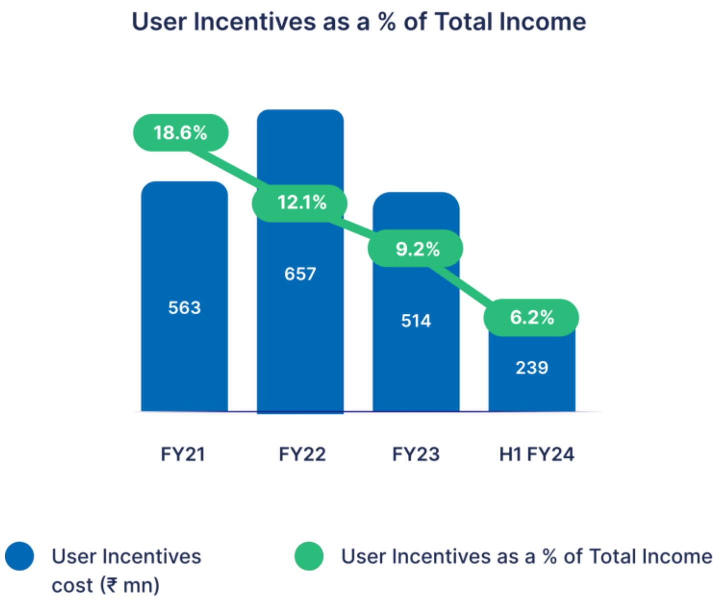
- ***Key Cost Drivers for our businesses***

  Key cost drivers in our businesses primarily include the following:

  a. ***Payment gateway cost*** – This refers to the costs incurred by us to the payment gateway processors or acquiring banks. Payment gateway costs have broadly moved in line with movement in Payments GMV over the last three Fiscals and the six months ended September 30, 2023, with the exception of Fiscal 2023. During Fiscal 2023, the share of transactions from lower revenue generating modes increased significantly, consequently reducing our payment gateway costs and also the revenue for our payment services business. Payment gateway costs have remained largely stable as a percentage of payment services revenue.



a. ***User Incentives Expenses*** – Includes all our user incentives including cashbacks, discounts and *Supercash*, our loyalty programme. User incentive expenses increased from ₹ 563.03 million in Fiscal 2021 to ₹ 656.94 million in Fiscal 2022 due to strategic increases in promotional activity, and thereafter, declined to ₹ 514.19 million in Fiscal 2023 on account of increased focus in monetizing our existing consumer base, leading to streamlining of our promotional strategies and campaigns, which resulted in reduced incentive outlays. The user incentive expenses as a percentage of total income has come down significantly from 18.63% in Fiscal 2021 to 9.16% in Fiscal 2023. During the six months ended September 30, 2023 the user incentive expenses was ₹ 238.50 million which was 6.16% of total income during this period.

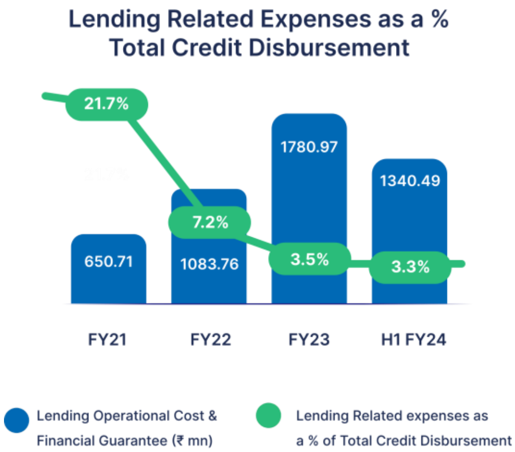


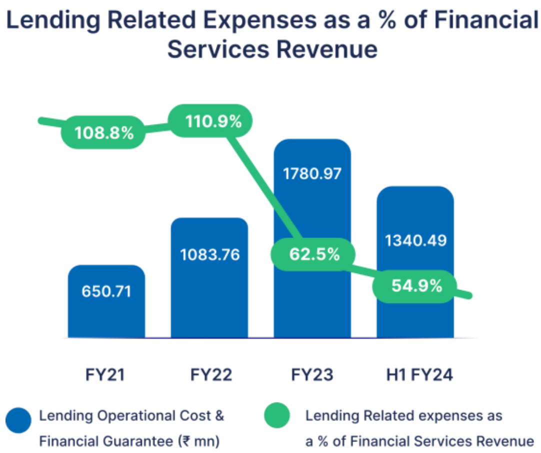
b. ***Lending operational expenses –*** Lending operational expenses comprise of the cost of capital borne by us for our MobiKwik ZIP that provides an interest-free credit limit (upto 30 days) from our lending partners for our consumers to use to pay to any MobiKwik onboarded merchants. Since MobiKwik ZIP is interest-free for our consumers, the cost of capital accrues on account of interest subvention, meaning that we pay the interest component on the credit extended by our lending partners to our consumers.

For our ZIP EMI product, lending operational expenses also includes other fees, such as facilitation fee and technology fees for our usage of our lending partners' platforms to disburse loans to our consumers.

Lending operational expenses have significantly increased in Fiscals 2021, 2022, 2023 and the six months ended September 30, 2023 in line with the increase of MobiKwik ZIP GMV (Disbursements) and ZIP EMI GMV (Disbursements).

c. ***Financial Guarantee Expenses***: Financial guarantee expenses are credit expenses borne under the credit portfolios created for our lending partners prior to the change in the regime for digital lending through the Digital Lending Guidelines in Fiscal 2023. During the course of Fiscal 2023, the RBI disallowed lending service providers from providing financial guarantees to lending partners. Accordingly, we stopped providing any new financial guarantees. As a result, financial guarantee expenses decreased thereafter in Fiscal 2023 since they pertained to older and pre-existing loan portfolios which were decreasing with time and repayments. With the RBI now allowing the provision of DLGs of upto 5% through the DLG Guidelines, we expect financial guarantee expenses to continue to be a part of our financial statements.



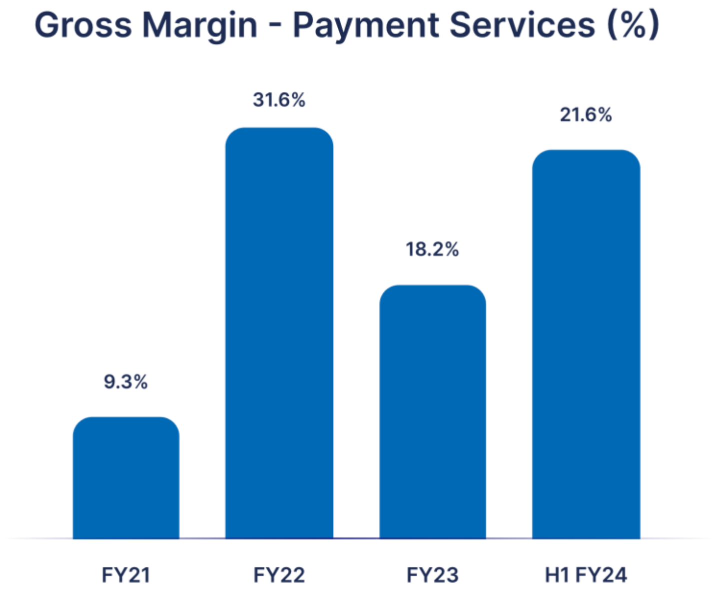


Margin Profile

In the last three Fiscals and six months ending September 30, 2023, both our Gross Margin – Payment Services (%) and Gross Margin – Financial Services (%) have improved significantly. While payment gateway cost and user incentives have decreased or sustained at similar levels, lending operational expenses and financial guarantee expenses have reduced (as % of revenue from financial services). This has resulted in growth of Overall Contribution Margin at the consolidated level.

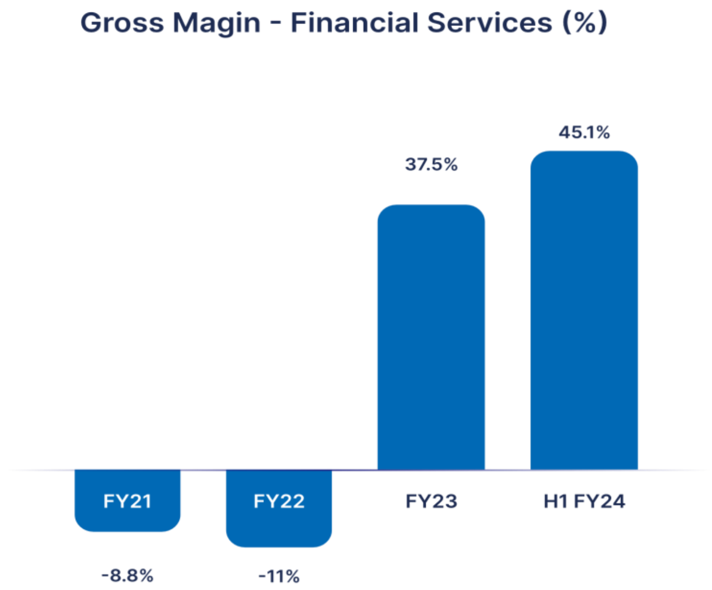
Payment Services Gross Margin

Our Gross Margin – Payments Services (%) has improved from 9.31% in Fiscal 2021 to 21.65% in the six months ended September 30, 2023.



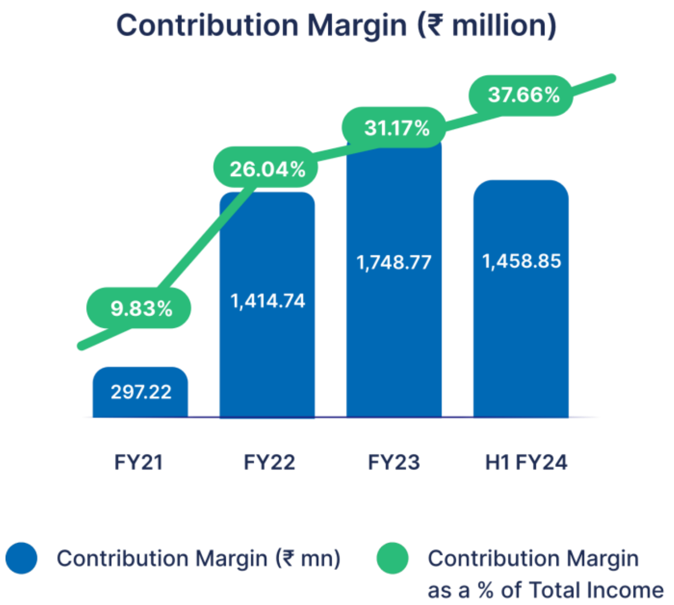
Financial Services Gross Margin

Our Gross Margin - Financial Services (%) has improved significantly from (8.79)% in Fiscal 2021 to 45.06% in the six months ended September 30, 2023, as disbursements from our lending partners have scaled.



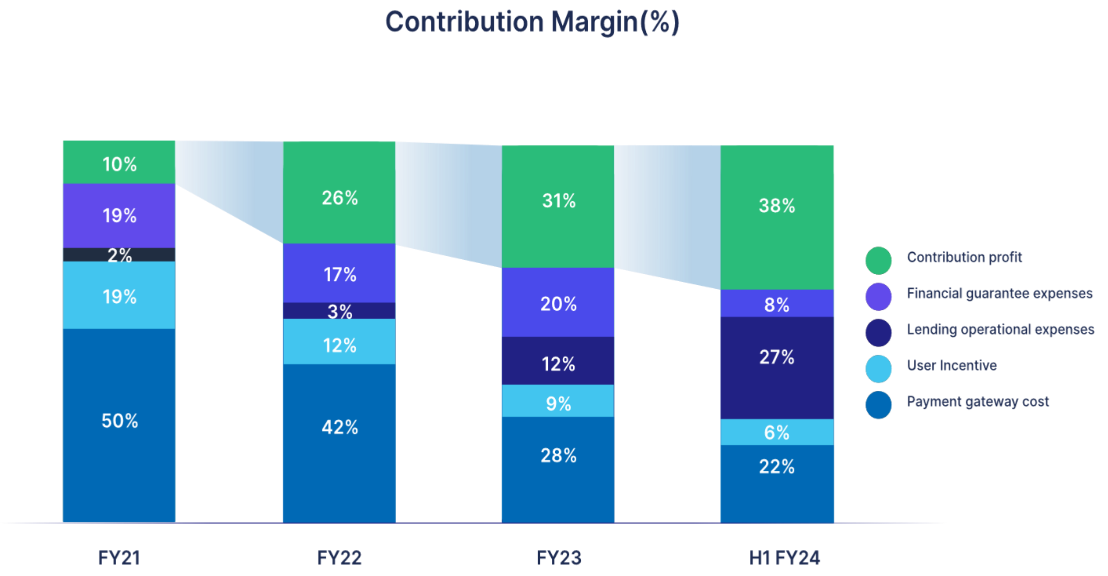
Our Contribution Margin for the last three Fiscals and six months ended September 30, 2023

Our Contribution Margin for our businesses (in aggregate) is set forth below.



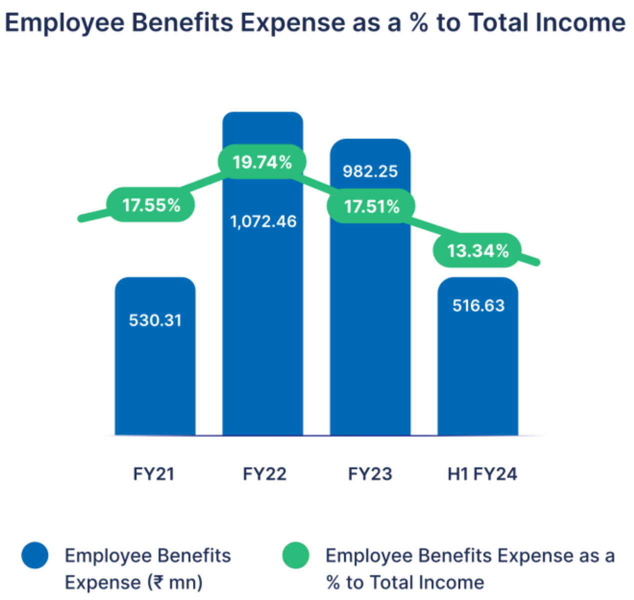
Contribution Margin Build Up

Summarised below is the build-up of our Contribution Margin and its evolution from Fiscal 2021 to the six months ended September 30, 2023.

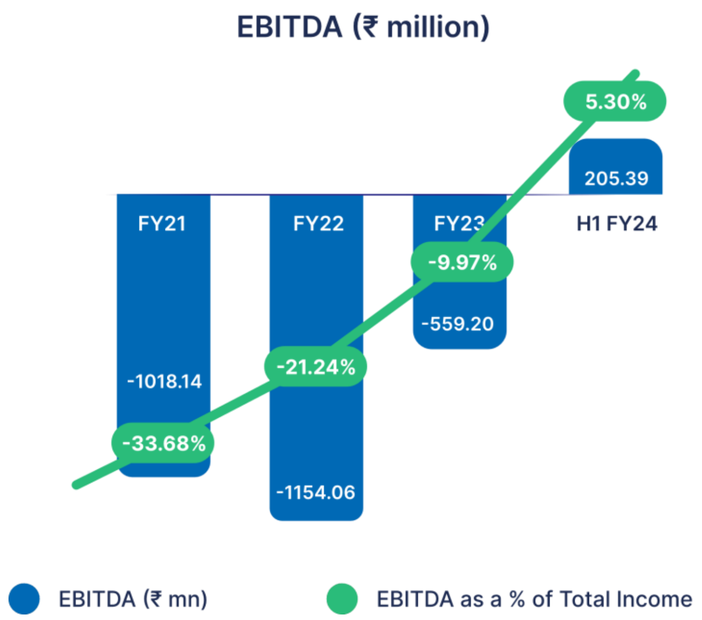


Fixed Costs

Fixed costs is primarily composed of Employee benefit expenses, which we have been able to keep in check, while scaling revenues. This is displayed below as employee benefits expenses as a percentage of total income was 17.55% in Fiscal 2021, 19.74% in Fiscal 2022, 17.51% in Fiscal 2023 and 13.34% in the six months ended September 30, 2023. The employee benefit expense during Fiscals 2021, 2022, 2023 and the six months ended September 30, 2023 was ₹ 530.31 million, ₹ 1,072.46 million, ₹ 982.25 million and ₹ 516.63 million, respectively.

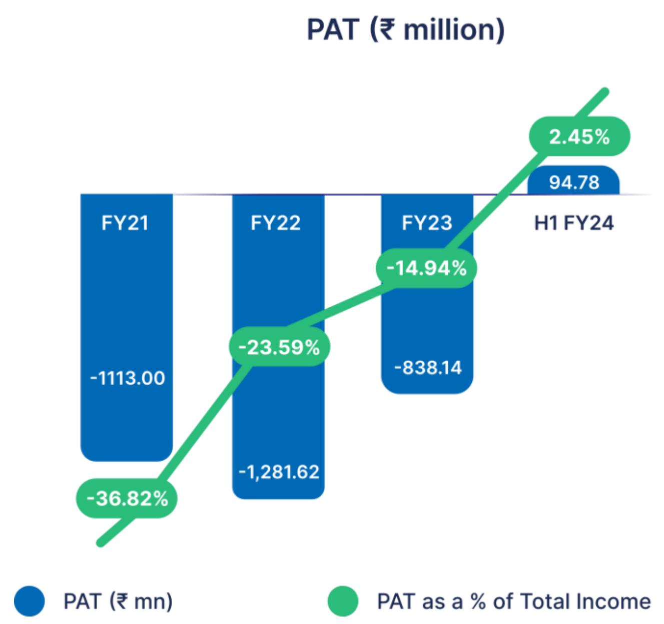


Earnings before finance costs, taxes, depreciation and amortization expenses (EBITDA) and EBITDA Margin (%)



Our EBITDA margin as % of Total Income has improved significantly from (33.68%) in Fiscal 2021 to (21.24%) in Fiscal 2022 to (9.97%) in Fiscal 2023 to 5.30% in the six months ended September 30, 2023. Our EBITDA was ₹ (1,018.14) million in Fiscal 2021, ₹ (1,154.06) million in Fiscal 2022, ₹ (559.20) million in Fiscal 2023 and ₹ 205.39 million in the six months ended September 30, 2023. For reconciliation of EBITDA and EBITDA Margin, see "*– Non-GAAP Measures – Reconciliation of EBITDA and EBITDA Margin to Profit/ (Loss) for the Year/ period*" on page 383.

Profit/ (Loss) After Tax for the year/ period (PAT)



We have been able to turn profitable by achieving profit for the period in the six months ended September 30, 2023 of ₹ 94.78 million. Our profit as a percent of total income has improved significantly from (36.82 %) in Fiscal 2021 to (23.59%) in Fiscal 2022 to (14.94%) in Fiscal 2023 to 2.45% in the six months ended September 30, 2023. Our losses were ₹ 1,113.00 million in Fiscal 2021, ₹ 1,281.62 million in Fiscal 2022, ₹ 838.14 million in Fiscal 2023.

Principal Components of Income and Expenditure

Income

Our total income include revenue from operations and other income.

Revenue from Operations

Revenue from operations comprises the following:

- <u>*Revenue from financial services:*</u> Revenue from financial services includes revenues from MobiKwik ZIP, ZIP EMI and other credit products as well as revenue from wealthtech and fintech products, platform services specifically designed to drive credit business and amounts received from online promotions on such platforms.

  MobiKwik ZIP primarily generates revenue in the form of (a) merchant fee collected from a merchant when a user pays with *MobiKwik Zip* on a merchant platform; (b) one time *MobiKwik Zip* activation fee collected from a user; and (c) late fees collected from those users who repay their MobiKwik Zip due amount after the due date.

  ZIP EMI primarily generates revenue in the form of sourcing and collection fees from our lending partners for providing various services to them in connection with the loans disbursed by our lending partners, typically as a percentage on the loan amounts disbursed to our consumers.

- <u>*Revenue from payment services*</u>: Revenue from payment services includes merchant fee collected from a merchant when a user purchases goods or services on a merchant platform and pays via the MobiKwik Wallet. Further, it also includes convenience fees collected from users under certain categories of services.

Other Income

Other income primarily include interest income from financial assets at amortised cost and write-back of provisions / liabilities no longer required.

Expenses

Our expenses primarily include lending operational expenses, payment gateway cost, employee benefits expense, financial guarantee expenses and other expenses.

Payment Gateway costs

Payment gateway costs are expenses comprises amounts paid by us to online payment gateways for facilitating online payments by our consumers on the MobiKwik app, typically as a percentage of the transaction amount.

Lending operational expenses

Lending operational expenses comprise of the cost of capital borne by us for our MobiKwik ZIP that provides an interest-free credit limit (upto 30 days) from our lending partners for our consumers to use to pay to any MobiKwik onboarded merchants. Since MobiKwik ZIP is interest-free for our consumers, the cost of capital accrues on account of interest subvention, meaning that we pay the interest component on the credit extended by our lending partners to our consumers. For our ZIP EMI product, lending operational expenses also includes other fees, such as facilitation fee and technology fees for our usage of our lending partners' platforms to disburse loans to our consumers.

Financial Guarantee Expenses

Financial guarantee expenses are credit expenses borne under the credit portfolios created for our lending partner prior to the change in the regime for digital lending through the Digital Lending Guidelines in Fiscal 2023. With the RBI now allowing the provision of DLGs of upto 5% through the DLG Guidelines, we expect financial guarantee expenses to continue to be a part of our financial statements.

Employee Benefits Expenses

Employee benefits expenses comrpise (i) salaries, allowances, and bonus; (ii) gratuity expense; (iii) leave encashment expense; (iv) contribution to provident and other funds; (v) employee stock options expense – equity settled; and (vi) staff welfare expenses.

Finance Costs

Finance costs primarily comprise of: (i) interst expense on financial liabilities mentioned at amortised cost; (ii) interest expenses on delayed payment of statutory dues, and (iii) others.

Depreciation and Amortisation Expenses

Depreciation and amortization expenses primarily include depreciation of computer hardware and our Company's lease of office space.

Other Expenses

Other expenses primarily include (i) business promotion expenses, (ii) outsource service costs; (iii) server and related costs. For further information, see "*Financial Information - Restated Consoldiated Financial Information – Note 24: Other Expenses*" on page 345.

Non-GAAP Measures

Earnings before finance cost, Taxes, Depreciation and Amortization Expenses ("EBITDA")/ EBITDA Margin

EBITDA and EBITDA Margin presented in this Draft Red Herring Prospectus is a supplemental measure of our performance and liquidity that is not required by Ind AS, Indian GAAP, IFRS or US GAAP. Further, EBITDA and EBITDA Margin is not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ periods or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, EBITDA and EBITDA Margin is not a standardised term, hence a direct comparison of EBITDA and EBITDA Margin between companies may not be possible. Other companies may calculate EBITDA and EBITDA Margin differently from us, limiting its usefulness as a comparative measure. Although EBITDA and EBITDA Margin is 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.

Reconciliation of EBITDA and EBITDA Margin to Profit/ (Loss) for the Year/ period

EBITDA is calculated as profit/ (loss) for the year/ period plus total tax expense/ (credit), finance cost and depreciation and amortization expense. EBITDA Margin is the percentage of EBITDA divided by total income.

The table below reconciles profit/ (loss) for the year/period to EBITDA and EBITDA Margin.

Particulars	**Fiscal**			**For the six months ended September 30, 2023**
	2021	**2022**	**2023**	
	(₹ million, except percentages)			
Profit/ (Loss) for the year/ period (A)	(1,113.00)	(1,281.62)	(838.14)	94.78
Total Tax expense/ (credit) (B)	10.37	(2.56)	31.88	0.55
Profit/ (Loss) before tax for the year/ period (C=A+B)	(1,102.63)	(1,284.18)	(806.26)	95.33
Adjustments:				
Add: Finance Costs (D)	71.35	109.13	204.24	90.38
Add: Depreciation and Amortization (E)	13.14	20.99	42.82	19.68
Earnings before finance cost, taxes, depreciation and amortization expenses (EBITDA) (F= C+D+E)	**(1,018.14)**	**(1,154.06)**	**(559.20)**	**205.39**
Total Income (G)	3,022.56	5,432.19	5,611.16	3,873.73
EBITDA Margin (F/G%)	**(33.68)**	**(21.24)**	**(9.97)**	**5.30**

Reconciliation of Net Asset Value (per equity share)

Particulars	**Fiscal**			**For the six months ended September 30, 2023**
	2021	**2022**	**2023**	
	(₹ million, except percentages)			
Equity share capital (I)	10.05	114.38	114.38	114.38
Instruments entirely equity in nature (II)	144.27	-	-	-
Other equity (III)	(354.45)	2,051.04	1,312.56	1,419.46
Total Equity (IV) = (I + II + III)	**(200.13)**	**2,165.42**	**1,426.94**	**1,533.84**
Other Comprehensive Income (V)	**-**	**2.67**	**8.51**	**8.51**
Net Worth (VI) = (IV - V)	**(200.13)**	**2,162.75**	**1,418.43**	**1,525.33**
No of Equity Share # (VII)	5,01,80,679	5,56,15,263	5,71,92,579	5,90,43,771
Net Asset Value (per equity share) (VIII) = (VI/ VII)	**(3.99)**	**38.89**	**24.80**	**25.83**

 # Includes cumulative compulsorily convertible preference shares on fully converted basis outstanding as at the end of the year / period and adjusted for the impact of stock split and bonus issue after the end of the year March 31, 2021, but before the date of filing of the Draft Red Herring Prospectus.

Reconciliation of Return on Net Worth

Particulars	**Fiscal**			**For the six months ended September 30, 2023**
	2021	**2022**	**2023**	
	(₹ million, except percentages)			
Equity share capital (I)	10.05	114.38	114.38	114.38
Instruments entirely equity in nature (II)	144.27	-	-	-
Other equity (III)	(354.45)	2,051.04	1,312.56	1,419.46
Total Equity (IV) = (I + II + III)	**(200.13)**	**2,165.42**	**1,426.94**	**1,533.84**
Other Comprehensive Income (V)	**-**	**2.67**	**8.51**	**8.51**
Net Worth (VI) = (IV - V)	**(200.13)**	**2,162.75**	**1,418.43**	**1,525.33**

Particulars	Fiscal			For the six months ended September 30, 2023
	2021	2022	2023	
	(₹ million, except percentages)			
Restated Profit/ (loss) for the year/period (V)	(1,113.00)	(1,281.62)	(838.14)	94.78
Return on net worth (VI) = (V / (IV))	(556.13%)	(59.26%)	(59.09%)	6.21%

Results of Operations

For Fiscal 2021, Fiscal 2022 and Fiscal 2023 and Six Month Ended September, 2023

(in ₹ million)

Particulars	Fiscal 2021	Fiscal 2022	Fiscal 2023	Six months ended September 30, 2023
Revenue from operations	2,885.71	5,265.65	5,394.67	3,810.88
Other income	136.85	166.54	216.49	62.85
Total Income	**3,022.56**	**5,432.19**	**5,611.16**	**3,873.73**
Payment gateway cost	1,511.60	2,276.75	1,566.52	835.99
Lending operational expenses	67.04	176.07	685.04	1,026.93
Financial guarantee expenses	583.67	907.69	1,095.93	313.46
Employee benefits expense	530.31	1,072.46	982.25	516.63
Other expenses	1,348.08	2,153.28	1,840.62	975.33
Total expenses	**4,040.70**	**6,586.25**	**6,170.36**	**3,668.34**
Finance costs	71.35	109.13	204.24	90.38
Depreciation and amortisation expense	13.14	20.99	42.82	19.68
Profit / (Loss) before tax	**(1,102.63)**	**(1,284.18)**	**(806.26)**	**95.33**
Current tax	2.89	2.16	0.73	0.55
Deferred tax	7.48	(4.72)	31.15	-
Total tax expense/ (credit)	**10.37**	**(2.56)**	**31.88**	0.55
Profit / (Loss) for the period / year	**(1,113.00)**	**(1,281.62)**	**(838.14)**	**94.78**
Earnings before finance costs, tax, depreciation and amortisation (EBITDA)	**(1,018.14)**	**(1,154.06)**	**(559.20)**	**205.39**
Remeasurement of net defined benefit liability	3.02	13.24	(1.42)	0.83
Fair value charges on equity instruments through OCI	-	2.67	5.84	-
Income tax relating to above item	-	-	-	-
Other comprehensive income for the period / year	**3.02**	**15.91**	**4.42**	**0.83**
Total comprehensive income for the period / year	**(1,109.97)**	**(1,265.71)**	**(833.72)**	**95.61**

For Fiscal 2021, Fiscal 2022 and Fiscal 2023 and Six Month Ended September, 2023 (as a % of total income)

Particulars	Fiscal 2021	Fiscal 2022	Fiscal 2023	Six months ended September 30, 2023
	Percentage of Total Income (%)	Percentage of Total Income (%)	Percentage of Total Income (%)	Percentage of Total Income (%)
Revenue from operations	95.47	96.93	96.14	98.38
Other income	4.53	3.07	3.85	1.62
Total Income	**100.00**	**100.00**	**100.00**	**100.00**
Payment gateway cost	50.01	41.91	27.92	21.58
Lending operational expenses	2.22	3.24	12.21	26.51
Financial guarantee expenses	19.31	16.71	19.53	8.09

Particulars	Fiscal 2021	Fiscal 2022	Fiscal 2023	Six months ended September 30, 2023
	Percentage of Total Income (%)	Percentage of Total Income (%)	Percentage of Total Income (%)	Percentage of Total Income (%)
Employee benefits expense	17.55	19.74	17.51	13.34
Other expenses	44.60	39.64	32.80	25.18
Total expenses	**133.68**	**121.24**	**109.97**	**94.70**
Finance costs	2.36	2.01	3.64	2.33
Depreciation and amortisation expense	0.43	0.39	0.76	0.51
Profit / (Loss) before tax	**(36.48)**	**(23.64)**	**(14.37)**	**2.46**
Current tax	0.10	0.04	0.01	0.01
Deferred tax	0.25	0.09	0.56	-
Total tax expense/ (credit)	0.34	**(0.05)**	**0.57**	0.01
Profit / (Loss) for the period / year	**(36.82)**	**(23.59)**	**(14.94)**	**2.45**
Earnings before finance costs, tax, depreciation and amortisation (EBITDA)	**(33.68)**	**(21.24)**	**(9.97)**	**5.30**
Remeasurement of net defined benefit liability	0.10	0.24	(0.03)	0.02
Fair value charges on equity instruments through OCI	-	0.05	0.10	-
Income tax relating to above item	-	-	-	-
Other comprehensive income for the period / year	**0.10**	**0.29**	**0.08**	**0.02**
Total comprehensive income for the period / year	**(36.72)**	**(23.30)**	**(14.86)**	**2.47**

Six months ended September 30, 2023

Income

Total income amounted to ₹ 3,873.73 million in the six months ended September 30, 2023, comprising primarily of revenue from operations.

Revenue from Operations

Revenue from operations amounted to ₹ 3,810.88 million in the six months ended September 30, 2023.

Revenue from financial services: Revenue from financial services amounted to ₹ 2,439.53 million in the six months ended September 30, 2023, driven by MobiKwik ZIP GMV (Disbursements) and ZIP EMI GMV (Disbursements) collectively amounting to ₹ 41,163.40 million. As of September 30, 2023, the total Credit Partner AUM for MobiKwik ZIP and ZIP EMI amounted to ₹ 16,897.43 million.

Revenue from payment services: Revenue from payment services amounted to ₹ 1,371.35 million in the six months ended September 30, 2023, driven by Payments GMV amounting to ₹ 141,434.97 million. In the six months ended September 30, 2023, we added 7.05 million New Registered Users to our platform, which was marginally lower than the corresponding period in Fiscal 2023, primarily on account of an increase in our focus towards driving existing payment services consumers to our financial services products (such as MobiKwik ZIP).

Other Income

Other income amounted to ₹ 62.85 million in the six months ended September 30, 2023, comprising primarily of interest income from bank deposits measured at amortised cost of ₹ 58.67 million.

Expenses

Total expenses amounted to ₹ 3,668.34 million in the six months ended September 30, 2023.

Payment Gateway Cost

Payment gateway cost amounted to ₹ 835.99 million in the six months ended September 30, 2023, driven primarily by payments made by consumers on our MobiKwik platform through payment gateways or acquiring banks.

Lending operational expenses

Lending operational expenses for the six months ended September 30, 2023 amounted to ₹ 1,026.93 million, driven primarily by expenses such as technology fees and facilitation fees paid to our lending partners who disbursed loans through our MobiKwik ZIP and ZIP EMI products.

Financial guarantee expenses

Financial guarantee expenses for the six months ended September 30, 2023 amounted to ₹ 313.46 million, driven primarily by guarantees given by us to our lending partners to cover losses from loans extended by them to our consumers through the MobiKwik ZIP and ZIP EMI products.

Employee Benefits Expenses

Employee benefits expenses amounted to ₹ 516.63 million in the six months ended September 30, 2023, driven primarily by salaries, allowance and bonus amounting to ₹ 483.93 million.

Other Expenses

Other expenses increased amounted to ₹ 975.33 million, driven primarily by the following:

- Business promotion expenses amounting to ₹ 459.07 million, primarily due to consumer incentives granted to drive Payments GMV**.**

- Outsource service cost amounting to ₹ 138.39 million due to engagement with third party collection agencies for provision of loan collection services for our lending partners**.**

- Server and related cost amounting to ₹ 84.15 million due to maintenance of cloud servers and technology infrastructure**.**

Earnings before Finance Costs, Taxes, Depreciation and Amortisation (EBITDA)

For the various reasons discussed above, EBITDA amounted to ₹ 205.39 million in the six months ended September 30, 2023, while EBITDA Margin (EBITDA as a percentage of our total income) was 5.30% in the six months ended September 30, 2023. For reconciliation of EBITDA and EBITDA Margin, see "*– Non-GAAP Measures – Reconciliation of EBITDA and EBITDA Margin to Profit/ (Loss) for the Year/ period*" on page 383.

Finance Costs

Finance costs amounted to ₹ 90.38 million in the six months ended September 30, 2023, primarily driven by interest expense on overdraft measured at amortised cost amounting to ₹ 40.42 million and interest expense on non-convertible debentures measured at amortised cost amounting to ₹ 34.01 million.

Depreciation and Amortisation Expenses

Depreciation and amortisation expenses amounted to ₹ 19.68 million, driven primarily by depreciation on right of use of assets, which primarily related to office space.

Tax Expense

Tax expense amounted to ₹ 0.55 million in the six months ended September 30, 2023, comprising expenses in relation to current tax.

Profit for the Period

For the various reasons discussed above, profit in the six months ended September 30, 2023 amounted to ₹ 94.78 million.

Fiscal 2023 compared to Fiscal 2022

Income

Total income increased by 3.29% from ₹ 5,432.19 million in Fiscal 2022 to ₹ 5,611.16 million in Fiscal 2023 primarily on account of an increase in revenue from operations.

Revenue from Operations

Revenues from operations increased by 2.45% from ₹ 5,265.65 million in Fiscal 2022 to ₹ 5,394.67 million in Fiscal 2023 primarily due to an increase in revenue from operations from financial services in Fiscal 2023, which was partially offset by a decrease in revenue from operations from payment services.

Revenue from financial services: Our revenue from operations from financial services increased by 191.86% from ₹ 976.57 million in Fiscal 2022 to ₹ 2,850.21 million in Fiscal 2023, reflecting our increased focus on distribution of financial services (primarily through our MobiKwik ZIP and ZIP EMI products) to users in our payments services business. This was manifested by:

- an increase in the MobiKwik ZIP GMV (disbursements) by 204.23% from ₹ 13,485.74 million in Fiscal 2022 to ₹ 41,028.10 million in Fiscal 2023;
- an increase in ZIP EMI GMV (disbursements) by 518.53% from ₹ 1,636.42 million in Fiscal 2022 to ₹ 10,121.73 million in Fiscal 2023;
- an increase in MobiKwik ZIP GMV (disbursements per user per month by 89.10% from ₹ 3,349.35 in Fiscal 2022 to ₹ 6,333.52 in Fiscal 2023;
- an increase in the number of Activated MobiKwik ZIP Users and Activated ZIP EMI Users by 70.08% from 2.72 million in Fiscal 2022 to 4.61 million in Fiscal 2023;
- an increase in Repeat MobiKwik ZIP Users from 82.89% in Fiscal 2022 to 90.35% in Fiscal 2023; and
- an increase in the Credit Partner AUM for MobiKwik ZIP and ZIP EMI by 306% from ₹ 1,768.17 million as of March 31, 2022 to ₹ 7,184.19 million as of March 31, 2023.

Our focus on conversion of users from our payments services business to our financial services business was also reflected by the fact that while the number of Activated MobiKwik ZIP Users and Activated ZIP EMI Users increased in Fiscal 2023 from Fiscal 2022, there was lower growth in New Registered Users on our MobiKwik platform by 26.44% from 22.19 million in Fiscal 2022 to 16.33 million in Fiscal 2023. This decrease also resulted in a marginal increase in our CAC from ₹ 17.53 in Fiscal 2022 to ₹ 20.30 in Fiscal 2023.

Revenue from payment services: Our revenue from operations from payment services decreased by 40.68% from ₹ 4,289.08 million in Fiscal 2022 to ₹ 2,544.46 million in Fiscal 2023, primarily on account of modes of payments skewing towards lower payment processing cost modes, as well as the suspension of our payment gateway business in Fiscal 2023. This was also reflected in a decrease in Payment Gateway GMV by 67.55% from ₹ 43,362.35 million in Fiscal 2022 to ₹ 14,072.10 million in Fiscal 2023.

Other Income

Other income increased by 29.99% from ₹ 166.54 million in Fiscal 2022 to ₹ 216.49 million in Fiscal 2023, primarily as a result of increase in interest income from bank deposits measured at amortised cost by 33.48% from ₹ 69.32 million in Fiscal 2022 to ₹ 92.53 million in Fiscal 2023.

Expenses

Total expenses decreased by 6.31% from ₹ 6,586.25 million in Fiscal 2022 to ₹ 6,170.36 million in Fiscal 2023.

Payment Gateway Cost

Payment gateway cost decreased by 31.19% from ₹ 2,276.75 million in Fiscal 2022 to ₹ 1,566.52 million in Fiscal 2023, primarily as a result of modes of payments skewing towards lower payment processing cost modes, consequently reducing our payment gateway costs and also the revenue for our payment services business, as well as discontinuation of our payments gateway business in Fiscal 2023.

Lending operational expenses

Lending operational expenses increased by 289.07% from ₹ 176.07 million in Fiscal 2022 to ₹ 685.04 million in Fiscal 2023. This increase was in line with the increase in our MobiKwik ZIP GMV (disbursements) and ZIP EMI products, which resulted in an increase in expenses such as technology fees and facilitation fees paid to our lending partners who disbursed loans through these products.

Financial Guarantee expenses

Financial guarantee expenses increased by 20.74% from ₹ 907.69 million in Fiscal 2022 to ₹ 1,095.93 million in Fiscal 2023, primarily on account of increase in the amount of guarantees given by us to our lending partners to cover losses from loans extended by them to our consumers, in line with the increase in the MobiKwik ZIP GMV (Disbursements) and ZIP EMI GMV (Disbursements). This increase was partially offset by the reduction in financial guarantee expenses after the RBI disallowed lending service providers from giving financial guarantees during the course of Fiscal 2023 through the Digital Lending Guidelines.

Employee Benefits Expenses

Employee benefits expenses decreased by 8.41% from ₹ 1,072.46 million in Fiscal 2022 to ₹ 982.25 million in Fiscal 2023, primarily due to a decrease by 63.37% in employee stock options expenses from ₹ 260.04 million in Fiscal 2022 to ₹ 95.24 million in Fiscal 2023, on account of grant of lesser stock options in Fiscal 2023.

Other Expenses

Other expenses decreased by 14.52% from ₹ 2,153.28 million in Fiscal 2022 to ₹ 1,840.62 million in Fiscal 2023, primarily due to the following reasons:

- Business promotion decreased by 19.14% from ₹ 1,045.90 million in Fiscal 2022 to ₹ 845.62 million in Fiscal 2023 on account of reduction in user incentives granted due to streamlined promotional strategies and campaigns.

- There were no provisions for loss on MobiKwik Zip product made in Fiscal 2023, as against a provision of ₹ 106.91 million in Fiscal 2022. This provision was made on account of certain suspicious transactions made by users through the MobiKwik wallet to recharge Fast Tags issued by a certain payments bank, for which criminal proceedings were filed by our Company.

- There were no share issue expenses incurred in Fiscal 2023, as against share issue expenses of ₹ 61.12 million in Fiscal 2022. These were incurred in connection with our Company's earlier proposed IPO of equity shares and expensed on account of expected delays in such IPO filing.

- Advertisement expenses decreased by 47.71% from ₹ 84.24 million in Fiscal 2022 to ₹ 44.05 million in Fiscal 2023 on account of optimisation of our marketing strategies.

- Outsource service expenses increased by 167.19% from ₹ 105.17 million in Fiscal 2022 to ₹ 281.00 million in Fiscal 2023 on account of higher engagement with third party collection agencies for provision of loan collection services for our lending partners, in line with growth in our MobiKwik ZIP GMV (Disbursements) and ZIP EMI GMV (Disbursements).

Earnings before Finance Costs, Taxes, Depreciation and Amortisation (EBITDA)

For the various reasons discussed above, EBITDA increased from ₹ (1,154.06) million in Fiscal 2022 to ₹ (559.20) million in Fiscal 2023, while EBITDA Margin (EBITDA as a percentage of our total income) increased from (21.24)% in Fiscal 2022 to (9.97)% in Fiscal 2023. For reconciliation of EBITDA and EBITDA Margin, see "*– Non-GAAP Measures – Reconciliation of EBITDA and EBITDA Margin to Profit/ (Loss) for the Year/ period*" on page 383.

Finance Costs

Finance costs increased by 87.15% from ₹ 109.13 million in Fiscal 2022 to ₹ 204.24 million in Fiscal 2023 primarily due to:

- increase in interest expense on overdraft measured at amortised cost from ₹ 67.28 million in Fiscal 2022 to ₹ 111.91 million in Fiscal 2023 on account of higher overdraft limits availed; and

- increase in interest expense on non-convertible debentures measured at amortised cost from NIL in Fiscal 2022 to ₹ 51.73 million in Fiscal 2023 on account of non-convertible debentures issued in Fiscal 2023.

Depreciation and Amortisation Expenses

Depreciation and amortisation expenses increased by 104.00% from ₹ 20.99 million in Fiscal 2022 to ₹ 42.82 million in Fiscal 2023, primarily due to increase in the depreciation on right of use of assets, which primarily related to office space.

Tax Expense

We incurred total tax expenses of ₹ 31.88 million in Fiscal 2023 as opposed to a total tax credit of ₹ 2.56 million in Fiscal 2022, primarily on account of deferred tax expense amounting to ₹ 31.15 million in Fiscal 2023 as against a deferred tax credit of ₹ 4.72 million in Fiscal 2022.

Loss for the Year

For the various reasons discussed above, loss for the year decreased by 34.60% from ₹ 1,281.62 million in Fiscal 2022 to ₹ 838.14 million in Fiscal 2023.

Fiscal 2022 compared to Fiscal 2021

Income

Total income increased by 79.72% from ₹ 3,022.56 million in Fiscal 2021 to ₹ 5,432.19 million in Fiscal 2022 on account of an increase in revenue from operations.

Revenue from Operations

Revenue from operations increased by 82.47% from ₹ 2,885.71 million in Fiscal 2021 to ₹ 5,265.65 million in Fiscal 2022 as revenue from financial services as well as payment services experienced significant growth.

<u>*Revenue from financial services:*</u> Our revenue from operations from financial services increased by 63.27% from ₹ 598.13 million in Fiscal 2021 to ₹ 976.57 million in Fiscal 2022, reflecting our increased focus on distribution of financial services (primarily through our MobiKwik ZIP and ZIP EMI products) to users in our payments services business. This was manifested by:

- an increase in MobiKwik ZIP GMV (Disbursements) by 579.18% from ₹ 1,983.24 million in Fiscal 2021 to ₹ 13,485.74 million in Fiscal 2022;

- an increase in MobiKwik ZIP EMI GMV (Disbursements) by 61.19% from ₹ 1,016.19 million in Fiscal 2021 to ₹ 1,636.42 million in Fiscal 2022;

- an increase in MobiKwik ZIP GMV (Disbursements) per user per month by 35% from ₹ 2,477.90 in Fiscal 2021 to ₹ 3,349.35 in Fiscal 2022;

- an increase in the number of Activated MobiKwik ZIP Users and Activated ZIP EMI Users by 266.49% from 0.74 million in Fiscal 2022 to 2.71 million in Fiscal 2022;

- an increase in Repeat MobiKwik ZIP Users from 79.19% in Fiscal 2021 to 82.89% in Fiscal 2022; and

- an increase in the Credit Partner AUM for MobiKwik ZIP and ZIP EMI by 17.23% from ₹ 1,508.26 million as of March 31, 2021 to ₹ 1,768.17 million as of March 31, 2022.

Revenue from payment services: Our revenue from operations from payment services increased by 87.49% from ₹ 2,287.58 million in Fiscal 2021 to ₹ 4,289.08 million in Fiscal 2022 primarily due to:

- an increase by 51.65% of Payments GMV from ₹ 118,345.95 million in Fiscal 2021 to ₹ 179,473.88 million in Fiscal 2022; and

- an increase by 55.01% of Payments Gateway GMV from ₹ 27,974.18 million in Fiscal 2021 to ₹ 43,362.35 million in Fiscal 2022.

The increase in Payments GMV and Payment Gateway GMV was primarily driven by 22.19 million New Registered Users on our platform in Fiscal 2022.

Other Income

Other income increased by 21.70% from ₹136.85 million in Fiscal 2021 to ₹ 166.54 million in Fiscal 2022, primarily due to an increase by 36.37% in the write-back of liabilities/ provisions no longer required from ₹63.48 million in Fiscal 2021 to ₹ 86.57 million in Fiscal 2022.

Expenses

Total expenses increased by 63.00% from ₹ 4,040.70 million in Fiscal 2021 to ₹ 6,586.25 million in Fiscal 2022.

Payment Gateway Cost

Payment gateway cost increased by 50.62% from ₹ 1,511.60 million in Fiscal 2021 to ₹ 2,276.75 million in Fiscal 2022. This was in line with the increase in our Payments GMV and Payment Gateway GMV.

Lending operational expenses

Lending operational expenses increased by 162.63% from ₹ 67.04 million in Fiscal 2021 to ₹ 176.07 million in Fiscal 2022. This increase was in line with the increase in the MobiKwik ZIP GMV (Disbursements) and ZIP EMI GMV (Disbursements), which resulted in an increase in expenses such as technology fees and facilitation fees paid to our lending partners who disbursed loans through these products.

Financial Guarantee expenses

Financial guarantee expenses increased by 55.51% from ₹ 583.67 million in Fiscal 2021 to ₹ 907.69 million in Fiscal 2022, primarily on account of increase in the amount of guarantees given by us to our lending partners to cover losses from loans extended by them to our consumers, in line with the increase in the MobiKwik ZIP GMV (Disbursements) and ZIP EMI GMV (Disbursements).

Employee Benefits Expenses

Employee benefits expenses increased by 102.23% from ₹ 530.31 million in Fiscal 2021 to ₹ 1,072.46 million in Fiscal 2022, primarily due to:

- an increase by 63.53% in salaries, allowance and bonus from ₹ 471.95 million in Fiscal 2021 to ₹ 771.77 million in Fiscal 2022 on account of increase in the number of our employees and general salary increments; and

- an increase by 734.53 % in employee stock options expenses from ₹ 31.16 million in Fiscal 2021 to ₹ 260.04 million in Fiscal 2022 on account of increase in the number of employee stock options granted in Fiscal 2022.

Other Expenses

Other expenses decreased by 59.73% from ₹ 1,348.08 million in Fiscal 2021 to ₹ 2,153.28 million in Fiscal 2022, primarily due to the following reasons:

- Business promotion increased by 30.22% from ₹ 803.18 million in Fiscal 2021 to ₹ 1,045.90 million in Fiscal 2022 on account of increase in advertising and user incentives provided on account of a rise in user incentives, in line with the growth in our payments services business.

- Legal and professional fees increased by 203.44% from ₹ 62.80 million in Fiscal 2021 to ₹ 190.57 million in Fiscal 2022 primarily on account of legal and professional expenses incurred in connection with a proposed initial public offering of our Company, as well as a fund-raising of approximately ₹ 3,500 million by our Company from private investors.

- There were no provisions for loss on MobiKwik Zip product made in Fiscal 2021, as against a provision of ₹ 106.91 million in Fiscal 2022. This provision was made on account of certain suspicious transactions made by users through the MobiKwik wallet to recharge Fast Tags issued by a certain payments bank, for which criminal proceedings were filed by our Company.

- There were no share issue expenses incurred in Fiscal 2021, as against share issue expenses of ₹ 61.12 million in Fiscal 2022. These were incurred in connection with our Company's earlier proposed IPO of equity shares and expensed on account of expected delays in such IPO filing.

- Outsource service cost increased by 138.75% from ₹ 44.05 million in Fiscal 2021 to ₹ 105.17 million in Fiscal 2022 on account of higher engagement with third party collection agencies for provision of loan collection services for our lending partners, in line with growth in the MobiKwik ZIP GMV (Disbursements) and ZIP EMI GMV (Disbursements).

Earnings before Finance Costs, Taxes, Depreciation and Amortisation (EBITÚ)

For the various reasons discussed above, EBITDA decreased from ₹ (1,018.14) million in Fiscal 2021 to ₹ (1,154.06) million in Fiscal 2022, while EBITDA Margin (EBITDA as a percentage of our total income) increased from (33.68)% in Fiscal 2021 to (21.24)% in Fiscal 2022. For reconciliation of EBITDA and EBITDA Margin, see "*– Non-GAAP Measures – Reconciliation of EBITDA and EBITDA Margin to Profit/ (Loss) for the Year/ period*" on page 383.

Finance Costs

Finance costs increased by 52.95% from ₹ 71.35 million in Fiscal 2021 to ₹ 109.13 million in Fiscal 2022 primarily due to an increase by 54.81% in interest expense on overdraft at amortised cost from ₹ 43.46 million in Fiscal 2021 to ₹ 67.28 million in Fiscal 2022.

Depreciation and Amortisation Expenses

Depreciation and amortisation expenses increased by 59.74% from ₹ 13.14 million in Fiscal 2021 to ₹ 20.99 million in Fiscal 2022, primarily due to increase in the depreciation of property, plant and equipment.

Tax Expense

We had total tax credit of ₹ 2.56 million in Fiscal 2022 as opposed to total tax expense of ₹ 10.37 million in Fiscal 2022, primarily on account of a deferred tax credit of ₹ 4.72 million in Fiscal 2022 against deferred tax expense amounting to ₹ 7.48 million in Fiscal 2021.

Loss for the Year

For the various reasons discussed above, loss for the year increased by 15.15% from ₹ 1,113.00 million in Fiscal 2021 to ₹ 1,281.62 million in Fiscal 2022.

Liquidity and Capital Resources

We have historically financed the expansion of our business and operations primarily through cash flows from operations, equity infusions from shareholders and borrowings. We believe that, after taking into account the expected cash to be generated from operations, our borrowings and the proceeds from the Issue, we will have sufficient liquidity for our present requirements and anticipated requirements for capital expenditure and working capital.

Cash Flows

The following table sets forth certain information relating to our cash flows in the periods indicated:

Particulars	Fiscal			For the six months ended September 30, 2023
	2021	2022	2023	
	(₹ million)			
Net cash generated from/ (used in) operating activities	(345.06)	(3,205.86)	270.13	(48.56)
Net cash generated from/ (used in) investing activities	104.92	(847.72)	(6.78)	359.90
Net cash generated from/ (used in) financing activities	725.72	3,294.16	179.68	(229.46)
Net (decrease)/ increase in cash and cash equivalents	485.58	(759.42)	443.03	81.88
Cash and cash equivalents at the end of the year/ period	22.85	(736.57)	(293.54)	(211.66)

For further information, see "*Financial Information - Restated Consolidated Financial Information – Restated Consolidated Statement of Cash Flows*" on page 304.

Operating Activities

Six months ended September 30, 2023

Net cash used in operating activities for the six months ended September 30, 2023 was ₹ 48.56 million due to operating profit generated during the period which was completely offset by the corresponding increase in working capital requirements. Our operating profit before working capital changes was ₹ 469.60 million. The difference was primarily attributable to decrease in other financial liabilities, trade receivables, other bank balances (escrow and nodal accounts) and other liabilities of ₹ 910.12 million, ₹ 84.28 million, ₹ 45.79 million and ₹ 37.69 million, respectively, which was partially offset by increase in trade payables, other financial assets, other current assets and provisions of ₹ 693.77 million, ₹ 100.53 million, ₹ 215.28 million and ₹3.63 million, respectively.

Fiscal 2023

Net cash generated from operating activities for Fiscal 2023 was ₹ 270.13 million primarily due to operating profit for the year partially set off by change in working capital during the year. Our operating profit before working capital changes was ₹ 555.07 million. The difference was primarily attributable to increase in trade receivables, other current assets, decrease in other financial liabilities of ₹ 482.09 million, ₹ 84.35 million and ₹ 2,303.91 million, respectively, which was partially offset by decrease in other financial assets, other bank balances (escrow and nodal accounts), increase in Other liabilities, increase in provision and increase in trade payables of ₹ 1,186.19 million, ₹ 754.32 million, ₹ 32.70 million,₹ 2.88 million and ₹497.21 million, respectively.

Fiscal 2022

Net cash used in operating activities for Fiscal 2022 was ₹ 3,205.86 million, primarily on account of increase in advances to suppliers, increase in amount recoverable from users and business partners. Our operating profit before working capital changes was ₹ 122.48 million. The difference was primarily attributable to increase in other financial assets, other current assets and bank balances (escrow and nodal accounts) of ₹ 1,391.50 million, ₹ 1,010.31 million and ₹ 1,012.87 million, respectively, partially offset by increase in trade payables, decrease in other financial liabilities, increase in provisions and decrease in other liabilities of ₹ 92.44 million,₹ 11.26 million, ₹ 16.77 million and ₹ 28.41 million, respectively, as well as decrease in trade receivables of ₹ 99.04 million.

Fiscal 2021

Net cash used in operating activities for Fiscal 2021 was ₹ 345.06 million primarily due to operating loss for the year partially set off by change in working capital during the year. Our operating loss before working capital changes was ₹ 462.71 million. The difference was primarily attributable to increase in trade receivables, other financial assets and other current assets of ₹ 209.59 million, ₹ 459.85 million and ₹ 353.38 million, respectively, partially offset by decrease in other bank balances (escrow and nodal accounts) of ₹ 570.19 million and increase in other trade payables, other liabilities, provisions and other financial liabilities of ₹ 376.93 million, ₹ 38.82 million , ₹ 14.13 million and ₹ 134.75 million, respectively.

Investing Activities

Six months ended September 30, 2023

Net cash generated from investing activities for the six months ended September 30, 2023 was ₹ 359.90 million, primarily on account of proceeds from the maturity of bank deposits of ₹313.78 million.

Fiscal 2023

Net cash used in investing activities for Fiscal 2023 was ₹ 6.78 million primarily due to movements in bank deposits. Net cash used in investing activities for Fiscal 2023 primarily included investments in bank deposits of ₹ 1,199.65 million and purchase of property, plant and equipment of ₹14.51 million, partially offset by proceeds from the maturity of bank deposits of ₹ 1,141.98 million.

Fiscal 2022

Net cash used in investing activities for Fiscal 2022 was ₹ 847.72 million, primarily due to net investments in bank deposits. Net cash used in investing activities for Fiscal 2022 primarily included investments in bank deposits and purchase of property, plant and equipment of ₹ 5,974.49 million and ₹ 33.45 million, respectively, which was partially offset by proceeds from the maturity of bank deposits of ₹ 5,112.02 million, respectively.

Fiscal 2021

Net cash generated from investing activities for Fiscal 2021 was ₹ 104.92 million, which primarily included interest received on bank deposits, proceeds from sale of mutual funds and proceeds from the maturity of bank deposits of ₹ 60.09 million, ₹ 38.12 million, and ₹ 20.50 million.

Financing Activities

Six months ended September 30, 2023

Net cash used in financing activities for the six months ended September 30, 2023 was ₹ 229.46 million, primarily on account of repayment of non-convertible debentures, payment of lease liabilities and interest and borrowing costs of ₹ 132.00 million, ₹ 15.75 million and ₹ 81.71 million, respectively.

Fiscal 2023

Net cash generated from financing activities for Fiscal 2023 was ₹ 179.68 million and primarily included proceeds of non-convertible debentures of ₹ 543.04 million, partially offset by interest and borrowing cost, repayment of borrowings, repayment of non-convertible debentures and payment of lease liabilities of ₹ 188.88 million, ₹ 95.08 million, ₹ 54.00 million and ₹ 25.44 million, respectively.

Fiscal 2022

Net cash generated from financing activities for Fiscal 2022 was ₹ 3,294.16 million and primarily included proceeds from the issue of equity shares, proceeds from the issue of preference shares and proceeds from borrowings of ₹ 1,059.99 million, ₹ 2,154.44 million, ₹ 363.00 million, partially offset by interest and borrowing cost, share issue expenses, repayment of borrowings and repayment of non-convertible debentures of ₹ 108.77 million, ₹ 77.42 million, ₹ 67.92 million and ₹ 25.45 million, respectively.

Fiscal 2021

Net cash generated from financing activities was ₹ 725.72 million in Fiscal 2021, and primarily included proceeds from issuance of preference shares of ₹ 998.30 million, partially offset by repayment of non-convertible debentures, repayment of borrowings and interest and borrowing cost of ₹ 114.55 million, ₹ 75.00 million and ₹ 72.19 million, respectively.

Indebtedness

As of September 30, 2023, we had total borrowings of ₹ 1,511.79 million. For further information on our indebtedness, see "*Financial Indebtedness*" on page 412.

The following table sets forth certain information relating to our outstanding indebtedness as of September 30, 2023, and our repayment obligations in the periods indicated:

Particulars	**As of September 30, 2023 Payment due by period (₹ million)**				
	Total	**Not later than 1 year**	**1-3 years**	**3 -5 years**	**More than 5 years**
Short Term Borrowings					
Secured bank overdraft	949.20	949.20	-	-	-
Term Loan	200.00	200.00	-	-	-
Current maturity of non-convertible debentures	289.65	289.65	-	-	-
Long Term Borrowings					
Non-convertible debentures	362.59	-	362.59	-	-
(*Less)* Current maturity of non-convertible debentures	(289.65)		(289.65)		
Total Borrowings	**1511.79**	**1438.85**	**72.94**	-	-

Contingent Liabilities and Commitments

The summary of our contingent liabilities as on September 30, 2023, as indicated in our Restated Consoldiated Financial Information are as follows:

Particulars	**As of September 30, 2023 (₹ million)**
(a) Claims against the Group not acknowledged as debts:	
- Income tax matters for financial year 2016-17*	-
- Other income tax matters	4.14
- Amount paid under protest relating to the above matter	1.83
(b) The Group does not have any long term commitments/ contracts including derivative contracts for which there will be any material foreseeable losses.	-
(c) The Group does not have any amounts which were required to be transferred to the Investor Education and Protection Fund	-

* *During Fiscal 2022, our Company had received an assessment order dated June 15, 2021 imposing a demand of INR 583.00 million on account of additions made under section 68 of the Income Tax Act, 1961 for the financial year 2016-17. The said demand has been made by the assessing officer, in respect of documents sought for the identity of the investor, their creditworthiness and genuineness of the funding received by our Company during the said financial year. Basis the facts of the matter and the advice obtained from tax counsel, our Company filed a writ petition with High Court and the said order has been set aside by the High Court on July 7, 2021.*

For further details of our contingent liabilities as on March 31, 2023, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Outstanding Litigation and Material Developments*" and "*Financial Statements*" beginning on pages 369, 415 and 296, respectively.

We do not have any off-balance sheet arrangements, derivative instruments or other relationships with other entities that would have been established for the purpose of facilitating off-balance sheet arrangements.

Contractual Obligations and Commitments

The following table sets forth certain information relating to future payments due under known contractual commitments as of September 30, 2023, aggregated by type of contractual obligation:

Particulars	Payment due by period		
	Within 1 year	Between 1 - 5 years	Total
	(₹ million)		
Trade payables	1,872.25	-	1,872.25
Lease liabilities	31.50	122.43	153.93
Other financial liabilities	1,299.46	0.35	1,299.81
Financial guarantee obligation	384.67	-	384.67
Borrowings	1,441.20	72.00	1,513.20
Total	**5,029.08**	**194.78**	**5,223.86**

Capital Expenditures

Our historical capital expenditure was, and we expect our future capital expenditure to be, primarily for technology hardware including computer systems and peripheral.

The following table sets forth the net block of our capital assets for the periods indicated:

Particulars	Fiscal			For the six months ended September 30, 2023
	2021	2022	2023	
	(₹ million)			
Property, plant and equipment	9.39	26.45	21.16	21.68
Other tangible assets	-	-	-	-
Goodwill	-	-	-	-
Total	**9.39**	**26.45**	**21.16**	**21.68**

Related Party Transactions

We have entered into transactions with certain related parties, including our Subsidiaries, our Promoters, Directors and certain KMPs. In particular, we have entered into various transactions with such parties in relation to, amongst others, investment in Subsidiaries, payment for services received from Subsidiaries and remuneration to KMPs. For further information relating to our related party transactions, see "*Financial Information – Restated Consolidated Financial Information– Note 34: Related Party Transactions*" on page 360.

Changes in Accounting Policies

There have been no changes in our accounting policies during Fiscals 2021, 2022 and 2023 and the six months ended September 30, 2023.

Auditor's Observations

Qualification

Our Statutory Auditors in their audit report on our consolidated financial statements for Fiscal 2021 have included a qualification in relation to certain allotments of preference shares during the year ended March 31, 2018 and March 31, 2017 for which our Company received proceeds of ₹ 707.50 million and ₹ 472.52 million, respectively. However, our Company did not keep ₹ 451.73 million and ₹ 100.00 million from the respective years proceeds in a separate bank account and inadvertently utilized these amounts for payment towards business purposes before allotment of shares to the investors, in contravention of Section 42 of the Companies Act, 2013. Subsequent to March 31, 2021, on April 19, 2021, our Company has also filed an application before the Regional Director (Northern Region), Registrar of Companies, Delhi and Haryana, for compounding of this contravention, submitting (among other grounds) that the relevant actions had been taken without any mala fide intentions. Further, the same has been compounded vide order dated August 13, 2021. The above-mentioned matter does not require any adjustments.

Financial risk management objectives and policies

Our management monitors and manages key financial risk relating to the operations of our Company by analysing exposures by degree and magnitude of risk. The risks include market risk (including interest rate risk, currency risk and other price risk), credit risk and liquidity risk.

Our Board of Directors has overall responsibility for the establishment and oversight of our risk management framework. Our risk management policies are established to identify and analyse the risks faced by us, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and our activities.

Credit Risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. We are exposed to credit risk from our operating activities (primarily trade receivables and financial guarantees provided by us) and from our financing activities, including deposits with banks, mutual funds and financial institutions, and other financial assets. Our management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis.

The carrying amounts of financial assets and the maximum amount that we would have to pay if the financial guarantee is called upon, irrespective of the likelihood of the guarantee being exercised, represents the maximum credit risk exposure.

Credit risk management considers available reasonable and supportive forward-looking information including indicators, such as, external credit rating (as far as available), macro-economic information (including regulatory changes, government directives, market interest rate).

Trade Receivables

We are exposed to credit risk in the event of non-payment by trade partners. Receivable credit risk is managed subject to our established policy, procedures and control relating to trade partners risk management. We use a provision matrix to determine impairment loss allowance on portfolio of its trade receivables through a lifetime expected credit loss. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates.

Digital Financial Services

Our exposure to credit risk is from the digital financial services business in which we facilitate credit to our users through financing partners. We provide financial guarantees on the digital financial services business to its financing partners to cover the loss on the credit extended to its users. Financial guarantees are capped to the extent agreed with the respective partner. Further, with effect from December 1, 2022 in line with the recent RBI guidelines in relation to routing of flow of funds between users and financing partners, there have been a change in our arrangements with the financing partners and as per the revised arrangements, we do not have any exposure to credit risk for the new credits given to our users through financing partners. Therefore, the exposure for credit risk still exists at the year-end on the credits which were given prior to the new guidelines till the date they are being settled and paid off as per the agreed terms.

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument. We manage and controls credit risk by setting limits on the amount of risk we are willing to accept for individual users and for geographical and industry concentrations, and by monitoring exposures in relation to such limits.

Credit risk is monitored by the independent Risk Management ("**RM**") department within our digital financial services business. The RM's responsibility is to review and manage credit risk, including environmental and social risk for all types of counterparties. Our risk team consists of experienced credit risk professionals who have deep expertise in the domain of financial and credit risk of digital financial services business and are responsible for managing the risk of our digital financial services portfolio including credit risk systems, policies, models and reporting.

We have established a credit quality review process to provide early warning signals to identify the changes in the creditworthiness of our digital financial services users. User limits are established by the use of a credit risk classification system, which assigns each digital financial services user a risk rating. Risk ratings are subject to regular revision. The credit quality review process enables the periodic assessment of the potential loss to which we are exposed thereby allowing us to take corrective actions.

Concentration of credit risk

Concentrations arise when a number of users are engaged in similar business activities, or activities in the same geographical region, or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions.

In order to avoid excessive concentrations of risk, our policies and procedures include specific guidelines to focus on spreading our digital financial services portfolio across various products/states/customer base with a cap on maximum limit of exposure for an individual/ group. Accordingly, we do not have concentration risk.

Expected credit loss on financial guarantee contract

We have, based on current available information and based on the policy approved by the Board of Directors, calculated impairment loss allowance in the digital financial services business using the Expected Credit Loss (ECL) model to cover the guarantees provided to our financing partners.

For further information, see "*Financial Information - Restated Consolidated Financial Information –Note 31: Financial Risk Management Objectives and Policies – (i) Credit Risk Management*" on page 353.

Liquidity Risk

Liquidity risk is the risk that we will encounter difficulty in meeting the obligations associated with our financial liabilities that are settled by delivering cash or another financial asset. Our approach to managing liquidity is to ensure, as far as possible, that we will have sufficient liquidity to meet our liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to our reputation.

Ultimate responsibility for liquidity risk management rests with the Board, who has established an appropriate liquidity risk management framework for the management of our short-term, medium-term and long-term funding and liquidity management requirements. We manage liquidity risk by maintaining adequate reserves, banking facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Till Financial Year 2022-23, the Company had incurred losses, whereas during the six months period ended September 30, 2023, there has been improvement in the financial performance of the Company and the Company has generated a profit of ₹ 94.78 million. The Company has net worth of ₹ 1,525.33 million and a positive working capital position (i.e. its current assets exceed its current liabilities) as at September 30, 2023 of ₹ 244.44 million, including cash and cash equivalents of ₹ 737.54 million. Further, based on the current business plan and projections prepared by the management, the Company expects to achieve growth in its operations in the coming years with continuous improvement in operational efficiency. The management has made an assessment of the Company's ability to continue as a going concern and believes that the Company will continue to be a going concern considering, amongst other things, expected growth in operations, existing cash and cash equivalents and other available bank balances. In view of the above, Board has concluded that the going concern assumption is appropriate.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include foreign currency receivables, deposits, investments in mutual funds. We have in place appropriate risk management policies to limit the impact of these risks on its financial performance. We ensure optimization of cash through fund planning and robust cash management practices.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The sensitivity disclosed in the below is attributable to bank overdraft facility availed by us. Our other borrowings have fixed interest rate.

For further information, see "*Financial Information - Restated Consolidated Financial Information –Note 31: Financial Risk Management Objectives and Policies*" on page 353.

Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. We are exposed to currency risk to the extent that there is a mismatch between the currencies in which sales and purchase of services are denominated (i.e. USD) and the respective functional currencies of us (i.e. INR).

Unusual or Infrequent Events or Transactions

Except as described in this Draft 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

Except as described in this Draft Red Herring Prospectus, there have been no significant economic changes that materially affect or are likely to affect Income from continuing operations.

Known Trends or Uncertainties

Our business has been affected and we expect will continue to be affected by the trends identified above in "*– Key Factors Affecting our Results of Operations*" and the uncertainties described in the section titled "*Risk Factors*" beginning on page 33. To our knowledge, except as described or anticipated in this Draft Red Herring Prospectus, there are no known factors which we expect will have a material adverse impact on our sales or revenues or income from continuing operations.

Future Relationship between Cost and Income

Other than as described in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 33, 190 and 369 respectively, to our knowledge there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

New Product Segments

Except as set out in this Draft Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new product segments. For further information, see "*Business – Our Strategies"* on page 220.

Competitive Conditions

We operate in a competitive environment. See "*Our Business*", "*Industry Overview*" and "*Risk Factors*" on pages 190, 164 and 33, respectively, for further details on competitive conditions that we face across our various businesses.

Extent to which material increases in Net Sales or Revenue are due to increased Sales Volume, introduction of New Products or Services or increased Sales Prices

Changes in revenue in the last three Fiscals are as described in "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Fiscal 2023 compared to Fiscal 2022*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Fiscal 2022 compared to Fiscal 2021*" above on pages 387 and 389, respectively.

Segment Reporting

Till the financial year ended March 31, 2022, the information reported to our Group's Chief Executive Officer (CEO), the Chief Operating Decision Maker (CODM)) for the purposes of resource allocation and assessment of segment performance was focused on the degree of homogeneity of products, services and material businesses. Segment's performance was evaluated based on segment revenue, segment results and adjusted earnings before interest, taxes, depreciation and amortisation (adjusted EBITDA). Accordingly, our Group's reportable segments under Ind AS 108 were (a) consumer payments, (b) digital financial services (previously known as BNPL), and (c) payment gateway. The performance of each of these segments was evaluated based on segment revenue, segment results and adjusted EBITDA. During Fiscal 2023, we have reassessed the basis of segment reporting. This reassessment was required due to change in the business strategy over the period, increased interdependency between various services, increased interchangeability of resources and common costs, change in our Chief Executive Officer (CEO) (Chief Operating Decision Maker or "**CODM**") reviews our performance, etc. Accordingly, to align with the above shift in business strategy and the consequent change in the way the CODM reviews the performance, our has modified the segment disclosure and concluded that though there are different business units of us, including financial services and payment services, but CODM reviews the information at the overall level and we do not allocate revenue from operations, operating costs and expenses, assets and liabilities across the units. Allocation of resources and assessment of financial performance is done at the consolidated level. Accordingly, it has been assessed that we operates in a single operating segment only.

See also "*Financial Statements - Restated Consolidated Financial Information – Note 32: Operating Segment*" on page 359.

Seasonal nature of business

While there is no significant impact on our business due to seasonal fluctuations, there is typically an uptick in transactions volumes in our platform during major festivals.

Significant dependence on single or few customers

Given the nature of our business operations, we do not believe our business is dependent on any single or a few customers.

Significant developments after September 30, 2023 that may affect our future results of operations

Except as disclosed below and elsewhere in this Draft Red Herring Prospectus, there have been no significant developments after September 30, 2023, which materially and adversely affects, or is 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:

Our Company had allotted 30,910 partially paid-up Series H CCCPS to Blacksoil Capital Private Limited and 8,832 CCCPS to Blacksoil India Credit Fund on January 16, 2023 (Paid ₹ 1 per CCCPS only at the time allotment). Such shares were forfeited pursuant to a resolution passed by the Board of Directors on December 5, 2023, due to non-payment of the balance of a total sum of ₹ 4,49,60,124.60 on such CCCPS when called upon.

Summary of Material Accounting Policies

Basis of Consolidation

The following table sets forth certain information in relation to the subsidiaries, which are considered in the consolidation and our Company's holdings, therein:

S. No	Name of the Company	Country of Incorporation	Nature	Percentage of ownership as on March 31			Percentage of ownership as on September 30, 2023
				2021	2022	2023	
1	ZAAK EPAYMENT SERVICES PRIVATE LIMITED	India	Subsidiary	100%	100%	100%	100%
2	MOBIKWIK FINANCE PRIVATE LIMITED	India	Subsidiary	100%	100%	100%	100%
3	MOBIKWIK CREDIT PRIVATE LIMITED	India	Subsidiary	100%	100%	100%	100%
4	MOBIKWIK INVESTMENT ADVISER PRIVATE LIMITED (formerly known as HARVEST FINTECH PRIVATE LIMITED)	India	Subsidiary	100%	100%	100%	100%

Significant Accounting Judgements, Estimates and Assumptions

The preparation of the Restated Consolidated Financial Informationin conformity with Ind AS requires our management to make judgments, estimates and assumptions that affect the reported amounts of income, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on our management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Therefore, actual results could differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the Restated Consolidated Financial Information:

a) Revenue from contracts with customers

The Group applied judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers, such as identifying performance obligations, wherein, the Group provides multiple services as part of the arrangement. The Group allocated the portion of the transaction price to services basis on its relative standalone prices.

Before including any amount of variable consideration in the transaction price, the Group considers whether the amount of variable consideration is constrained. The Group determined that the estimates of variable consideration are not constrained based on its historical experience, business forecast and the current economic conditions. In addition, the uncertainty on the variable consideration will be resolved within a short time frame.

b) Determining lease term

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Group has some property lease arrangements with its vendors that include option to terminate the contract by either party at any time by giving advance notice or by the Group as per its discretion. The Group applied judgment in evaluating whether it is reasonably certain to exercise the termination option. It considered all the factors that create economic incentive for the Group to continue with lease or terminate including alternatives available for the office lease, use of underlying property, leasehold improvements made and accordingly determined lease term.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the Financial Statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

a) Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that future taxable profit will be available against which the losses can be utilised. In assessing the probability the Group considers whether the entity has sufficient taxable temporary differences relating to the same taxation authority and the same taxable entity, which will result in taxable amounts against which the unused tax losses or unused tax credits can be utilised before they expire. Significant management assumptions are required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Group has tax business losses and unabsorbed depreciation carried forward amounting to ₹7,612.93 million (31 March 2022: ₹ 6,803.13 million). The Group does not expect sufficient future taxable profit against which such tax losses can be utilised. On this basis, the Group has not recognised deferred tax assets on these carried forward tax losses.

b) Defined benefit plans (gratuity benefit)

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate are current best estimates of the expected mortality rates of plan members, both during and after employment. Future salary increases and gratuity increases are based on expected future inflation rates, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

c) Useful life of assets - Property, Plant and Equipment

The charge in respect of periodic depreciation is derived after determining an estimate of an asset’s expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Group's assets are determined by management at the time the asset is acquired and reviewed at each financial year end.

d) Leases – Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (“**IBR**”) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group ‘would have to pay’, which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as stand-alone credit rating).

f) Calculation of loss allowance

When measuring ECL the Group uses reasonable and supportable forward-looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other.

Loss given default is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive.

Probability of default constitutes a key input in measuring ECL. Probability of default is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions.

g) Fair value of equity-settled share-based transaction

Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which depends on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The Group measures the fair value of equity-settled transactions with employees at the grant date using Black-Scholes model.

Summary of significant accounting policies

Revenue from contract with customers

The Group derives revenue primarily from following services:

- Commission income from sale of recharge, bill payments and merchant payments;
- Fees for money transfer service from user's wallet to bank account;
- Revenue from share in interest income, processing fee, activations fees, penalties and other such incomes on account of servicing of loans products through lending partners (Digital Financial Services)
- Revenue from technology platform services;
- Payment gateway services; and
- Income from advertisement/sale of space.

The Group recognises revenue from contracts with customers when it satisfies a performance obligation by transferring promised service to a customer. The revenue is recognised to the extent of transaction price allocated to the performance obligation satisfied. Performance obligation is satisfied upon transfer of control of service to a customer.

Transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring good or service to a customer excluding taxes or duties collected on behalf on Government. An entity estimates the transaction price at contract inception, including any variable consideration, and updates the estimate each reporting period for any changes in circumstances.

Variable consideration such as discounts, volume based incentives, any payments made to a customer (unless the payment is for a distinct good or service received from the customer) is estimated using the expected value method or most likely amount as appropriate in a given circumstance. An entity includes estimates of variable consideration in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is resolved.

The Group provides incentives to its users in various forms including cashbacks and supercash. Cashbacks and Supercash given to users where the Group recovers a convenience fee are classified as reduction of revenue. However, when these incentives offered to the users are higher than the income earned from the users, the excess (i.e., the incentive given to a user less income earned from the users) on an individual transaction basis is classified under business promotion expenses.

Where the Group acts as an agent for selling goods or services, only the commission income is included within revenue. Typically, the Group has a right to payment before or at the point that services are delivered. Cash received before the services are delivered is recognised as a contract liability. The amount of consideration does not contain a significant financing component as payment terms are less than one year.

The Group's contracts with customers may include multiple performance obligations. For such arrangements, the Group allocate revenues to each performance obligation based on its relative standalone selling price. The Group generally determine standalone selling prices based on the prices charged to customers or using expected cost-plus margin.

Commission income from sale of recharge, bill payments and merchant payments:

The Group facilitates recharge of talk time, utility bill payments and merchant payments and earns commission for the respective services. Commission income is recognized when the control of services is transferred to the customer i.e. when the services have been provided by the Group.

Such commission is generally determined as a percentage of monetary value of transactions processed or gross merchandise value. The Group typically contracts with merchants, financial institutions, or affiliates of those parties. Contracts stipulate the types of services and articulate how fees will be incurred and calculated. Commission income are recognized each day based on the value of transaction at the time the transactions are processed.

Amount received by the Group pending settlement are disclosed as payable to the merchants under other financial liabilities.

Fees for money transfer service from user's wallet to bank account:

Commission on money transfer represents the amount earned from the users in the form of commission on the withdrawal of money by the users from their wallets and transfer the same to the bank accounts of their choice using the IMPS facility. Commission on money transfer is recognised on satisfaction of the associated performance obligation i.e. on transfer of money, and basis the standard agreement entered with the respective users.

Commission on payment gateway services:

The Group facilitates payment gateway services and earns commission from merchants and recognises such revenue when the control of services is transferred to the customer i.e. when the services have been provided by the Group. Such commission is generally determined as a percentage of transaction value processed by the Group.

Revenue from share in interest income, processing fee, penalties and other such incomes on account of servicing of loans products through lending partners:

Share in interest income (net) is earned on the loans to users by respective lending partners. This income is shared by the Group as per terms of agreement with service providers and accounted on accrual basis. Processing fees is recognised on satisfaction of associated performance obligation i.e. on sourcing of customers for lending partners and when amount of loan or credit is made available to the user based on standard agreements entered with the respective lending partners. Penalty fees for customer defaults i.e. delayed payment of instalment of loan product, is recognised as revenue on receipt of payment from customer. Other such incomes on account of loan facilitation services, collection, monitoring etc is recognised in line with the period of service obligation.

Revenue from technology platform services services:

The Group has contracts with customers to provide technology platform services services, in the form of service of design, development, operation and maintenance of technology-based products, one-time integration, setup and technology fee, etc. either independently or bundled with merchants, transaction processing and loan processing services. The Group typically contracts with financial institutions and merchant aggregators. Contracts stipulate the types of services and articulate how fees will be incurred and calculated. Service fee for design and development of technology-based products are recognised over the period of satisfaction of relative performance obligation i.e. development of product.

The services of one-time integration, setup, and technology fee, etc. are generally billed to the customers upfront. However, the underlying obligation to keep up and run the platform continues for the entire period of the contract with customer, and the pattern of benefits to the customer from such services rendered is generally even, throughout the period of contract. Revenue against such upfront technology platform service fee is recognized on a straight-line basis over a period (i.e. over the contractual term).

Income from advertisement/sale of space:

Revenue from sale of advertisement space is recognised, on satisfaction of associated performance obligation i.e. as and when the relevant advertisement is displayed on the application.

Contract balance

Trade receivables

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made, or the payment is due (whichever is earlier). The Group recognises contract liability for consideration received in respect of unsatisfied performance obligations and reports these amounts as "Deferred revenue" or "Advance from customers" in the balance sheet. Provisions for customer incentives are also reported as contract liabilities.

Employee benefits

Employee benefits include provident fund, employee state insurance scheme, gratuity, compensated absences and other incentives to employees.

Post-employment and termination benefit costs

Payments to defined contribution benefit plans (i.e. provident fund and employee state insurance scheme) are recognised as an expense when employees have rendered service entitling them to the contributions.

For defined benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprises actuarial gains and losses which is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement.

Short-term and other long-term employee benefits

A liability is recognised for short-term employee benefits accruing to employees in respect of salaries, annual leave and sick leave, performance incentives etc. in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Accumulated leave, which is expected to be utilized within the next twelve months, is treated as short-term employee benefit.
The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gain/loss are immediately taken to the statement of profit and loss and are not deferred. The Group presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for twelve months after the reporting date.

Share-based payments

Employees of the Group also receive remuneration in the form of share-based payment transactions under Group's Employee stock option plan (ESOP)-2014.

Equity-settled transactions

The grant date fair value of equity settled share-based payment awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognised as expense is based on the estimate of the number of awards for which the related service conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service conditions at the vesting date.

Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are recognised when a Group becomes a party to the contractual provisions of the instruments.

Financial assets (unless it is a trade receivable without a significant financing component) and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss. A trade receivable without a significant financing component is initially measured at the transaction price.

Financial assets

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification of financial instruments

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial asset at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

A financial asset that meet the following conditions are subsequently measured at amortised cost (except for financial asset that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and

- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at Debt instruments that do not meet the amortised cost criteria or FVTOCI criteria (see above) are measured at FVTPL. In addition, debt instruments financial assets that meet the amortised cost criteria or the FVTOCI criteria may irrevocably be but are designated as at FVTPL are measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Subsequent measurement of financial instruments

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Debt instruments at FVTOCI	These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity instruments at FVTOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Impairment of financial assets

The Group applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, debt instruments, trade receivables, other contractual rights to receive cash or other financial asset and financial guarantees not designated as at FVTPL. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime expected credit losses (ECL) for trade receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For measurement of loss allowance in case of financial guarantee contracts, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

(i) Significant increase in credit risk

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

The Group applies a three-stage approach to measure ECL on financial guarantee contracts. The underlying receivables of debtors migrate through the following three stages based on the change in credit quality since initial recognition.

Stage 1: 12-months ECL

For exposures where there has not been a significant increase in credit risk since initial recognition and that are not credit impaired upon origination, the portion of the lifetime ECL associated with the probability of default events occurring within the next 12 months is recognized.

Exposures with days past due (DPD) less than or equal to 30 days are classified as stage 1.

Stage 2: Lifetime ECL – not credit impaired

For credit exposures where there has been a significant increase in credit risk since initial recognition but that are not credit impaired, a lifetime ECL is recognized. Exposures with DPD equal to 31 days but less than or equal to 89 days are classified as stage 2. At each reporting date, the Group assesses whether there has been a significant increase in credit risk for underlying receivables of debtors since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition.

Stage 3: Lifetime ECL – credit impaired

Receivable of debtor is assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred. For receivable of debtors that have become credit impaired, a lifetime ECL is recognized on principal outstanding as at period end.

Exposures with DPD equal to or more than 90 days are classified as stage 3.

The definition of default for the purpose of determining ECLs has been aligned to the Reserve Bank of India definition of default, which considers indicators that the debtor is unlikely to pay and is no later than when the exposure is more than 90 days past due.

The measurement of all expected credit losses for financial guarantee contracts held at the reporting date are based on historical experience, current conditions, and reasonable and supportable forecasts. The measurement of ECL involves increased complexity and judgement, including estimation of PDs, LGD, a range of unbiased future economic scenarios, estimation of expected lives and estimation of EAD and assessing significant increases in credit risk.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(ii) Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above.

As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

For a financial guarantee contract, as the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed, the expected loss allowance is the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which the simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVTOCI, for which the loss allowance is recognised in other comprehensive income and accumulated in a separate component of equity wherein fair value changes are accumulated, and does not reduce the carrying amount of the financial asset in the balance sheet.

Derecognition of financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party or when the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

A financial liability is any liability that is:

a) contractual obligation:

    (i) to deliver cash or another financial asset to another entity; or
    (ii) to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the entity; or

b) a contract that will or may be settled in the entity's own equity instruments and is:

    (i) a non-derivative for which the entity is or may be obliged to deliver a variable number of the entity's own equity instruments; or
    (ii) a derivative that will or may be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the entity's own equity instruments.

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is either contingent consideration recognised by the Group as an acquirer in a business combination to which Ind AS 103 applies or is held for trading or it is designated as at FVTPL.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss.

Financial liabilities subsequently measured at amortised cost

Other financial liabilities are subsequently measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of a qualifying asset is included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Financial guarantee contract liabilities

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contract liabilities are measured initially at their fair values and, if not designated as at FVTPL and do not arise from a transfer of an asset, are measured subsequently at the higher of:

- the amount of the loss allowance determined in accordance with Ind AS 109 (see section of impairment of financial assets above); and
- the amount recognised initially less, where appropriate, cumulative amortisation recognised in accordance with the revenue recognition policies set out above.

Although the fee income from financial guarantee contracts is recognised in accordance with the principles of Ind AS 115, the financial guarantee contract is in the scope of Ind AS 109 and the fee income from it is not revenue from contracts with customers. The Group presents the fee income from financial guarantees as part of revenue from share in interest income.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Interest income

For all financial assets measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating EIR, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at September 30, 2023, as derived from our Restated Consolidated Financial Information. This table should be read in conjunction with the sections titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Financial Statements*" and "*Risk Factors*" beginning on pages 369, 296 and 33, respectively.

(in ₹ million)

Particulars	Pre-Issue as at September 30, 2023	As adjusted for the Issue
Borrowings		
Non-current borrowings (I)	72.94	[•]
Current maturity of non-convertible debentures (II)	289.65	[•]
Current borrowings (III)	1,149.20	
Total borrowings (IV = I + II + III)	**1,511.79**	[•]
Equity		
Equity share capital (V)	114.38	[•]
Instruments entirely equity in nature (VI)	-	[•]
Other Equity (VIII)	1,419.46	[•]
Total Equity (VIII = V + VI + VII)	1,533.84	[•]
Total borrowings/ Total Equity (VIII = IV/ VIII)	**0.99**	[•]

Notes:

1) *The above has been computed on the basis on amounts derived from the restated IndAS statement of assets and liabilities of the Company as on September 30, 2023.*
2) *The corresponding post-Issue capitalisation data for each of the above amounts given in the table is not determinable at this stage pending the completion of Book Building Process and hence, the same have not been provided in the above statement.*

FINANCIAL INDEBTEDNESS

In furtherance of our Articles of Association and subject to applicable laws, our Board is authorised to borrow sums of money for the business purposes of our Company, working capital, capital expenditure, operational requirements and upon such terms and conditions as the Board thinks fit. For further details regarding the borrowing powers of our Board, see the section titled "*Our Management*" on page 265.

Our Company has availed loans and bank facilities in the ordinary course of business, primarily for funding working capital and capital expenditure requirements. Our Company and our Promoters have provided corporate and personal guarantees, respectively, in relation to certain of these loans.

Set forth below is a brief summary of our aggregate borrowings on a consolidated basis as on September 30, 2023:

(in ₹ million, unless otherwise specified)

Category of borrowing	Sanctioned amount (in ₹million)	Outstanding amount as on September 30, 2023 (in ₹million)*
Secured (A)		
Fund Based Working Capital Facilities	1,150	949.20
Term Loan	200	200
Non-Convertible Debentures (NCD)	550	362.59
Total (A)	**1,900**	**1,511.79**
Unsecured (B)		
Loan from Related Party	-	-
Total (B)	-	-
Total (A+B)	**1,900**	**1,511.79**

As certified by M/s V P G S & Co, Chartered Accountants pursuant to their certificate dated January 4, 2024.

Principal terms of the borrowings availed by our Company:

The details provided below are indicative and there may be additional terms, conditions and requirements under the various borrowing arrangements entered into by us.

1. ***Interest:*** In terms of the facilities availed by us, the interest rate is typically base rate plus margin of the specified lender typically ranging from 11.32% to 16% per annum.

2. ***Tenor:*** The tenor of the overdraft and short term loan facilities availed by us typically ranges from five days to twelve months. Further, Non-convertible debentures have a tenor ranging from twenty-four months to thirty months.

3. ***Security:*** In terms of the borrowings by the Company where security needs to be created, the Company has provided security including:

    (i) Fixed exclusive pari passu charge and hypothecation on the current assets of the Company;
    (ii) Fixed exclusive pari passu charge and hypothecation on the movable and fixed assets of the Company;
    (iii) Pari passu charge on the existing and future cashflows of the company;
    (iv) Demand Promissory Note for Total Investment Amount;
    (v) Post Dated Cheques including Principal and Coupon amount of Investment Amount.Lien over fixed deposits held by the Company;
    (vi) Non-disposal undertakings with respect to shares held by promoters in One Mobikwik Systems Limited with carve out of 15% of the existing shareholding for Non-IPO and for IPO as per applicable SEBI regulations ;
    (vii) Personal guarantees by our Promoters; and
    (viii) Collaterals in the form of cash margin deposited with lenders.
    (ix) Lien over fixed deposits held by the Company

    This is an indicative list and there may be additional requirements for creation of security under the various borrowing arrangements entered into by us.

4. ***Prepayment:*** In terms of the term loans availed by us, we have the option to prepay the lenders, in part or in full - the debt together with all interests, prepayment premium and other charges and monies due and payable to the bank up to the due date. Some of these loans provide for prepayment subject to the consent of the lender or a notice of prepayment to be given to the lender.

5. ***Re-payment:*** The loan facilities are repayable as per a fixed schedule in monthly instalments, wherever applicable.

6. ***Key covenants:***

   In terms of our facility agreements and sanction letters, we are required to comply with various financial covenants and conditions restricting certain corporate actions, typically including, but not limited to the following:

   (i) provide audited or unaudited financial statements;
   (ii) take prior consent of the bank for disposing off any of the shares and securities;
   (iii) monitor compliance with financial covenants;
   (iv) monitor end-use of the facility amounts for stated purpose for which the facility is availed;
   (v) intimate and/or take prior consent of the lenders about change in line of business or change in ownership or control or management control;
   (vi) intimate and/or take prior consent of the lenders about change in capital structure or shareholding pattern;
   (vii) observe restrictions on further indebtedness;
   (viii) take prior consent of lenders for modification / amendment in the constitutional documents of our Company;
   (ix) take prior consent for changing the general nature of its business or undertake any expansion or invest in any other entity
   (x) take prior consent for pre-payment or repayment of the loans availed by the Company from the Lender(s) or from shareholders, directors, relatives;
   (xi) take prior consent of lenders for declaration of dividend subject to certain conditions
   (xii) take prior consent of lenders for dilution in promoters’ shares in our Company; and
   (xiii) intimate and/or take prior consent of the lenders for any change to its board of directors or management.

7. ***Events of Default:***

   The financing arrangements entered into by us contain standard events of default including, among others:

   (i) failure and inability to pay amounts on the due date;
   (ii) violation of any covenant of the relevant agreement or any other borrowing agreement;
   (iii) upon shareholding of our Promoters in our Company falling below a certain threshold;
   (iv) any material adverse effect which would have an effect on our ability to repay the facilities availed;
   (v) suspension or cessation of business;
   (vi) default under any other financing documents, mortgage, indenture or other related instrument;
   (vii) any circumstance of expropriation or unlawfulness for continuance of facility;
   (viii) default in the fulfilment of any obligation towards existing lenders; and
   (ix) revocation of material operating licenses, regulatory authorizations and other approvals.
   (x) default under any other financing documents, mortgage, indenture or other related instrument;
   (xi) failure to replenish the DRR as per Companies Act, 2013
   (xii) failure to submit required documents at the pre-stipulated time

   This is an indicative list and there may be additional events that might constitute an event of default under the various borrowing arrangements entered into by our Company.

8. ***Consequences of occurrence of events of default:***

   In terms of our facility agreements and sanction letters, the following, among others, are the consequences of occurrence of events of default, our lenders may:

   (i) withdraw or cancel the sanctioned facilities;

(ii) recover additional interest as stipulated in the agreement
(iii) enforce their security over the hypothecated / mortgaged assets;
(iv) appropriate funds from DRR
(v) apply for winding up of the company under IBC
(vi) disclose the details of default to RBI/CIBIL/any other credit information company as mandated by RBI
(vii) seek immediate repayment of all or part of the outstanding amounts under the respective facilities;
(viii) payment of penal penalties to the lenders;
(ix) initiate legal proceedings for recovery of their dues;
(x) appoint a nominee director on the board; and
(xi) exercise any other rights/remedies available to the lender under any regulations/law or the facility documents.

This is an indicative list and there may be such other additional terms under the various borrowing arrangements entered into by our Company.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no outstanding (i) criminal proceedings; (ii) actions taken by regulatory or statutory authorities; (iii) disciplinary actions including penalty imposed by the SEBI or stock exchanges against our Promoters in the last five Fiscals, including outstanding actions; (iv) claims related to direct and indirect taxes (disclosed in a consolidated manner; and (vi) details of any other pending material litigation which are determined to be material as per a policy adopted by our Board ("**Materiality Policy**"), in each case involving our Company, Subsidiaries, Promoters, and Directors ("**Relevant Parties**").*

For the purpose of (v) above, our Board in its meeting held January 1, 2024, has considered and adopted a Materiality Policy for identification of material litigation involving the Relevant Parties and Group Companies.

In terms of the Materiality Policy, all pending litigation involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and statutory authorities, disciplinary actions including penalty imposed by SEBI or stock exchanges against our Promoters in the last five Fiscals including outstanding action and tax matters, would be considered 'material' for disclosure in this Draft Red Herring Prospectus if:

(i) the aggregate monetary amount of claim involved, whether by or against the Company, Subsidiaries, Directors, or Promoters, in any such pending litigation is in excess of 1 % of the total revenue of the Company for the last completed financial year covered in the Restated Consolidated Financial Information, i.e. ₹ 53.94 million;

(ii) pending litigations where the decision in one case is likely to affect the decision in similar cases such that the cumulative amount involved in such cases exceeds the materiality threshold, even though the amount involved in an individual litigation may not exceed the materiality threshold; or

(iii) such pending litigation, the outcome of which is material from the perspective of the Company's business, operations, financial results, prospects or reputation, irrespective that the amount involved in such litigation (including any litigation under the Insolvency and Bankruptcy Code, 2016) may not meet the materiality threshold or that the monetary liability of such litigation is not quantifiable.

*Except as stated in this section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board in its meeting held on January 1, 2024, has considered and adopted a policy of materiality for the identification of material outstanding dues to creditors. In terms of this Materiality Policy, outstanding dues to any creditor of our Company having monetary value which exceeds ₹ 93.61, million, which is 5%, of the total outstanding dues (that is trade payables) of our Company as per the Restated Consolidated Financial Information of our Company included in this Draft Red Herring Prospectus, shall be considered as a 'material creditor'. Accordingly, for the purpose of this disclosure, any creditor to whom outstanding dues exceed ₹ 93.61, have been considered as material creditors for the purposes of disclosure in this section. Further, for outstanding dues to any party which is a micro, small or a medium enterprise ("**MSME**"), the disclosure will be based on information available with our Company regarding status of the creditor under section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended.*

Further, pre-litigation notices (other than those threatening criminal action and those issued by governmental, statutory or regulatory authorities) received by the Relevant Parties shall not be considered as litigation until such time that any of the Relevant Parties, is made a party to proceedings initiated before any court, tribunal or governmental authority, or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced.

All terms defined in a particular litigation disclosure pertain to that litigation only. Unless stated to the contrary, the information provided below is as of the date of this DRHP.

I. Litigation involving our Company

A. Outstanding criminal proceedings involving our Company

Criminal proceedings initiated against our Company

Except as disclosed in the outstanding criminal proceedings involving our Directors, there are no outstanding criminal proceedings initiated against our Company.

Criminal proceedings initiated by our Company

Except as disclosed below, there are no outstanding criminal proceedings initiated by our Company.

1. Our Company has filed a first information report ("**FIR**") against seventy-two individuals alleging that they fraudulently transferred ₹ 196.19 million through IMPS into their bank accounts using our payment platform. The FIR was filed by our Company on September 27, 2017, under Sections 406 and 420 of the Indian Penal Code, 1860. Subsequently, charge sheets have been filed against eight individuals in relation to the matter. Six accused approached the Punjab and Haryana High Court and filed petitions for quashing the FIR against them. Five of these quashing petitions have been allowed in view of the settlement arrived at between the parties and one has been dismissed. As of the date of this Draft Red Herring Prospectus, the Company has recovered ₹ 105.88 million out of the abovementioned ₹ 196.19 million and is pursuing legal recourse to recover the balance amount. The matters against other individuals are at different stages and are pending.

2. Our Company has filed a First Information Report ("**FIR**") dated December 08, 2021, before the BIEO police station, Sirmantapur, Guwahati, Assam under sections 120B, 406, and 420 of Indian Penal Code, 1860 against Eurus Ali, Musahbir Hussain and certain other unknown persons for defrauding our Company of ₹ 107.36 million ("**Fraud**"). As per the FIR, the fraud involved unauthorized and illegal recharge of fastags for 617 vehicles, amounting to 30,938 transactions. The investigation is currently pending.

3. Our Company filed a Criminal Complaint ("**Complaint**") dated July 21, 2023, before the Cybercrime police station in Harizan Colony, DLF Phase 5, Sector 43, Gurugram against certain unknown persons ("**Accused**") for commission of fraud, cheating, misappropriation of funds and forgery, under sections 406, 420, 468, 471 of the Indian Penal Code, 1860 read with relevant provisions of the Information and Technology Act, 2000. It is alleged in the complaint that the Accused were operating a software based program, pretending to be an Interactive Voice Response ("**IVR**") call from the Company, in order to allegedly scam and commit fraud with the customers/users of the Company and various other online platforms. As per the Complaint, the fraud amounted to a total of ₹ 29.32 million being taken out of the user's respective wallet and the number of users affected by this Act is 1004. The matter is currently pending.

4. Our Company filed a criminal complaint ("**Complaint**") dated September 28, 2022, before the Cybercrime police station in Harizan Colony, DLF Phase 5, Sector 43, Gurugram. The complaint is against certain unknown individuals ("**Accused**") under sections 406, 420, 468 of the Indian Penal Code, 1860 read with Section 66 of the Information Technology Act, 2000 for allegedly defrauding the company of ₹ 69.69 million out of which our Company has recovered ₹ 21.74 million. It is alleged that the Accused, between the period of September 22, 2022 to September 26, 2022, were involved in the unauthorized purchase of gift cards/e-vouchers using our Company's platform. Pursuant to this, a total of 13,987 transactions took place by 8,986 users to purchase the gift cards. The matter is currently pending.

B. Actions by statutory or regulatory authorities against our Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by any statutory or regulatory authorities against our Company.

Nil

C. Material outstanding litigation involving our Company

Material civil litigation initiated against our Company

As on the date of this Draft Red Herring Prospectus, other than as disclosed below, there are no outstanding material civil proceedings initiated against our Company.

1. State Bank of India (**"Plaintiff**") has filed a plaint for instituting a civil suit filed dated November 29, 2016 against our Company and four other defendants, before the Bangalore City Civil Court ("**City Civil Court**") under Section 26 and Order VII Rule 1 of the Code of Civil Procedure, 1908 in relation to alleged lapses and faults in our system, which resulted in the misuse of debit cards of 2,028 customers. The amount involved in the misused transactions aggregated to ₹7.94 million. The Plaintiff has prayed the City Civil Court to direct

the defendants to pay an amount of ₹6.28 million (together with interest), along with damages amounting to ₹80.00 million (together with interest). An application has been filed by our Company under Order VII Rule 11 of the Code of Civil Procedure, 1908, seeking rejection of the plaint claiming that our Company had no role to pay in the approval of transactions initiated through its platform. It was the role of the issuer and the plaintiff bank to ensure that the transactions through the alleged debit cards should have been restricted or blocked by the issuer and the plaintiff bank. This matter is currently pending.

Consumer matters

Our Company is involved in 39 consumer related proceedings currently pending before various fora such as district consumer disputes redressal forum and consumer courts, wherein third party complainants (excluding those notices issued by statutory/ regulatory/ governmental/ tax authorities) have made allegations against our Company in relation to its services.

Material civil litigation initiated by our Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil proceedings initiated by our Company.

Nil

D. Other Matters

Nil

II. Litigation involving our Subsidiaries

A. Outstanding criminal proceedings involving our Subsidiaries

Criminal proceedings against our Subsidiaries

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Subsidiaries.

Nil

Criminal proceedings initiated by our Subsidiaries

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Subsidiaries.

Nil

B. Pending action by statutory or regulatory authorities against our Subsidiaries

As on the date of this Draft Red Herring Prospectus, there are no pending actions by statutory or regulatory authorities against our Subsidiaries.

Nil

C. Material outstanding litigation involving our Subsidiaries

Material civil litigations initiated against our Subsidiaries

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigation initiated against our Subsidiaries.

Nil

Material civil litigations initiated by our Subsidiaries

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigation initiated by our Subsidiaries.

Nil

III. Litigation involving our Directors

A. Outstanding criminal proceedings involving our Directors

Criminal proceedings against our Directors

1. A revision petition was filed by Ms. Rekha Singh ("**Revisionist**") against the State of Uttar Pradesh, our promoters Ms. Upasana Taku and Bipin Preet Singh, and Abhishek Chouhan and Sameer (employees) challenging the dismissal of the application filed by the Revisionist under section 156(3) of the Cr.P.C on February 28, 2023 in the district court, Gautam Budh Nagar for the registration of an FIR against our promoters and above mentioned employees. The petitioner's husband had taken a loan amounting to approximately ₹ 0.06 million but failed to repay the same. The Company contacted the petitioner's husband for repayment of the loan but she alleged harassment by the Company. The lower court dismissed the petition citing the observation that the nature of the claim is civil. The Company filed a reply dated February 28, 2023 to the revision petition denying the alleged claims. The case is currently pending in the district court.

2. A complaint has been filed by M/S Xplore Private Limited ("**Complainant**"), against our Company, and our directors namely Bipin Preet Singh, Chandan Joshi, Upasana Rupkrishan Taku, Sayali Karanjkar, and Navdeep Singh Suri ("**Accused**") on December 6, 2023 before the court of Additional Chief Judicial Magistrate, Bidhannagar, for the violation of sections 406, 420, read with section 120B of the Indian Penal Code. It is alleged that the Accused wilfully and with ulterior motives failed to pay 12 invoices for the services of "Managing Customer Queries/Complaints over calls and tickets (emails)" received from the Complainant. Furthermore, it is alleged that the non-payment of the invoices amounts to wrongful gain to the company and wrongful losses to the complainant, totalling ₹ 16.11 million. Pursuant to this, the court of Additional Chief Judicial Magistrate has issued a summon against our Company and our directors to appear before the court. The matter is currently pending.

Criminal proceedings initiated by our Directors

Nil

B. Pending action by statutory or regulatory authorities against our Directors

As on the date of this Draft Red Herring Prospectus, there are no pending actions by statutory or regulatory authorities against our Directors.

Nil

C. Material outstanding litigation involving our Directors

Material civil litigations initiated against our Directors

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigation initiated against our Directors.

Nil

Material civil litigations initiated by our Directors

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigation initiated by our Directors.

Nil

IV. Litigation involving our Promoters

A. Outstanding criminal proceedings involving our Promoters

Criminal proceedings against our Promoters

As on the date of this Draft Red Herring Prospectus, except as disclosed under "- *Criminal proceedings against our Directors*" on this page 418, there are no outstanding criminal proceedings initiated against our Promoters.

Criminal proceedings initiated by our Promoters

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Promoters.

Nil

B. Pending action by statutory or regulatory authorities against our Promoters

As on the date of this Draft Red Herring Prospectus, there are no pending actions by statutory or regulatory authorities against our Promoters.

Nil

C. Material outstanding litigation involving our Promoter

Material civil litigations against our Promoters

As on the date of this Draft Red Herring Prospectus there are no outstanding material civil proceedings initiated against our Promoters.

Nil

Material civil litigations initiated by our Promoters

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigation initiated by our Promoters.

Nil

D. Disciplinary action including penalty imposed by SEBI or stock exchanges against our Promoters in the last five financial years immediately preceding the date of filing of this Draft Red Herring Prospectus

There has been no disciplinary action including penalty imposed by SEBI or stock exchanges against the Promoters in the last five financial years immediately preceding the date of filing of this Draft Red Herring Prospectus.

V. Tax claims

Except as disclosed below, there are no claims related to direct and indirect taxes, involving our Company, Directors, Promoters, and Subsidiaries.

Nature of case	Number of cases	Amount involved (in ₹ million)
Company		
Direct tax	9	1,357.48
Indirect tax	1	157.27
Subsidiaries		

Nature of case	Number of cases	Amount involved (in ₹ million)
Direct tax	1	Nil
Indirect tax	4	165.51
Directors		
Direct tax	1	0.03
Indirect tax	N.A.	N.A.
Promoters		
Direct tax	1	0.03
Indirect tax	N.A.	N.A.

VI. *Outstanding dues to creditors*

As of September 30, 2023, we had 398 creditors to whom an aggregate outstanding amount of ₹ 1872.25 million was due. Further, based on available information regarding status of the creditors as micro, small or a medium scale enterprise as defined under section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as of September 30, 2023, our Company owes an amount of ₹ 53.18 million to certain micro, small and medium enterprises.

As per the Materiality Policy, if the outstanding dues to any creditor of our Company having monetary value exceeding ₹ 93.61 million, which is 5% of the total outstanding dues (i.e. consolidated trade payables) of our Company as per the Restated Consolidated Financial Information of our Company included in this Draft Red Herring Prospectus, then such creditor shall be considered as a 'material creditor'. As of September 30, 2023, there is 1 material creditor to whom our Company owes an aggregate amount of ₹ 142.27 million. The details pertaining to outstanding dues towards our material creditors and their names are available on the website of our Company at https://www.mobikwik.com/ir. It is clarified that such details available on our website do not form a part of this Draft Red Herring Prospectus.

Details of outstanding dues owed to micro, small and medium enterprises and other creditors as of September 30, 2023 is set out below:

Types of Creditors	Number of Creditors	Amount involved (in ₹ million)
Micro, Small and Medium Enterprises	60	53.18
Material creditors	1	142.27
Other creditors	337	1,676.80
Total	398	1,872.25

VII. Material developments since the last balance sheet date

Except as stated in "*Management's Discussion and Analysis of Financial Condition and Results of Operation – Significant Developments after September 30, 2023 that may affect our future results of operations*" on page 399, there have been no developments subsequent to September 30, 2023 that we believe are expected to have a material impact on the reserves, profits, earnings per share and book value of our Company.

GOVERNMENT AND OTHER APPROVALS

Our Company and its Material Subsidiaries have received the material and necessary consents, licenses, permissions, registrations, and approvals from the Government, various governmental agencies, and other statutory and/ or regulatory authorities required for carrying out our present business activities and except as mentioned below, no further material approvals are required for carrying on our present business activities. Unless otherwise stated, these approvals or licenses are valid as of the date of this Draft Red Herring Prospectus, and in case of licenses and approvals which have expired, we have either made an application for renewal, or are in the process of making an application for renewal. For details of risk associated with not obtaining or delay in obtaining the requisite approvals, see "Risk Factors - Inability to obtain, maintain or renew requisite statutory and regulatory permits and approvals for our business operations could materially and adversely affect our business, prospects, results of operations and financial condition." on page 50. For further details in connection with the regulatory and legal framework within which we operate, see "Key Regulations and Policies" beginning on page 227.

Material Approvals in relation to our Company and its Material Subsidiaries

The approvals required to be obtained by our Company and our Material Subsidiaries include the following:

I. Incorporation details of our Company and its Material Subsidiaries

1. Certificate of incorporation dated March 20, 2008 issued by the RoC to our Company, in its former name, ONE MOBIKWIK SYSTEMS PRIVATE LIMITED.

2. Fresh certificate of incorporation dated June 25, 2021 issued by the RoC to our Company consequent upon the change of name on conversion to a public limited company to ONE MOBIKWIK SYSTEMS LIMITED.

3. Certificate of incorporation dated May 19, 2010 issued by the RoC to our Material Subsidiary, Zaak ePayment Services Private Limited.

4. Certificate of incorporation dated August 22, 2017 issued by the RoC to our Material Subsidiary, MobiKwik Finance Private Limited.

5. Certificate of incorporation dated June 01, 2018 issued by the RoC to our Material Subsidiary, MobiKwik Credit Private Limited.

II. Regulatory Approvals of our Company and its Material Subsidiaries

1. Certificate of authorisation to issue and operate semi-closed prepaid payment instruments in India in terms of the Payment & Settlement Systems Act, 2007, issued by the Reserve Bank of India to our Company, and renewed up to September 30, 2024.

2. Certificate of authorisation to operate as a '*Bharat Bill Payment Operating Unit*' in terms of the Payment & Settlement Systems Act, 2007, issued by the Reserve Bank of India to our Company, and valid until March 31, 2024.

3. Approval to act as a '*Corporate Agent*' in terms of the Insurance Regulatory and Development Authority of India (Registration of Corporate Agents) Regulations, 2015, issued by the Insurance Regulatory and Development Authority of India to our Company, and renewed up to December 20, 2026

4. Certificate of Authorization to act as a '*Payment System Operator*' issued to our Company, in terms of RBI circular 'Perpetual Validity for Certificate of Authorisation (CoA) issued to Payment System Operators (PSOS) under Payment and Settlement Systems Act, 2007 (PSS Act) is valid till September 30, 2024.

5. Approval to act as a '*Local Authentication User Agency (AUA) / e-KYC User Agency (KUA)*' issued to our Company, for the purpose of verification of its clients and beneficial owners under Section 11A of the Prevention of Money laundering Act, 2002, issued by Unique Identification Authority of India (UIDAI) is valid till October 26, 2024.

6. Approval to issue co-branded pre-payment instruments, issued to our Company by Reserve Bank of India.

7. Certificate of compliance for '*Payment Card Industry Data Security Standard (PCI DSS) v3.2.1'* issued to our Company by eSec Forte Technologies is valid till March 28, 2024.

8. Certificate of compliance for '*Payment Card Industry Data Security Standard (PCI DSS) v4.0'* issued to our Material Subsidiary, Zaak ePayment Services Private Limited by eSec Forte Technologies is valid till December 17, 2024.

9. Our Company and its Material Subsidiary, Zaak ePayment Services Private Limited have been registered as reporting entities with Financial Intelligence Unit - India (FIU-IND).

10. In-principle approval to operate as a payment aggregator as under the PSSA granted to our Material Subsidiary, Zaak ePayment Services Private Limited by Reserve Bank of India, subject to adherence to the Guidelines on Regulation of Payment - Aggregators and Payment Gateways dated March 17, 2020.

III. Approvals in relation to the Issue

For details, see "*Other Regulatory and Statutory Disclosures*" and "*The Issue*" on page 424 and 87, respectively.

IV. Approvals under tax laws of our Company and its Material Subsidiaries

1. Permanent account number AABCO0442Q issued by the Income Tax Department under the Income-tax Act, 1961 to our Company.

2. Permanent account number AAACZ4609F issued by the Income Tax Department under the Income-tax Act, 1961 to our Material Subsidiary, Zaak ePayment Services Private Limited.

3. Permanent account number AALCM8821D issued by the Income Tax Department under the Income-tax Act, 1961 to our Material Subsidiary, MobiKwik Credit Private Limited.

4. Permanent account number AALCM2796H issued by the Income Tax Department under the Income-tax Act, 1961 to our Material Subsidiary, MobiKwik Finance Private Limited.

5. GST registration number 06AABCO0442Q1ZC issued under the central and state goods and services tax legislations for GST payments to our Company.

6. GST registration number 06AAACZ4609F1ZG issued under the central and state goods and services tax legislations for GST payments, to our Material Subsidiary, Zaak ePayment Services Private Limited.

7. GST registration number 06AALCM8821D1ZG issued under the central and state goods and services tax legislations for GST payments, to our Material Subsidiary, MobiKwik Credit Private Limited.

8. GST registration number 06AALCM2796H1Z2 issued under the central and state goods and services tax legislations for GST payments, to our Material Subsidiary, MobiKwik Finance Private Limited.

9. Tax deduction account issued by the Income Tax Department to our Company and its Material Subsidiaries

V. Material Approvals in relation to Business Operations of our Company and its Material Subsidiaries

1. Registration of our Company under Punjab Shops and Commercial Establishments Act, 1958 dated July 10, 2023.

2. Registration of Zaak ePayment Services Private Limited under Punjab Shops and Commercial Establishments Act, 1958 dated July 10, 2023.

3. Registration of MobiKwik Credit Private Limited under Punjab Shops and Commercial Establishments Act, 1958 dated September 12, 2023.

4. Registration of MobiKwik Finance Private Limited under Punjab Shops and Commercial Establishments Act, 1958 dated September 12, 2023.

5. Registration of our Company under Contract Labour (Regulation and Abolition) Act, 1970.

VI. Registrations under Employment Laws

Our Company has obtained a registration under the Employees' State Insurance Corporation as under the Employees State Insurance Act, 1948 ("**ESIC Act**"). Alongside the registration obtained under the ESIC Act, our Company and its material subsidiary, Zaak ePayment Services Private Limited have obtained registration under the Employees' Provident Fund and Miscellaneous Provisions Act, 1952 whereby the employees of the Company and its material subsidiary are eligible for provident fund.

VII. Pending Material Approvals in relation to our Company and its Material Subsidiaries:

A. Material Approvals that have expired and renewals are yet to be applied for:

Nil

B. Material Approvals that are required but for which no applications have been made:

Nil

For further details, see, *"Risk Factors - 17. Any failure to comply with applicable laws and regulations, including regarding consumer data processing, storage, use, security, disclosure and privacy, could result in claims, changes to our data security and privacy practices or our other business activities, penalties, increased cost of operations, or decline in consumer growth or engagement, or otherwise negatively affect our business"* on page 48.

VIII. Intellectual Property

As on the date of this Draft Red Herring Prospectus, our Company has obtained 10 trademark registrations under various classes of the Trade Marks Act, 1999. Moreover, the Company has made 12 applications for registration of trademark which are pending. Of the applications for registration of trademarks, 5 applications are accepted & advertised, 5 applications are objected to, and 2 are opposed.

Furthermore, our Material Subsidiaries have obtained 8 trademark registrations under various classes of the Trade Marks Act, 1999.

For further details, see *"Our Business – Intellectual Property Rights"* on page 225.

SECTION VII - OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for this Issue

Our Board has authorised the Issue, pursuant to their resolution dated December 5, 2023. Our Shareholders have authorised the Issue pursuant to a special resolution passed at their extra-ordinary general meeting dated December 27, 2023.

The Draft Red Herring Prospectus has been approved by our Board and our IPO Committee pursuant to resolutions dated January 1, 2024 and January 4, 2024 respectively.

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [•] and [•], respectively.

Prohibition by SEBI, RBI or other governmental Authorities

Our Company, Promoters, members of the Promoter Group, Directors, and the persons in control of our Company are not prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

None of the companies with which our Promoter and Directors are associated with as promoters, directors or persons in control have been debarred from accessing the capital markets under any order or direction passed by SEBI or any other authorities.

Our Company, Promoter or Directors have not been declared as Wilful Defaulters by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the RBI.

Our Promoter or Directors have not been declared as fugitive economic offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.

None of our Company, our Promoter or our Directors have been declared as Fraudulent Borrowers.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Promoters and members of our Promoter Group are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, as on the date of this Draft Red Herring Prospectus.

Directors associated with securities market

Except Bipin Preet Singh and Upasana Rupkrishan Taku, who are directors of MobiKwik Investment Advisor Private Limited, which is registered with SEBI as an investment advisor, none of our Directors are associated with the securities market in any manner including securities market related business. There are no outstanding actions initiated by SEBI in the last five years against our Directors preceding the date of this Draft Red Herring Prospectus.

Eligibility for the Issue

Our Company is eligible for the Issue in accordance with Regulation 6(2) of the SEBI ICDR Regulations, which states as follows:

"*An issuer not satisfying the condition stipulated in sub-regulation (1) shall be eligible to make an initial public offer only if the issue is made through the book-building process and the issuer undertakes to allot at least seventy-five per cent. of the issue to qualified institutional buyers and to refund the full subscription money if it fails to do so.*"

We are an unlisted company, not satisfying the conditions specified in Regulation 6(1) of the SEBI ICDR Regulations and are therefore required to allot at least 75% of the Issue to QIBs to meet the conditions as detailed under Regulation 6(2) of the SEBI ICDR Regulations. In the event that we fail to do so, the full application monies shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations.

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, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

Our Company is in compliance with the following conditions specified under Regulations 5 of the SEBI ICDR Regulations:

(i) Our Company, our Promoters, the members of our Promoter Group, and our Directors are not debarred from accessing the capital markets;

(ii) None of the Promoters or the Directors are promoter or directors of companies which are debarred from accessing the capital markets by SEBI;

(iii) None of our Company, our Promoters or our Directors have been categorized as a Wilful Defaulter or as a Fraudulent Borrower;

(iv) None of our Promoters and our Directors are fugitive economic offenders; and

(v) There are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus, except for options granted under the ESOP Scheme.

(vi) Our Company along with Registrar to the Issue has entered into tripartite agreements dated April 20, 2021 and April 27, 2021 with NSDL and CDSL, respectively, for dematerialisation of the Equity Shares;

(vii) The Equity Shares of our Company held by our Promoter are in dematerialised form; and

(viii) All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus.

We are eligible to undertake the Issue as per Rule 19(2)(b) of the SCRR read with Regulations 6(2) of the SEBI ICDR Regulations. Accordingly, in accordance with Regulation 32(1) of the SEBI ICDR Regulations we are required to allot not less than 75% of the Issue to QIBs, 5% of which shall be allocated to Mutual Funds exclusively. Provided that in accordance with Regulation 40(3) of the SEBI ICDR Regulations, the QIB Portion will not be underwritten by the Underwriters, pursuant to the Underwriting Agreement.

Further, not more than 15% of the Issue 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 more than 10% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. In the event we fail to do so, the full application money shall be refunded to the Bidders.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000 and should our Company fail to do so, the Bid Amounts received by our Company shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations and applicable law.

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 TO MEAN 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 ISSUE 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, BEING SBI CAPITAL MARKETS LIMITED AND DAM CAPITAL ADVISORS LIMITED ("BRLMS") 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 INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

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 JANUARY 4, 2024, 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 OUR 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 ISSUE. 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.

Disclaimer from our Company, our Directors and the BRLMs

Our Company, our Directors and the BRLMs accept no responsibility for statements made otherwise than those confirmed in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance. Anyone placing reliance on any other source of information, including our Company's website www.mobikwik.com/ir or the website of the our Promoter, Promoter Group or any affiliate of our Company, would be doing so at his or her or their own risk.

The BRLMs accept no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement to be entered into between the Underwriters and our Company.

All information shall be made available by our Company and the BRLMs to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding centres or elsewhere.

Investors who Bid in the Issue will be required to confirm and will be deemed to have represented to our Company, BRLMs and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, 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, Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, and their respective 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, and their respective 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.

Disclaimer in respect of Jurisdiction

Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) at New Delhi, India only.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or maximum

number of Equity Shares that can be held by them under applicable law.
Eligibility and Transfer Restrictions

This Issue 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, as amended, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, domestic Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from RBI), systemically important NBFCs or trusts under applicable trust law and who are authorised under their respective constitutions to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, NBFC-SIs 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. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) at New Delhi, India only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. No delivery of this Draft Red Herring Prospectus will create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Draft Red Herring Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares in the Issue in any jurisdiction, including India. Invitations to subscribe to or purchase the Equity Shares in the Issue will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Issue, which comprises the Red Herring Prospectus and the preliminary international wrap for the Issue, if the recipient is outside India except the United States of America. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act, and shall not be offered or sold within the United States. Accordingly, the Equity Shares are being offered and sold outside the United States in 'offshore transactions' in reliance on Regulation S under the U.S. Securities Act and applicable laws of the jurisdictions where such 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 issued or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to its filing with the RoC.

Disclaimer Clause of NSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to its filing with the RoC.

Listing

The Equity Shares issued through the Red Herring Prospectus and the Prospectus are proposed to be listed on BSE and NSE. Applications will be made to the Stock Exchanges for obtaining permission to deal in and for an official quotation of the Equity Shares to be issued and sold in the Issue. The [•] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permissions to deal in, and for an official quotation of, the Equity Shares are not granted by any of the Stock Exchanges mentioned above, our Company will forthwith repay, without interest, all monies received from the applicants in pursuance of the 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 such time as may be prescribed by SEBI.

If our Company does not Allot the Equity Shares within such timeline as prescribed by SEBI, all amounts received in the Public Issue 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 at the rate of 15% per annum for the delayed period, subject to applicable law.

Consents

Consents in writing of (a) our Directors, our Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor, the BRLMs, legal counsel, bankers/lenders to our Company, Redseer Strategy Consultants Private Limited and the Registrar to the Issue, in their respective capacities have been obtained; and consents in writing of (b) the Syndicate Member(s), the Escrow Collection Bank(s), Public Issue Account Bank(s) the Sponsor Bank and Refund Bank(s) to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under Sections 26 and 32 of the Companies Act, 2013. Further, consents received prior to filing of this Draft Red Herring Prospectus will not be withdrawn up to the time of delivery of the Red Herring Prospectus with RoC.

Experts to the Issue

Except as stated herein, our Company has not obtained any expert opinions.

Our Company has received written consent dated January 4, 2024 from B S R & Associates LLP, Chartered Accountants, to include their name as required under section 26 (1) and 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated January 1, 2024 on our Restated Consolidated Financial Information; and (ii) their report dated January 4, 2024 on the Statement of Possible Special Tax Benefits in this Draft Red Herring Prospectus and such consent will not been withdrawn up to the filing of the Red Herring Prospectus with the RoC. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

In addition, our Company has received written consent dated January 4, 2023, V P G S & Co., Chartered Accountants, holding a valid peer review certificate from ICAI, to include its name as an “expert” under Section 2(38) of the Companies Act, and other applicable provisions of the Companies Act in its capacity as an independent chartered accountant, in respect of their certificates and such consent will not be withdrawn up to the filing of the Red Herring Prospectus with the RoC.

Public or rights issues by our Company during the last five years

Our Company has not made any public issue or rights issue during the five years immediately preceding the date of this Draft Red Herring Prospectus.

Commission and brokerage paid on previous issues of the Equity Shares in the last five years

Since this is an initial public offer of Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since our Company’s incorporation.

Capital issue during the previous three years by our Company, our listed Group Companies, subsidiaries and associates

Our Company does not have any associates or group company* and our Company does not have any listed subsidiary. For details in relation to the capital issuances by our Company in the three years preceding the date of filing this Draft Red Herring Prospectus, see “*Capital Structure – Notes to Capital Structure*” beginning on page

97.

Performance vis-à-vis objects – our Company

Our Company has not undertaken any public issue in the five years preceding the date of this Draft Red Herring Prospectus. Our Company has not undertaken any rights issue in the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Public/ rights issue of the listed subsidiaries/listed Promoter of our Company

None of our Subsidiaries are listed on any stock exchanges. Our Company does not have a corporate promoter.

[***Remainder of this page intentionally kept blank***]

Price information of past issues handled by the BRLMs (during the current fiscal year and the two fiscal years preceding the current fiscal year)

- **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:

S. 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	Azad Engineering Limited@	7,400.00	524.00	December 28, 2023	710.00	-	-	-
2	Muthoot Microfin Limited(1)	9,600.00	291.00	December 26, 2023	278.00	-	-	-
3	Indian Renewable Energy Development Agency Limited#	21502.12	32.00	November 29,2023	50.00	+204.06% [+8.37%]	-	-
4	Updater Services Ltd@	6,400.00	300.00	October 4, 2023	299.90	-13.72%, [-1.76%]	9.05% [+10.80%]	-
5	JSW Infrastructure Limited@	28,000.00	119.00	October 3, 2023	143.00	+41.34% [-2.93%]	+75.04% [10.27%]	-
6	Yatra Online Limited@	7,750.00	142.00	September 28, 2023	130.00	-11.06% [-2.63%]	-0.21% [+8.90%]	-
7	Senco Gold Limited#	4,050.00	317.00	July 14, 2023	430.00	+25.28% [-0.70%]	105.32% [+1.26%]-	-
8	Tamilnad Mercantile Bank Limited @	8,078.40	510.00	September 15, 2022	510.00	-8.43% [-3.36%]	+2.14% [+4.34%]	-15.82% [-2.83%]
9	Paradeep Phosphates Limited @	15,017.31	42.00	May 27, 2022	43.55	-10.24% [-3.93%]	+27.50% [+7.65%]	+31.19% [+11.91%]
10	Life Insurance Corporation of India (2)@	2,05,572.31	949.00	May 17, 2022	867.20	-27.24% [-3.27%]	-28.12% [+9.47%]	-33.82% [+13.76%]

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 designated stock exchange*

1 *Price for eligible employee was Rs 277.00 per equity share*

2 *Price for retail individual bidders and eligible employee was Rs 904.00 per equity share and for Eligible Policy Holders and was Rs 889.00 per equity share*

3 *Price for eligible employee was Rs 820.00 per equity share*

Source: www.nseindia.com and www.bseindia.com

(i) Summary statement of price information of past public issues (during the current Fiscal and the two Fiscals immediately preceding the current Financial Year):

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%
2023-24*	7	84,702.11	1	-	2	-	2	-	-	-	-	-	-	-
2022-23	3	2,28,668.02	-	1	2	-	-	-	-	1	1	-	1	-
2021-22	10	2,17,814.28	-	-	6	1	2	1	-	3	1	3	-	3

* *The information is as on the date of this Issue Document.*

\# *Date of Listing for the issue is used to determine which financial year that particular issue falls into*

- **DAM Capital Advisors Limited**

1. *Price information of past issues (during current Financial Year and two Financial Years preceding the current Financial Year) handled by DAM Capital Advisors Limited:*

S. 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	Credo Brands Marketing Limited(2)	5,497.79	280.00	December 27, 2023	282.00	Not applicable	Not applicable	Not applicable
2	ESAF Small Finance Bank Limited(2)	4,630.00	60.00$	November 10, 2023	71.90	+12.87%, [+ 7.58%]	Not applicable	Not applicable
3	JSW Infrastructure Limited(2)	28,000.00	119.00	October 3, 2023	143.00	+41.34%, [-2.93%]	+75.04%, [+10.27%]	Not applicable
4	Yatra Online Limited(2)	7,750.00	142.00	September 28, 2023	130.00	-11.06%, [-2.63%]	-0.21%, [+8.90%]	Not applicable
5	Rishabh Instruments Limited(1)	4,907.83	441.00	September 11, 2023	460.05	+20.12%, [-1.53%]	+13.24%, [+4.87%]	Not applicable
6	Avalon Technologies Limited(1)	8,650.00	436.00	April 18, 2023	436.00	-10.09%, [+2.95%]	+59.45%, [+10.78%]	+21.32%, [+11.84%]
7	Uniparts India Limited(2)	8,356.08	577.00	December 12, 2022	575.00	-5.11%, [-3.24%]	-7.38%, [-4.82%]	-0.60%, [+0.80%]

S. 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
8	Inox Green Energy Services Limited(2)	7,400.00	65.00	November 23, 2022	60.50	-30.77%, [-1.11%]	-32.77%, [-1.33%]	-26.85%, [+0.36%]
9	Kaynes Technology India Limited(1)	8,578.20	587.00	November 22, 2022	778.00	+19.79%, [-0.25%]	+48.24%, [-1.64%]	+102.18%, [-0.22%]
10	Syrma SGS Technology Limited(2)	8,401.26	220.00	August 26, 2022	262.00	+31.11%, [-1.25%]	+29.20%, [+4.55%]	+20.66%, [+3.13%]

Source: www.nseindia.com and www.bseindia.com

$A discount of ₹ 5 per equity share was provided to eligible employees bidding in the employee reservation portion.

(1) NSE was the designated stock exchange for the said issue.

(2) BSE was the designated stock exchange for the said issue.

Notes:

(a) Issue size derived from prospectus / basis of allotment advertisement, as applicable

(b) Price on NSE or BSE is considered for the above calculations as per the designated stock exchange disclosed by the respective issuer at the time of the issue, as applicable

(c) % of change in closing price on 30th / 90th / 180th calendar day from listing day is calculated vs issue price. % change in closing benchmark index is calculated based on closing index on listing day vs closing index on 30th/ 90th / 180th calendar day from listing day.

(d) Wherever 30th/ 90th / 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered.

(e) The Nifty 50 or S&P BSE SENSEX index 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

(f) Not applicable – Period not completed

2. *Summary statement of price information of past issues (during current Financial Year and two Financial Years preceding the current Financial Year) handled by DAM Capital Advisors Limited:*

Fiscal	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%
2023-24	6	59,435.62	-	-	2	-	1	2	-	-	-	-	-	1
2022-23	4	32,735.54	-	1	1	-	1	1	-	1	1	1	-	1
2021-22	8	136,678.74	-	-	4	2	-	2	-	2	2	-	1	3

Source: www.nseindia.com and www.bseindia.com

Notes:

a. The information is as on the date of this offer document

b. The information for each of the financial years is based on issues listed during such financial year.

c. Since 30 or 180 calendar days from listing date has not elapsed for few issues, hence data for same is not available.

Track record of past issues handled by the BRLMs

For details regarding the track record of the BRLMs, as specified in circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the websites of the BRLMs, as set forth in the table below:

Sr. No	Name of the BRLM	Website
1.	SBI Capital Markets Limited	www.sbicaps.com
2.	DAM Capital Advisors Limited	www.damcapital.in

Stock Market Data of Equity Shares

This being an initial public offer of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The agreement between the Registrar to the Issue, our Company provides for retention of records with the Registrar to the Issue for a period of at least eight years from the last date of dispatch of the letters of allotment and demat credit to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances in relation to the Bidding process may be addressed to the Registrar to the Issue 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, UPI ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder. Anchor Investors are required to address all grievances in relation to the Issue to the BRLMs. Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding three Working Days from the Bid/Issue Closing Date by the intermediary 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. Our Company, the BRLMs and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulation

Our Company, the BRLMs and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with their obligations under applicable SEBI ICDR Regulations.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

In terms of SEBI master circular SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, 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 SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 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 at the rate higher of ₹100 or 15% per annum of the application amount in the events of delayed or withdrawal of applications, blocking of multiple accounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for the stipulated period. In an event there is a delay in redressal of the investor grievance, the Managers shall compensate the investors at a 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, 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

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 SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI master circular no. SEBI/HO/CFD/PoD2/P/CIR/ 2023/00094 dated June 21, 2023.

The Company has obtained authentication on the SCORES and comply with the SEBI circular no.CIR/OIAE/1/2013 dated April 17, 2013 in relation to redressal of investor grievances through SCORES.

Our Company has constituted a Stakeholders' Relationship Committee. For details, see "*Our Management*" on page 265.

Our Company has appointed Ankita Sharma as our Company Secretary and Compliance Officer of the Company who may be contacted in case of any pre-Issue or post-Issue related grievances. Her contact details are as follows:

Address:
Unit 102, 1st Floor, Block-B,
Pegasus One, Golf Course Road,
Sector- 53, Gurugram
Haryana- 122003, India
Tel: +91 (124) 490 3344
E-mail: ipo@mobikwik.com

Our Company has not received any investor complaint during the three years preceding the date of the Draft Red Herring Prospectus and up to the date of this Draft Red Herring Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of this Draft Red Herring Prospectus.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the SCSB in case of ASBA Bidders, 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.

Exemption from complying with any provisions of securities laws, if any, granted by SEBI

Our Company has not applied for or received any exemption from complying with any provisions of SEBI ICDR Regulations.

ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued, offered and Allotted pursuant to the Issue shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, the MoA, AoA, SEBI Listing Regulations, the terms of the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by the SEBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Issue.

Ranking of Equity Shares

The Allottees upon Allotment of Equity Shares under the Issue will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. The Equity Shares issued in the Issue shall be pari passu with the existing Equity Shares in all respects including dividends. For further details, see "*Main Provisions of Articles of Association"* on page 464.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the Memorandum and Articles of Association and provisions of the SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment will be payable to the Bidders who have been Allotted Equity Shares in the Issue, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see "*Dividend Policy*" and "*Main Provisions of Articles of Association*" beginning on pages 295 and 464, respectively.

Face Value, Issue Price, Floor Price and Price Band

The face value of each Equity Share is ₹[•] and the Issue 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 Issue Price is ₹[•] per Equity Share.

The Price Band and the minimum Bid Lot size for the Issue will be decided by our Company in consultation with the BRLMs, and advertised in all editions of [•], an English national daily newspaper, all editions of [•], a Hindi national daily newspaper, Hindi being the regional language of Delhi NCR where our Registered Office is located, each with wide circulation, at least two Working Days prior to the Bid/Issue 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. At any given point of time, there shall be only one denomination for the Equity Shares.

The Issue

The Issue consists of a Fresh Issue by our Company.

For details in relation to the Issue-related expenses, please see "*Objects of the Issue – Issue Expenses*" on page 145.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our equity Shareholders shall have the following rights:

- Right to receive dividends, if declared;

- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations and the Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "*Main Provisions of Articles of Association*" beginning on page 464.

Allotment 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, 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 Issue:

- Tripartite agreement dated April 20, 2021 amongst our Company, NSDL and Registrar to the Issue.
- Tripartite agreement dated April 27, 2021 amongst our Company, CDSL and Registrar to the Issue.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in this Issue will be in multiples of one Equity Share subject to a minimum Allotment of [•] Equity Shares. For further details, see "*Issue Procedure*" on page 444.

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.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

(i) to register himself or herself as the holder of the Equity Shares; or
(ii) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

Bid/Issue Programme

BID/ ISSUE OPENS ON*	[•]
BID/ ISSUE CLOSES ON**	[•](1)

* *Our Company, in consultation with the BRLMs, may consider participation by Anchor Investors. The Anchor Investor Bid/ Issue Period shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI ICDR Regulations.*
***Our Company in consultation with the BRLMs, may consider closing the Bid/Issue Period for QIBs up to 3:00 p.m. on Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.*
(1) UPI mandate end time shall be at 5:00 p.m. on the Bid/Issue Closing Date, i.e., on [•]

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Bid/Issue Closing Date	[•]
Finalisation of Basis of Allotment with the Designated Stock Exchange	[•]
Initiation of refunds (if any, for Anchor Investors) / unblocking of funds from ASBA Account*	[•]
Credit of the Equity Shares to depository accounts of Allottees	[•]
Commencement of trading of the Equity Shares on the Stock Exchanges	[•]

* *In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days for cancelled/ withdrawn/deleted ASBA Forms, the Bidder shall be compensated by the SCSB 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 by the SCSB 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 by the SCSB 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 three Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated by the SCSB 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 three Working Days from the Bid/ Issue Closing Date till the date of the actual unblock. The Book Running Lead Managers shall, in its sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Book Running Lead Managers shall be liable for compensating the Bidder at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of on which grievance is received by the BRLMs until the date on which the blocked amounts are unblocked. The Bidder shall be compensation in the manner specified in the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 and 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, SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, which for the avoidance of doubt shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.*
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 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, 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.

The above timetable, other than the Bid/Issue Closing Date, is indicative and does not constitute any obligation or liability on our Company or the BRLMs.

In terms of the UPI Circulars, in relation to the Issue, 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 the time prescribed under applicable law, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.
Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the listing timelines. Further, the Issue procedure is subject to change basis any revised SEBI circulars to this effect.

Whilst 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 the time prescribed under applicable law, the timetable may be extended due to various factors, such as extension of the Bid/Issue Period by our Company in consultation with the BRLMs, revision of the Price Band or any

delay in receiving the final listing and trading approval from the Stock Exchanges. 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.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Issue Period (except the Bid/Issue Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("**IST**")
Bid/Issue Closing Date*	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For RIBs other than QIBs and NIIs	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. and up to 5.00 p.m. IST on Bid/ Issue Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIBs	Only between 10.00 a.m. and up to 5.00 p.m. IST

**UPI mandate end time and date shall be at 5.00 pm on Bid/Issue Closing Date.*
[#] QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

On the Bid/ Issue Closing Date:

(i) In case of Bids by QIBs and Non-Institutional Bidders, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m.(IST) and uploaded by 4.00 p.m. IST, and

(ii) In case of Bids by UPI Bidders, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and uploaded until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by UPI Bidders.

On Bid/Issue Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by UPI Bidders, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

It is clarified that Bids shall be processed only after the application monies are blocked in the ASBA Account and the 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.

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Issue Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under this Issue. Bids will be accepted only during Working Days.

Investors 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. None among our Company or any member of the Syndicate is liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or otherwise; and (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank(s) on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

The Registrar to the Issue 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/ Issue Opening Date till the Bid/Issue 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 a confirmation in respect thereof to the BRLMs and the Registrar to the Issue on a daily basis, as per the prescribed in SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

Our Company in consultation with the BRLMs, reserve the right to revise the Price Band during the Bid/Issue Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price will not be less than the face value of the Equity Shares. In all circumstance, the Cap Price shall be less than or equal to 120% of the Floor Price, subject to it being at least 105% of the Floor Price.

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

In case of discrepancy in data entered in the electronic book vis-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Minimum Subscription

If our Company does not receive the minimum subscription in the Issue as specified under Rule 19(2)(b) of the SCRR), including through devolvement of Underwriters, as applicable, within 60 days from the date of Bid/ Issue Closing Date on the date of closure of the Issue or; the minimum subscription of 90% of the Fresh Issue on the date of closure of the Issue; or withdrawal of applications; or after technical rejections; or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares so offered under the issue document, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023. If there is a delay beyond four days after our Company becomes liable to pay the amount, our Company and our Directors, who are officers in default, shall pay interest at the rate of 15% per annum. In the event of an undersubscription in the Issue, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the SCRR, the Allotment for the valid bids will be made in the first instance towards subscription for 90% of the Fresh Issue.

In the event of achieving aforesaid minimum subscription, however, there is under-subscription in achieving the total Issue size, the Equity Shares will be Allotted in the following order:

(i) such number of Equity Shares will first be Allotted by our Company such that 90% of the Issue portion is subscribed; and

(ii) once Equity Shares have been Allotted as per (i), such number of Equity Shares will be Allotted by our Company towards the balance 10% of the Issue portion.

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 Book Running Lead Managers, and the Designated Stock Exchange

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000.

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.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Issue.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for lock-in of the pre- Issue capital of our Company, minimum Promoters' contribution and the Anchor Investor lock-in and except in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on transmission of any shares of our Company and on their consolidation or splitting, except as provided in the Articles of Association. For details, see "*Main Provisions of Articles of Association*" beginning on page 464.

Withdrawal of the Issue

Our Company, in consultation with the BRLMs, reserve the right not to proceed with the Issue, after the Bid/Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue and inform the Stock Exchanges simultaneously. The BRLMs, through the Registrar to the Issue, shall notify the SCSBs and the Sponsor Bank, to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Issue to process refunds to the Anchor Investors, as the case may be. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared, and the Stock Exchanges will also be informed promptly.

If our Company withdraw the Issue after the Bid/Issue Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI. Notwithstanding the foregoing, this Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and the final RoC approval of the Prospectus after it is filed with the RoC.

ISSUE STRUCTURE

Initial public offering of up to [•] Equity Shares for cash at a price of ₹ [•] per Equity Share (including a share premium of ₹ [•] per Equity Share) aggregating up to ₹ 7,000.00 million (the "**Issue**").

The Issue comprises of up to [•] Equity Shares. The Issue and the shall constitute [•]% of the post-Issue paid-up Equity Share capital of our Company. The face value of the Equity Shares is ₹ 2 each. The Issue being made through the Book Building Process.

Particulars	**QIBs(1)**	**Non-Institutional Bidders**	**Retail Individual Bidders**
Number of Equity Shares available for Allotment/ allocation*(2)	Not less than [•] Equity Shares	Not more than [•] Equity Shares available for allocation or Issue less allocation to QIB Bidders and Retail Individual Bidders	Not more than [•] Equity Shares available for allocation or Issue less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Issue Size available for Allotment/ allocation	Not less than 75% of the Issue Size shall be Allotted to QIBs. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be available for allocation to the Net QIB Portion	Not more than 15% of the Issue or Issue less allocation to QIB Bidders and RIBs shall be available for allocation 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	Not more than 10% of the Issue or Issue less allocation to QIBs and Non-Institutional Bidders will be available for allocation
Basis of Allotment/ allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to [•] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) [•] Equity Shares shall be Allotted on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above 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, out of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price	he 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 the SEBI ICDR Regulations, subject to: a. one third of the portion available to Non-Institutional Bidders being [•] Equity Shares are reserved for Bidders Biddings more than ₹ 200,000 and up to ₹ 1,000,000. b. two third of the portion available to Non-Institutional Bidders being [•] Equity Shares are reserved for Bidders Bidding more than ₹ 1,000,000. Provided that the unsubscribed portion in either of the categories specified in A) or B) above, may be allocated to Bidders in the other category.	Allotment to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details, see "*Issue Procedure*" beginning on page 444.
Minimum Bid	Such number of Equity Shares and in multiples of [•] Equity Shares, that the Bid Amount exceeds ₹200,000	Such number of Equity Shares and in multiples of [•] Equity Shares so that the Bid Amount exceeds ₹200,000.	[•] Equity Shares and in multiples of [•] Equity Shares thereafter

Particulars	QIBs[(1)]	Non-Institutional Bidders	Retail Individual Bidders
Maximum Bid	Such number of Equity Shares in multiples of [•] Equity Shares not exceeding the size of the Issue, subject to applicable limits	Such number of Equity Shares in multiples of [•] Equity Shares not exceeding the size of the Issue (excluding the QIB Portion), subject to applicable limits	Such number of Equity Shares in multiples of [•] Equity Shares so that the Bid Amount does not exceed ₹200,000
Bid Lot	[•] Equity Shares and in multiples of [•] Equity Shares thereafter		
Mode of Bidding	Only through the ASBA process (except for Anchor Investors)		
Mode of allotment	Compulsorily in dematerialised form		
Allotment lot	A minimum of [•] Equity Shares and in multiples of one Equity Share thereafter		
Trading lot	One Equity Share		
Who can apply[(3)]	Public financial institutions as specified in Section 2(72) of the Companies Act 2013, 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 company registered with IRDAI, provident funds with minimum corpus of ₹250 million, pension funds with minimum corpus of ₹250 million National Investment Fund set up by the Government of India, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs.	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions societies and trusts and any individuals, corporate bodies and family offices including FPIs which are individuals, corporate bodies and family offices	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the karta)
Terms of payment	**In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[(4)] **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 Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.		

* *Assuming full subscription in the Issue.*

(1) *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.*

(2) *Subject to valid Bids being received at or above the Issue Price. This Issue is being made in accordance with Rule 19(2)(b) of the SCRR and under Regulation 6(2) of the SEBI ICDR Regulations wherein not less than 75% of the Issue shall be available for allocation on a proportionate basis to QIBs, provided that 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, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not more than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not more than 10% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.*

(3) *If the Bid is submitted in joint names, 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 depository account held in joint names. The signature of only the First Bidder would be required in the Bid cum Application Form and such First Bidder would 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.*

(4) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Form, provided that any difference between the price at which Equity Shares are allocated to the Anchor Investors and the Anchor Investor Issue Price, shall be payable by the Anchor Investor Pay-In Date as mentioned in the CAN.*

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.

ISSUE PROCEDURE

*All Bidders were required to read the General Information Document for investing in Public Issues 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. 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 Issue especially in relation to the process for Bids by the UPI Bidders through the UPI Mechanism. 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 Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Bidders/Applicants; (v)Issuance of CAN and allotment in the Issue; (vi) General instructions (limited to instructions for completing the Bid Form); (vii) Submission of Bid cum Application Form; (viii) Other Instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (ix) disposal of application (x) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (xi) mode of making refunds; (xii) Designated Date and (xiii) 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 existing process and existing timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective till June 30, 2019. Pursuant to its circular SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, the SEBI has increased the UPI limit from ₹ 2,00,000 to ₹ 5,00,000 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 RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days 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 extended the timeline for implementation of 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 ("**T+3 Notification**") 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 Issue will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time.*

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid/Issue Closing Date by the intermediary 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. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, has reduced the timelines for refund of Application money to four days. Subsequently, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories). Accordingly, Stock Exchanges shall, for all categories of investors viz. Retail Individual Bidders, QIBs, Non-Institutional Bidders and other reserved categories 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. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all

individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹0.5 million shall use the UPI Mechanism.
Subsequently, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

Further, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to the SEBI circular dated June 2, 2021. SEBI/HO/CFD/DIL2/P/CIR/2021/570 and SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. Subsequently, vide the SEBI RTA Master Circular, consolidated the circulars no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 to the extent relevant for RTAs, and rescinded these circulars.

Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus. Further, our Company and the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Issue.

Book Building Procedure

The Issue is being made in terms of Rule 19(2)(b) of the SCRR, read with Regulation 31 of the SEBI ICDR Regulations, through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations wherein not less than 75% of the Issue 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 of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation 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 to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not more than 15% of the Issue shall be available for allocation on a proportionate basis 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 such unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of or any other manner as introduced in accordance with applicable law to Non-Institutional Bidders and not more than 10% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price.

Under-subscription, if any, in any category, except in the QIB Portion, would not be allowed to be met with spill over from any other category or combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification by the Central Board of Direct Taxes dated February 13, 2020 read with press releases dated June 15, 2021 and September 17, 2021 read with press release dated September 17, 2021. Central Board of Direct Taxes circular no. 7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023 and any subsequent press releases in this regard.

Bidder 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 (in case of UPI Bidders using the UPI Mechanism), for RIBs using the UPI Mechanism, 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 Issue, subject to applicable laws.

Phased implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs (and subsequently, all 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, a 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 till further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

Phase III: SEBI vide press release bearing number 12/2023 announced approval of proposal for reducing the time period for listing of shares in public issue from existing six working days to three working days and pursuant to SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**T+3 Notification**"), 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. In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue will be made under UPI Phase III as notified in the T+3 Notification, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

Pursuant to the UPI Circulars, 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 Circulars 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 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 BRLMs, 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

Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the BRLM responsible for post-issue activities will be required to compensate the concerned investor.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. The issuers will be required to appoint one of the SCSBs as a sponsor bank(s) to act as conduits between the Stock Exchanges and NPCI in order to facilitate collection of requests and /or payment instructions of the UPI Bidders using the UPI.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid/Issue Opening Date.

Copies of the Anchor Investor Application Form will be available with the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. Anchor Investors are not permitted to participate in the Issue through the ASBA process. The UPI Bidders can additionally Bid through the UPI Mechanism.

UPI Bidders using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected. UPI Bidders bidding using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of the SEBI.

ASBA Bidders (those not using UPI Mechanism) must provide bank account details and authorisation to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected. The ASBA Bidders shall ensure that they sufficient balance in their bank accounts to be blocked through ASBA for their perspective Bid, as applicable 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.

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 using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Banks, as applicable at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked as specified in 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/CIR/2021/570 dated June 2, 2021, SEBI Circular no. SEBI/HO/CFD/DIL2/P/2022/51 dated April 20, 2022 and SEBI master circular SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023.

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	[•]
Non-Residents including Eligible NRIs, their sub-accounts (other than sub-accounts which are foreign individuals under the QIB Portion), FVCIs, FPIs and registered bilateral and multilateral development financial institutions applying on a repatriation basis	[•]
Anchor Investors	[•]

* *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 website of NSE (www.nseindia.com) and BSE (www.bseindia.com)

(2) Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLMs

In case of ASBA forms, the relevant Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges. For ASBA Forms (other than UPI Bidders using UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. Stock Exchanges shall 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. 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.

For UPI Bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis through API integration to enable the Sponsor Bank to initiate a UPI Mandate Request to such UPI Bidders for blocking of funds. The Sponsor Bank 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 UPI Bidders (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the issuer bank) 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 Bank and the issuer bank. The Sponsor Bank and the Bankers to the Issue shall provide the audit trail to the BRLMs for analysing the same and fixing liability.

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 July 22, 2022 with reference no. 23/2022 and BSE circular dated July 22, 2022 with reference no. 20220722-30, it has been mandated that Trading Members, Syndicate Members, RTA and Depository Participants shall submit Syndicate ASBA bids above ₹0.5 million and NII & QIB bids above ₹0.2 million, through SCSBs only.

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 on the Bid/Issue Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders Bidding using through the UPI Mechanism 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

The Sponsor Bank 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 Bank will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLMs in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank 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.

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 issue.

b) On the Bid/Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the next Working Day following the Bid/Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Issue Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act, and shall not be offered or sold within the United States. Accordingly, the Equity Shares are being offered and sold outside the United States in 'offshore transactions' in reliance on Regulation S under the U.S. Securities Act and applicable laws of the jurisdictions where such 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.

Participation by Promoters and members of their respective Promoter Group of the Company, the BRLMs and the Syndicate Member(s), and their associates and affiliates

The BRLMs and the Syndicate Member(s) shall not be allowed to purchase Equity Shares in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLMs and the Syndicate Member may Bid for Equity Shares in the Issue, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Member(s), 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 sponsored by the entities which are associates of the BRLMs) or pension funds (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) sponsored by entities which are associates of the BRLMs) nor (ii) any "person related to the Promoters/ Promoter Group" shall apply in the Issue 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/ 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.

The Promoters and members of the Promoter Group will not participate In the Issue.

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 BRLMs reserve 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 may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their respective SCSB to block their Non-Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident

Forms should authorize their respective SCSB to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Participation of Eligible NRIs in the Issue will be subject to the FEMA Rules.

NRIs applying to the Issue using UPI Mechanism are advised to enquire with their relevant bank whether their bank account is UPI linked prior to making such applications.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([•] in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([•] in colour).

For details of investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 463. Participation of Eligible NRIs shall be subject to the FEMA NDI Rules.

Bids by HUFs

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 will be considered at par with Bids/Applications from individuals.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government of India from time to time.

Bids by FPIs

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI including its investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA NDI Rules, the total holding by each FPI, of an investor group, shall be below 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 the 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 case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or 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%). 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.

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 Issue 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 22 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 derivate instruments is also required to ensure that any transfer of offshore derivative instruments issued by, or on behalf of it subject to, inter alia, the following conditions:

(i) such offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and
(ii) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

The FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for non-residents. 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 the operational guidelines for FPIs and designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations (such structure referred to as "**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 in the Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected. Further, in the following cases, the bids by FPIs will not 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 had obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtained 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; and (vii) Entities registered as Collective Investment Scheme having multiple share classes.

Bids by SEBI registered VCFs, AIFs and FVCIs

The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 ("**SEBI VCF Regulations**") as amended, inter alia prescribe the investment restrictions on VCFs, registered with SEBI. The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 ("**SEBI AIF Regulations**") prescribe, amongst others, the investment restrictions on AIFs. The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000 as amended ("**SEBI FVCI Regulations**") prescribe the investment restrictions on FVCIs.

Accordingly, the holding in any company by any individual VCF or FVCIs (under Schedule I of the FEMA NDI Rules) registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offering.

Category I and II AIFs cannot invest more than 25% of the investible funds in one investee company. A Category III AIF cannot invest more than 10% of the investible funds in one investee company. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking whose shares are proposed to be listed. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

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 one year from the date of purchase by the venture capital fund or alternative investment fund or foreign venture capital investor.

Participation of VCFs, AIFs or FVCIs in the Issue will be subject to the FEMA Rules.

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.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

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 reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company in consultation with the BRLMs reserve 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, (the "**Banking Regulation Act**"), and the Master Directions – 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 bank's own paid-up share capital and reserves, whichever is lower. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial services company cannot exceed 20% of the investee company'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 if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company. The bank was required to submit a time -bound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make (i) investment in excess of 30% of the paid-up share capital of the investee company, (ii) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (iii) investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended

Bids by SCSBs

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars (Nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013) dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications. and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

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 reserve the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016, as amended ("**IRDAI Investment 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. Bidders are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserves the right to reject any Bid, without assigning any reason thereof.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable law) and pension funds with a minimum corpus of ₹250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason 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 subject to the terms and conditions that our Company in consultation with the BRLMs may deem fit.

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.

(i) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLMs.

(ii) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100.00 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 ₹ 100.00 million.

(iii) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

(iv) Bidding for Anchor Investors will open one Working Day before the Bid/Issue Opening Date, and will be completed on the same day.

(v) Our Company, in consultation with the BRLMs may finalise 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: maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ [•] million; minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ [•] million but up to ₹ [•] million, subject to a minimum Allotment of ₹ 50.00 million per Anchor Investor; and in case of allocation above ₹ [•] million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ [•] million, and an additional 10 Anchor Investors for every additional ₹ [•] million, subject to minimum Allotment of ₹ [•] million per Anchor Investor.

(vi) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/Issue Period. 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 BRLMs before the Bid/Issue Opening Date, through intimation to the Stock Exchanges.

(vii) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

(viii) If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Issue Price will be payable by the Anchor Investors on the Anchor Investor Pay-In Date specified in the CAN. If the Issue Price is lower than the Anchor Investor Issue Price, Allotment to successful Anchor Investors will be at the higher price.

(ix) 50% of the Equity Shares Allotted to the Anchor Investors in the Anchor Investor Portion will be locked in for a period of 90 days from the date of Allotment and the remaining 50% of the Equity Shares shall be locked-in for a period of 30 days from the date of Allotment.

(x) Neither the BRLMs nor any associate 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 sponsored by the entities which are associate of the and BRLMs) , nor any "person related to Promoters or Promoter Group" shall apply in the Issue under the Anchor Investor Portion.

(xi) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

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 Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus or as will be specified in the Red Herring Prospectus and the Prospectus.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditors, and (iii) such other approval as may be required by the Systemically Important NBFCs, are required to be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof. Systemically Important NBFCs participating in the Issue 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.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in this Issue.

Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus.

General Instructions

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

2. 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, as the case may be, in the prescribed form;

5. Ensure that you (other than the Anchor Investors) have mentioned the correct ASBA Account number if you are not an UPI Bidder using the UPI Mechanism in the Bid cum Application Form and if you are an UPI Bidder using the UPI Mechanism 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 using UPI Mechanism 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 Bidding Centre within the prescribed time;

8. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries. Ensure that you use only your own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism) to make an application in the Issue;

9. If the first applicant is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have an account with an SCSB and have mentioned the correct bank account number in the Bid cum Application Form (for all Bidders other than UPI Bidders bidding using the UPI Mechanism);

10. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

11. Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

12. 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;

13. UPI Bidders Bidding in the Issue to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for RIBs using the UPI Mechanism) to make an application in the Issue and not ASBA Account or bank account linked UPI ID of any third party;

14. The ASBA bidders shall ensure that the bids above ₹500,000 are uploaded only by the SCSBs.

15. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

16. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Issue through the UPI Mechanism, ensure that you authorise the UPI Mandate Request, including in case of any revision of Bids, raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

17. 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. 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 beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

18. Ensure that the Demographic Details are updated, true and correct in all respects;

19. 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;

20. 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;

21. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;

22. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;

23. 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;

24. In case of UPI Bidders, once the Sponsor Bank issues the Mandate Request, the UPI Bidders 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;

25. UPI Bidders bidding using the UPI Mechanism should mention valid UPI ID of only the Bidders (in case of single account) and of the first Bidder (in case of joint account) in the Bid cum Application form; UPI Bidders who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;

26. Anchor Investors should submit the Anchor Investor Application Forms to the BRLMs;

27. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid/Issue Closing Date;

28. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification by the Central Board of Direct Taxes dated February 13, 2020 read with press releases dated June 25, 2021 and September 17, 2021, read with press release dated September 17, 2021. Central Board of Direct Taxes circular no.7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023.

29. 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;

30. Ensure that when applying in the Issue using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and

the UPI handle being used for making the application is also appearing in Annexure ‘A’ to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;

31. 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 authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization 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 authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form; and

32. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and UPI Bidder bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in).

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure ‘A’ to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don’ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by Retail Individual Bidders);

3. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

5. Do not Bid at Cut-off Price for Bids by QIBs and Non-Institutional Bidders;

6. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

7. Do not submit the Bid for an amount more than funds available in your ASBA account.

8. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;

9. In case of ASBA Bidders (other than UPI Bidders using the UPI Mechanism), do not submit more than one ASBA Forms per ASBA Account;

10. If you are a UPI Bidder and are using UPI Mechanism, do not submit more than one ASBA Form for each UPI ID;

11. Anchor Investors should not Bid through the ASBA process;

12. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

13. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

14. Do not submit the General Index Register (GIR) number instead of the PAN;

15. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if you are UPI Bidder Bidding through the UPI Mechanism, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;

16. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

17. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

18. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;

19. Do not submit a Bid using UPI ID, if you are not a RIB;

20. Do not Bid on another ASBA Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

21. Do not Bid for Equity Shares in excess of what is specified by the Stock Exchanges for each category;

22. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for, exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;

23. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders (subject to the Bid Amount being up to ₹0.2 million), can revise or withdraw their Bids on or before the Bid/Issue Closing Date;

24. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres; If you are a UPI Bidder and are using UPI mechanism, do not submit ASBA Form directly with SCSBs;

25. If you are a 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;

26. Do not Bid if you are an OCB;

27. UPI Bidders Bidding through the UPI Mechanism 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;

28. Do not submit the Bid cum Application Forms to any non-SCSB bank; and

29. 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 using the UPI Mechanism).

30. In case of ASBA Bidders, Syndicate Members shall ensure that they do not upload any bids above ₹500,00;

31. Do not link the UPI ID with a bank account with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;

32. In case of ASBA Bidders (other than 3-in-1 Bids), the Syndicate Member shall ensure that they do not upload any bids above ₹ 500,000;

33. If you are a QIB, do not submit your Bid after 3 p.m. on the QIB Bid/Issue Closing Date;

34. Anchor Investors should submit Anchor Investor Application Form only to the Book Running Lead Managers; and

35. Do not send Bid cum Application Forms by post, instead submit the same to the Designated Intermediary only.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-Issue or post Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer. For details of our Company Secretary and Compliance Officer, see "*General Information*" on page 90.

Grounds for Technical Rejections

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids may be rejected on the following additional technical grounds:

1. Bid submitted without instruction to the SCSB to block the entire Bid Amount;

2. Bids which do not contain details of the Bid Amount and the bank account or UPI ID (for RIBs using the UPI Mechanism) details in the ASBA Form;

3. Bids submitted on a plain paper;

4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSB and/or using a Mobile App or UPI handle, not listed on the website of SEBI;

5. 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 from the Sponsor Bank;

6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

7. Bids submitted without the signature of the First Bidder or sole Bidder;

8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

9. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular (reference number: CIR/MRD/DP/ 22 /2010) dated July 29, 2010;

10. Bids by Retail Individual Bidders with Bid Amount for a value of more than ₹ 200,000;

11. GIR number furnished instead of PAN;

12. Bids by UPI Bidders with Bid Amount of a value more than ₹200,000;

13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

14. Bids accompanied by cheque(s), demand draft(s), stock invest, money order, postal order or cash, and.

15. Bids by QIBs uploaded after 4.00 pm on the QIB Bid/ Issue Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Issue Closing Date, and Bids by UPI Bidders uploaded after 5.00 p.m. on the Bid/ Issue Closing Date, unless extended by the Stock Exchanges.

Further, in case of any pre-Issue or post Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer. For details of Company Secretary and Compliance Officer, see "General Information" on page 90.

For helpline details of the Managers pursuant to the SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see "*General Information –Book Running Lead Managers*" on page 90.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLMs and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company shall not make an Allotment if the number of prospective allottees is less than one thousand.

Our Company will not make any allotment in excess of the Equity Shares offered through the 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 one per cent of the Issue may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Non-Institutional Bidders, Retail Individual Bidders and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to the availability of Equity Shares in Retail Individual Bidders Portion, and the remaining available shares, if any, shall be allotted on a proportionate basis. The Allotment of Equity Shares to Anchor Investors shall be on a discretionary basis.

Not more than 15% of the Issue 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 Bidder shall not be less than the Minimum Non-Institutional Bidder Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares.

Payment into Escrow Account(s) for Anchor Investors

Our Company in consultation with the BRLMs, in their absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account(s) should be drawn in favour of:

a. In case of resident Anchor Investors: "[•]"
b. In case of Non-Resident Anchor Investors: "[•]"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company and the members of Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections of Bid amounts from Anchor Investors.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (i) all editions of [•], an English national daily newspaper, (ii) all editions of [•], a Hindi national daily newspaper, Hindi being the regional language of Delhi NCR, where our Registered Office is located, each with wide circulation.

In the pre-Issue advertisement, we shall state the Bid/Issue Opening Date and the Bid/ Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Signing of the Underwriting Agreement and the RoC Filing

(a) Our Company and the Underwriters intend to enter into an Underwriting Agreement on or immediately after the finalisation of the Issue Price but prior to the filing of the Red Herring Prospectus or the Prospectus, if applicable.

(b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Red Herring Prospectus will not have complete particulars of the Issue Price and the size of the Issue. The Prospectus will contain details of the Issue Price, the Anchor Investor Issue Price, Issue size, and underwriting arrangements and will be complete in all material respects.

Undertakings by our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors;

- the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;

- The Company shall apply in advance for the listing of equities on the conversion of debenture/bonds;

- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed shall be taken in consultation with the BRLMs within three Working Days of the Bid/Issue Closing Date or such other period as may be prescribed by the SEBI;

- 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, 2013, the SEBI ICDR Regulations and applicable law for the delayed period;

- the funds required for making refunds to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;

- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- Except for Equity Shares allotted pursuant to the Issue, no further issue of the Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc other than as disclosed in accordance with Regulation 56 of SEBI ICDR Regulations;

- except for the any allotment of Equity Shares to employees of our Company pursuant to exercise of options granted under the ESOP Scheme, no further issue of the Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc.

- that the promoters' contribution in full, wherever required, shall be brought in advance before the Issue opens for public subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on public in accordance with applicable provisions in these regulations

- Our Company in consultation with the BRLMs, reserves the right not to proceed with the Issue, in whole or in part thereof, after the Bid/ Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/ Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed; and

- If our Company in consultation with the BRLMs withdraws the Issue after the Bid/ Issue Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 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, 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 one per cent 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.

Utilisation of Issue Proceeds

Our Board of Directors certifies and declares that:

- all monies received out of the Fresh Issue 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, 2013;

- details of all monies utilised out of the Issue shall be disclosed, and continue to be disclosed till the time any part of the Fresh Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and

- details of all unutilised monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is permitted (except in the prohibited sectors) in Indian companies, either through the automatic route or the approval route, depending upon the sector in which foreign investment is sought to be made. The Government of India has from time to time made policy announcements on FDI through press notes and press releases. The regulatory framework, over a period of time, thus, consists of acts, regulations, press notes, press releases, and clarifications among other amendments. The consolidated FDI policy circular of 2020 dated October 15, 2020 issued by the DPIIT (formerly Department of Industrial Policy & Promotion) ("**FDI Circular**") consolidates the policy framework which was in force as on October 15, 2020. Further, the FDI Circular consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DPIIT. The FDI Circular will be valid until the DPIIT issues an updated circular and shall be subject to FEMA NDI Rules.

In terms of Press Note 3 of 2020, dated April 17, 2020 ("**Press Note**"), issued by the DPIIT, the FDI Circular has been amended to state that 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. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made similar amendment to the FEMA NDI Rules.

As per the FDI Circular read with Press Note, 100% foreign direct investment is permitted under the automatic route for NBFCs, however, 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.

Transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI Circular and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Circular; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see "*Issue Procedure – Bids by Eligible NRIs*" and "*Issue Procedure – Bids by FPIs*" on pages 449 and 450, respectively.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States, and unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside of the United States in offshore transactions as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where such offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII - MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Capitalized terms used in this section have the meanings that have been given to such terms in the Articles of Association of our Company. Pursuant to Schedule I of the Companies Act, 2013 and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below:

The Articles of Association of the Company comprise of 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 pursuant to an IPO of Equity Shares of the Company. In case of inconsistency or contradiction, conflict or overlap between Part A and Part B, the provisions of Part B shall, subject to applicable law, prevail and be applicable.

All articles of Part B shall automatically terminate and cease to have any force and effect from the date of receipt of final listing and trading approvals from the Exchanges for the listing and trading of the Equity Shares of the Company pursuant to the IPO 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

AUTHORISED SHARE CAPITAL

Articles 6 provides that the authorised share capital of the Company shall be such amount, divided into such class(es), denomination(s) and number of shares in the Company as stated in Clause V of the Memorandum of Association, with power to increase or reduce such capital from time to time and power to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, convertible, deferred, qualified, or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with the Articles of the Company, subject to the provisions of applicable law for the time being in force.

SHARES AT THE DISPOSAL OF THE DIRECTORS

Article 9 provides that 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 Board of Directors who may issue, allot or otherwise dispose of all or any of such shares 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 and with the sanction of the Company in General Meeting give to any person the option or right to call for any shares either at par or at a premium during such time and for such consideration as the Board of Directors think fit. Provided that option or right to call of shares shall not be given to the person or persons without the sanction of the Company in General Meeting.

SUB-DIVISION, CONSOLIDATION AND CALCULATION OF SHARE CERTIFICATE

Subject to the provisions of the Act, the Company in its General Meetings may, by an Ordinary Resolution, from time to time:

a. Increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;

b. Divide, sub-divide or consolidate its shares, or any of them, and the resolution whereby any share is sub-divided, may determine that as between the holders of the shares resulting from such sub-division one or more of such shares have some preference or special advantage in relation to dividend, capital or otherwise as compared with the others;

c. Cancel shares which at the date of such General Meeting have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled;

d. Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; provided that any consolidation and division which results in changes in the voting percentage of Members shall require applicable approvals under the Act; and

e. Convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination.

ISSUE OF CERTIFICATE

Article 23 provides that every Member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee, or at the discretion of the Directors without payment of fee, as the Directors so determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates, unless prohibited by any provision of law or any order of court, tribunal or other authority having jurisdiction, within two (2) months from the date of allotment, or within one (1) month of the receipt of application of registration of transfer, transmission, sub division, consolidation or renewal of any of its shares as the case maybe or within a period of six (6) months from the date of allotment in the case of any allotment of debenture. 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 joint holders.

Moreover, 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, and the common seal shall be affixed in the presence of the persons required to sign the certificate.

LIEN

Article 27 provides that The Company shall subject to applicable law have a first and paramount lien on every share / debenture (not being a fully paid share / debenture) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called, or payable at a fixed time, in respect of that share / debenture and no equitable interest in any share shall be created upon the footing and condition that this Article will have full effect. Unless otherwise agreed, the registration of transfer of shares / debentures shall operate as a waiver of the Company's lien, if any, on such shares / debentures.

Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this Article.

The fully paid up shares shall be free from all lien and in the case of partly paid up shares the Company's lien, if any, shall be restricted to moneys called or payable at a fixed time in respect of such shares

Article 28 provides that the company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares / debentures.

Article 29 provides that 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 (14) days' after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.

No Member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

Article 33 provides that in exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by law) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

CALLS ON SHARES

Article 35 provides that the Board may subject to the provisions of the Act and any other applicable law, from time to time, make such call as it thinks fit upon the Members in respect of all moneys unpaid on the shares (whether on account of the nominal value of the shares or by 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. A call may be revoked or postponed at the discretion of the Board. The power to call on shares shall not be delegated to any other person except with the approval of the shareholders in a General Meeting.

Article 37 provides that the Board of Directors may, when making a call by resolution, determine the date on which such call shall be deemed to have been made, not being earlier than the date of resolution making such call, and thereupon the call shall be deemed to have been made on the date so determined and if no such date is so determined a call shall be deemed to have been made at the date when the resolution authorizing such call was passed at the meeting of the Board and may be required to be paid in installments.

Article 39 provides that if a 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 the rate of ten percent or such other lower rate as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Member. The Board shall be at liberty to waive payment of any such interest wholly or in part.

Article 40 provides that 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 Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

Article 41 provides that in case of non-payment of such sum, all the relevant provisions of these Articles 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.

Article 42 provides:

The Board –

a. May, if it thinks fit, 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 as may be agreed upon between the Board and the Member paying the sum in advance. Nothing contained in this Article shall confer on the Member (i) any right to participate in profits or dividends; or (ii) any voting rights in respect of the moneys so paid by him, until the same would, but for such payment, become presently payable by him.

TRANSFER OF SHARES

Article 59 provides that the company shall keep a “Register of Transfers” and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any shares. The Company shall also use a common form of transfer.

Article 61 provides the following about the instrument of transfer:

a. The instrument of transfer of any share shall be in writing and all the provisions of the Act, and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof. The Company shall use the form of transfer, as prescribed under the Act, in all cases. In case of transfer of shares, where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act, 1996 shall apply.

b. The Board may decline to recognize any instrument of transfer unless-

i. The instrument of transfer is in the form prescribed under the Act;

ii. The instrument of transfer is accompanied by the certificate of shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

iii. The instrument of transfer is in respect of only one class of shares.

c. No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document.

Article 62 provides that every such instrument of transfer shall be executed, both by or on behalf of both the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the Register of Members in respect thereof.

Article 64 provides that subject to the provisions of these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may (at its own absolute and uncontrolled discretion) decline or refuse by giving reasons, whether in pursuance of any power of the Company under these Articles or otherwise, to register or acknowledge any transfer of, or the transmission by operation of law of the right to, any securities or interest of a Member in the Company, after providing sufficient cause, within a period of thirty days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company. Provided that the registration of transfer of any securities shall 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. Transfer of shares/debentures in whatever lot shall not be refused

Article 66 provides that the executors or administrators or the holders of a succession certificate issued in respect of the shares of a deceased Member and not being one of several joint holders shall be the only person whom the Company shall recognize as having any title to the shares registered in the name of such Members and in case of the death of one or more of the joint holders of any registered share, the survivor or survivors shall be entitled to the title or interest in such shares but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person. Provided nevertheless that in case the Directors, in their absolute discretion think fit, it shall be lawful for the Directors to dispense with the production of a probate or letters of administration or a succession certificate or such other legal representation upon such terms (if any) (as to indemnify or otherwise) as the Directors may consider necessary or desirable.

Article 67 provides that No share shall in any circumstances be transferred to any infant, insolvent or a person of unsound mind, except fully paid shares through a legal guardian.

TRANSMISSION OF SHARES

Article 68 provides that subject to the provisions of the Act and these Articles, any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any Members, or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence as the Board thinks sufficient, that he sustains the character in respect of which he proposes to act under this Article, or of his title, elect to either be registered himself as holder of the shares or elect to have some person nominated by him and approved by the Board, registered as such holder or to make such transfer of the share as the deceased or insolvent Member could have made. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. Provided, nevertheless, if such person shall elect to have his nominee registered, he shall testify that election by executing in favour of his nominee an instrument of transfer in accordance with the provision herein contained and until he does so he shall not be freed from any liability in respect of the shares. Further, all limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfer 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.

Article 69 provides for the rights on transmission. It states that a person becoming entitled to a share by transmission shall, reason of the death or insolvency of the holder shall, subject to the Directors' right to retain such dividends or money, 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 a 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 (90) days, the Board may thereafter withhold payment of all dividends, bonus or other moneys payable in respect of such share, until the requirements of notice have been complied with.

Article 71 provides that 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) to the prejudice of persons having or claiming any equitable rights, title or interest in the said shares, notwithstanding that the Company may have had notice of such equitable rights referred thereto in any books of the Company and the Company shall not be bound by or required to regard or attend to or give effect to any notice which may be given to it of any equitable rights, title or interest or be under any liability whatsoever for refusing or neglecting to do so, 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 shall so think fit.

Furthermore, Article 72 provides that the provisions of these Articles, shall, *mutatis mutandis*, apply to the transfer of or the transmission by law of the right to any securities including, debentures of the Company.

ALTERATION OF CAPITAL

Article 73 provides that the Company may issue share warrants subject to, and in accordance with provisions of the Act. The Board may, in its discretion, with respect to any share which is fully paid up on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) as the Board may from time to time require as to the identity of the person signing the application, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require having been paid, issue a warrant.

Article 75 provides that 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 Articles 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 Articles of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder”/”Member” shall include “stock” and “stock-holder” respectively.

REDUCTION OF CAPITAL

Article 76 provides that the Company may, by a Special Resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act—

a. Its share capital; and/or

b. Any capital redemption reserve account; and/or

c. Any share premium account

and in particular without prejudice to the generality of the foregoing power may be: (i) extinguishing or reducing the liability on any of its shares in respect of share capital not paid up; (ii) either with or without extinguishing or reducing liability on any of its shares, cancel paid up share capital which is lost or is unrepresented by available assets; or (ii) either with or without extinguishing or reducing liability on any of its shares, pay off any paid up share capital which is in excess of the wants of the Company; and may, if and so far as is necessary, alter its Memorandum, by reducing the amount of its share capital and of its shares accordingly.

GENERAL MEETINGS

Article 79 provides that the Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year. An Annual General Meeting of the Company shall be held in accordance with the provisions of the Act.

Article 80 provides that all General Meetings other than the Annual General Meeting shall be called "Extraordinary General Meeting". Provided that, the Board may, whenever it thinks fit, call an Extraordinary General Meeting.

Article 81 provides that the Board shall, on the requisition of Members, convene an Extraordinary General Meeting of the Company in the circumstances and in the manner provided under the Act.

Article 85 provides that:

(a) Subject to the provisions of the Act, all business shall be deemed special that is transacted at the Annual General Meeting with the exception of declaration of any dividend, the consideration of financial statements and reports of the Directors and auditors, the appointment of Directors in place of those retiring and the appointment of and fixing of the remuneration of the auditors. In case of any other meeting, all business shall be deemed to be special.

(b) In case of special business as aforesaid, an explanatory statement as required under the applicable provisions of the Act shall be annexed to the notice of the meeting.

Article 86 provides that Five (5) Members or such other number of Members as required under the Act or the applicable law for the time being in force prescribes, personally present shall be quorum for a General Meeting and no business shall be transacted at any General Meeting unless the requisite quorum is present at the commencement of the meeting.

VOTE OF MEMBERS

Article 95 provides that 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 holding Equity Shares and present in person shall have one vote.

(b) On a poll, every Member holding Equity Shares therein shall have voting rights in proportion to his share in the paid up Equity Share capital.

(c) A Member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.

Article 98 provides that no Member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him have been paid, or in regard to which the Company has lien and has exercised any right of lien.

Article 99 provides that any Member entitled to attend and vote at a General Meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.

Article 102 provides that any corporation which is a Member of the Company may, by resolution of its Board of Directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the Company and the said person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could have exercised if it were an individual Member of the Company (including the right to vote by proxy).

DIRECTOR

Article 103 provides that unless otherwise determined by General Meeting, the number of Directors shall not be less than three (3) and not more than fifteen (15), and at least one (1) Director shall be resident of India in the previous year. Provided that the Company may appoint more than fifteen (15) Directors after passing a Special Resolution.

The following were the first Directors of the Company

1. Bipin Preet Singh; and

2. Pooja Chauhan

Article 105 provides that subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles. Any such additional director shall hold office only up to the date of the next Annual General Meeting.

Article 106 provides for alternate directors. It states that:

(a) The Board may, appoint a person, not being a person holding any alternate directorship for any other Director in the Company, to act as an alternate director for a Director (hereinafter in this Article called the "**Original Director**") during his absence for a period of not less than 3 (three) months from India.

(b) An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India. If the term of office of the Original Director is determined before he returns to India the automatic re-appointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.

Article 107 provides that if the office of any Director is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board which shall be subsequently approved by Members in the immediate next General Meeting. The Director so appointed shall hold office only up to the date which the Director in whose place he is appointed would have held office if it had not been vacated.

Article 108 provides for remuneration of directors. It states that:

(a) A Director (other than a managing Director or whole-time Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act or the Central Government from time to time for each meeting of the Board of Directors or any committee thereof attended by him. The remuneration of Directors including managing Director and/or whole-time Director may be paid in accordance with the applicable provisions of the Act.

(b) The Board of Directors may allow and pay or reimburse any Director who is not a *bona fide* resident of the place where a meeting of the Board or of any committee is held and who shall come to such place for the purpose of attending such meeting or for attending its business at the request of the Company, such sum as the Board may consider fair compensation for travelling, and out-of-pocket expenses and if any Director be called upon to go or reside out of the ordinary place of his residence on the Company's business he shall be entitled to be reimbursed any travelling or other expenses incurred in connection with the business of the Company.

(c) The managing Directors/ whole-time Directors shall be entitled to charge and be paid for all actual expenses, if any, which they may incur for or in connection with the business of the Company. They shall be entitled to appoint part time employees in connection with the management of the affairs of the Company and shall be entitled to be paid by the Company any remuneration that they may pay to such part time employees.

Article 109 provides that if any Director, being willing, shall be called upon to perform extra services or to make any special exertions (which expression shall include work done by Director as a Member of any committee formed by the Directors) in going or residing away from the town in which the Office of the Company may be situated for any purposes of the Company or in giving any special attention to the business of the Company or as member of the Board, then subject to the provisions of the Act, the Board may remunerate the Director so doing either by a fixed sum, or by a percentage of profits or otherwise and such remuneration, may be either in addition to or in substitution for any other remuneration to which he may be entitled.

ROTATION AND RETIREMENT OF DIRECTOR

Article 112 provides that at the Annual General Meeting of the Company to be held in every year, one third of such of the Directors as are liable to retire by rotation for time being, or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election. Provided nevertheless that the managing director appointed or the Directors appointed as a debenture director under Articles hereto shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one third shall retire from office under this Article.

Article 116 provides that the Company in General Meeting may, when appointing a person as a Director declare that his continued presence on the Board of Directors is of advantage to the Company and that his office as Director shall not be liable to be determined by retirement by rotation for such period until the happening of any event of contingency set out in the said resolution.

PROCEEDINGS OF BOARD OF DIRECTORS

Article 118 provides for the meeting of the Board. It states that:

(a) The Board of Directors shall meet at least once in every three (3) months with a maximum gap of four (4) months between two (2) meetings of the Board for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit in accordance with the Act, provided that at least four (4) such meetings shall be held in every year. Place of meetings of the Board shall be at a location determined by the Board at its previous meeting, or if no such determination is made, then as determined by the chairman of the Board.

(b) The chairman may, at any time, and the secretary or such other Officer of the Company as may be authorised in this behalf on the requisition of Director shall at any time summon a meeting of the Board. Notice of at least seven (7) days in writing of every meeting of the Board shall be given to every Director and every alternate director at his usual address whether in India or abroad, provided always that a meeting may be convened by a shorter notice to transact urgent business subject to the condition that at least one independent director, if any, shall be present at the meeting and 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.

(c) The notice of each meeting of the Board shall include (i) the time for the proposed meeting; (ii) the venue for the proposed meeting; and (iii) an agenda setting out the business proposed to be transacted at the meeting.

(d) To the extent permissible by applicable law, the Directors may participate in a meeting of the Board or any committee thereof, through electronic mode, that is, by way of video conferencing i.e., audio visual electronic communication facility. The notice of the meeting must inform the Directors regarding the availability of participation through video conferencing. Any Director participating in a meeting through the use of video conferencing shall be counted for the purpose of quorum.

Article 120 provides that subject to the provisions of the Act, the quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher and the participation of the Directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum.

At any time the number of interested Directors is equal to or exceeds two-thirds of total strength, the number of remaining Directors, that is to say the number of Directors who are not interested, present at the meeting being not less than two, shall be the quorum during such time. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of Board after deducting there from the number of Directors, if any, whose places are vacant at the time. The term 'interested director' means any Director whose presence cannot, by reason of applicable provisions of the Act be counted for the purpose of forming a quorum at meeting of the Board, at the time of the discussion or vote on the concerned matter or resolution

Article 122 provides for election of chairman of the Board. It states that:

(a) The Board may elect a chairman of its meeting and determine the period for which he is to hold office

(b) If no such chairman is elected or at any meeting the chairman is not present within five minutes after the time appointed for holding the meeting, the Directors present may choose one among themselves to be the chairman of the meeting.

Article 123 provides for powers of directors. It states that:

(a) The Board may exercise all such powers of the Company and do all such acts and things as are not, by the Act or any other applicable law, or by the Memorandum or by the Articles required to be exercised by the Company in a General Meeting, subject nevertheless to these Articles, to the provisions of the Act or any other applicable law and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in a General Meeting; but no regulation made by the Company in a General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

(b) 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 maybe, by such person and in such manner as the Board shall from time to time by resolution determine.

Article 127 provides that all acts done by any meeting of the Board, 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 even such Director or such person has been duly appointed and was qualified to be a Director.

Article 128 provides that save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with the necessary papers, if any, to all the Directors or to all the members of the committee then in India, not being less in number than the quorum fixed of the meeting of the Board or the committee, as the case may be and to all other Directors or Members at their usual address in India and approved by such of the Directors as are then in India or by a majority of such of them as are entitled to vote at the resolution shall be valid and effectual as if it had been a resolution duly passed at a meeting of the Board or committee duly convened and held.

NOMINEE DIRECTORS

Article 131 provides that:

(a) Subject to the provisions of the Act, so long as any moneys remain owing by the Company to Financial Institutions regulated by the Reserve Bank of India, State Financial Corporation or any financial institution owned or controlled by the Central Government or State Government or any Non-Banking Financial Company regulated by the Reserve Bank of India or any such company from whom the Company has borrowed for the purpose of carrying on its objects or each of the above has granted any loans / or subscribes to the debentures of the Company or so long as any of the aforementioned companies of financial institutions holds or continues to hold debentures /shares in the Company as a result of underwriting or by direct subscription or private placement or so long as any liability of the Company arising out of any guarantee furnished on behalf of the Company remains outstanding, and if the loan or other agreement with such institution/ corporation/ company (hereinafter referred to as the

“**Corporation**”) so provides, the Corporation may, in pursuance of the provisions of any law for the time being in force or of any agreement, have a right to appoint from time to time any person or persons as a Director or Directors whole-time or non whole-time (which Director or Director/s is/are hereinafter referred to as “**Nominee Directors/s**”) on the Board of the Company and to remove from such office any person or person so appointed and to appoint any person or persons in his /their place(s).

(b) The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board meetings and of the meetings of the committee of which Nominee Director/s is/are member/s as also the minutes of such Meetings. The Corporation shall also be entitled to receive all such notices and minutes.

(c) The Company may pay the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees commission, monies or remuneration in any form is payable to the Directors of the Company the fees, commission, monies and remuneration in relation to such Nominee Director/s may accrue to the nominee appointer and same shall accordingly be paid by the Company directly to the Corporation.

(d) Provided that the sitting fees, in relation to such Nominee Director/s shall also accrue to the appointer and same shall accordingly be paid by the Company directly to the appointer.

MANAGING DIRECTOR(S) AND/OR WHOLE TIME DIRECTORS

Article 133 provides that:

(a) The Board may from time to time and with such sanction of the Central Government as may be required by the Act, appoint one or more of the Directors to the office of the managing director and/ or whole time directors for such term and subject to such remuneration, terms and conditions as they may think fit.

(b) The Directors may from time to time resolve that there shall be either one or more managing directors and/ or whole-time directors.

(c) In the event of any vacancy arising in the office of a managing director and/or whole time director, the vacancy shall be filled by the Board of Directors subject to the approval of the Members.

(d) If a managing director and/or whole time director ceases to hold office as Director, he shall ipso facto and immediately cease to be managing director/whole time director.

(e) The managing director and/or whole time director shall not be liable to retirement by rotation as long as he holds office as managing director or whole-time director.

(f) A director who has been appointed as the managing director or the chief executive officer may also act as the chairman of the Board.

POWER AND DUTIES OF MANAGING DIRECTOR OR WHOLE-TIME DIRECTOR

Article 134 provides that managing director/whole time director shall subject to the supervision, control and direction of the Board and subject to the provisions of the Act, exercise such powers as are exercisable under these Articles by the Board of Directors, as they may think fit and confer such power for such time and to be exercised as they may think expedient and they may confer such power either collaterally with or to the exclusion of any such substitution for all or any of the powers of the Board of Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any such powers. The managing Directors/ whole time Directors may exercise all the powers entrusted to them by the Board of Directors in accordance with the Board’s direction.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER

Article 136 provides that subject to the provisions of the act:

(a) A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board.

(b) A Director may be appointed as chief executive officer, manager, company secretary or chief financial officer. Further, an individual may be appointed or reappointed as the chairperson of the Company as well as the managing Director or chief executive officer of the Company at the same time.

(c) A provision of the Act or the 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 a Director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

DIVIDEND

Article 139 provides that the Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

Article 140 provides that subject to the provisions of the Act, the Board may from time to time pay to the Members such interim dividends of such amount on such class of shares and at such times as it may think fit and as appear to it to be justified by the profits of the Company.

Article 141 provides that:

(a) Where capital is paid in advance of calls on any share, such capital, may carrying interest, shall not confer a right to dividend or to participate in the profits, subsequently declared.

(b) Where the Company has declared a dividend but which has not been paid or claimed within thirty (30) days from the date of declaration, the Company shall within seven (7) days from the date of expiry of the said period of thirty (30) days, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of thirty (30) 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 ONE MOBIKWIK SYSTEMS LIMITED".

(c) Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven (7) years from the date of such transfer, shall be transferred by the Company to the fund known as Investor Education and Protection Fund established under the Act.

(d) No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law.

(e) All other provisions under the Act will be complied with in relation to the unpaid or unclaimed dividend.

Article 143 provides that 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.

Article 144 provides that:

(a) The Board may, before recommending any dividends, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends and pending such application, may, at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time think fit.

(b) The Board may also carry forward any profits when it may consider necessary not to divide, without setting them aside as a reserve.

Article 147 provides that any one of two or more joint holders of a share may give effective receipt for any dividends, bonuses or other moneys payable in respect of such shares.

Article 148 provides that any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post 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. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

Article 149 provides that no dividends shall bear interest against the Company.

CAPITALISATION OF PROFITS

Article 151 provides that:

(a) The Company in General Meeting, may, on recommendation of the Board resolve:

  (i) that it is desirable to capitalise any part of the amount for the time being standing to the credit of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution; and

  (ii) that such sum be accordingly set free for distribution in the manner specified in the sub-clause (b) amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportion.

(b) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in sub-clause (c) below, either in or towards:

  (i) paying up any amounts for the time being unpaid on shares held by such Members respectively;

  (ii) paying up in full, unissued share of the Company to be allotted and distributed, credited as fully paid up, to and amongst such Members in the proportions aforesaid; or

  (iii) partly in the way specified in sub-clause (i) and partly that specified in sub -clause (ii).

  (iv) A securities premium account and a capital redemption reserve account or any other permissible reserve account may be applied as permitted under the Act in the paying up of unissued shares to be issued to Members of the Company as fully paid bonus shares.

  (v) The Board shall give effect to the resolution passed by the Company in pursuance of these Articles.

POWER OF DIRECTORS FOR DECLARATION OF BONUS ISSUE

Article 152 provides that:

(a) Whenever such a resolution as aforesaid shall have been passed, the Board shall:

  (i) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or other securities, if any; and

  (ii) generally, do all acts and things required to give effect thereto.

(b) The Board shall have full power:

  (i) to make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of shares or debentures becoming distributable in fractions; and

(ii) to authorize any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or other securities to which they may be entitled upon such capitalization or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized, of the amount or any parts of the amounts remaining unpaid on their existing shares.

(c) Any agreement made under such authority shall be effective and binding on such Members.

USE OF RESTRICTED PRODUCTS

Article 162 provides that as long as BCCL is a shareholder of the Company, the Company shall not participate directly in any business that in any manner makes use of alcohol, tobacco, silk, leather, animal meat or have adopted animal testing. Provided however, that nothing contained in this Article shall restrict the Company from offering its products to any third party, or to the consumer through any third Party that deals in such restricted products.

WINDING UP

Article 163 provides that subject to the applicable provisions of the Act–

a. 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.

b. 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.

c. 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.

d. Any person who is or has been a Director or manager, whose liability is unlimited under the Act, shall, in addition to his liability, if any, to contribute as an ordinary Member, be liable to make a further contribution as if he were at the commencement of winding up, a Member of an unlimited company, in accordance with the provisions of the Act.

INDEMNITY

Article 165 provides that subject to the provisions of the Act, every Director and Officer of the Company shall be indemnified by 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. Provided, however, that such indemnification shall not apply in respect of any cost or loss or expenses to the extent it is finally judicially determined to have resulted from the negligence, willful misconduct or bad faith acts or omissions of such Director.

Article 166 provides that the Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former Directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

Part B

Part B of the Articles of Association of the Company provides for the rights and obligations of the parties to the MobiKwik SHA, as amended by the MobiKwik SHA Amendment Agreement, as well as other shareholder agreements entered into by our Company from time to time. The two parts of the Articles of Association, namely, Part A and Part B, which parts shall, unless the context otherwise requires, co-exist with each other until the filing of the Red Herring Prospectus with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi pursuant to the initial public offering of the equity shares of the Company (the "IPO" of the "Equity Shares" of the Company). In case of inconsistency or contradiction, conflict or overlap between Part A and Part B, the provisions of Part B shall, subject to applicable law, prevail and be applicable.

All articles of Part B shall automatically terminate and cease to have any force and effect from the date of filing of the Red Herring Prospectus with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi pursuant to the IPO 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.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material have been entered or to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus, delivered to the Registrar of Companies for filing and also the documents for inspection referred to hereunder, may be inspected at our Registered Office from 10.00 am to 5.00 pm on Working Days from the date of this Draft Red Herring Prospectus until the Bid/ Issue Closing Date and will also be available at the website of our Company at https://www.mobikwik.com/ir from the date of the Red Herring Prospectus until the Bid/ Issue Closing Date, except for such contracts and documents that will be executed subsequent to the completion of the Bid/Issue Closing Date. Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

Material Contracts to the Issue

1. Issue Agreement among our Company, and the BRLMs dated January 4, 2024.

2. Registrar Agreement among our Company, and Registrar to the Issue dated January 4, 2024.

3. Cash Escrow and Sponsor Bank Agreement dated [•] among our Company, the BRLMs, the Escrow Collection Bank(s), Public Issue Account Bank(s), Refund Bank(s), the Sponsor Bank, the Syndicate Members and the Registrar to the Issue.

4. Syndicate Agreement dated [•] among our Company, the BRLMs, the Syndicate Member(s), and the Registrar to the Issue.

5. Monitoring agency agreement dated [•] among our Company and the Monitoring Agency.

6. Underwriting Agreement dated [•] among our Company and the Underwriters.

Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association, as amended from time to time.

2. Our certificate of incorporation dated March 20, 2008.

3. Fresh certificate of incorporation dated June 25, 2021 issued by RoC at the time of conversion of name from ONE MOBIKWIK SYSTEMS PRIVATE LIMITED to ONE MOBIKWIK SYSTEMS LIMITED.

4. Resolution of the Board of Directors dated December 5, 2023 authorising the Issue.

5. Resolution of the Shareholders dated December 27, 2023 under section 62(1)(c) of the Companies Act, 2013 authorising the Issue.

6. Resolution of the Board and the IPO Committee dated January 1, 2024 and January 4, 2024, respectively approving the Draft Red Herring Prospectus.

7. Resolution dated January 1, 2024, passed by the Audit Committee approving the key performance indicators.

8. Amended and restated shareholders' agreement dated July 31, 2017 amongst our Company, SCIIH III, SCII IV, Tree Line, Amex, Cisco, GMO, MediaTek, Net1, Bajaj, Bipin Preet Singh and Upasana Rupkrishan Taku as amended and supplemented, inter alia by (i) supplementary deed dated October 30, 2018 between our Company, Bipin Preet Singh and Upasana Rupkrishan Taku, SCIIH III, SCII IV, Tree Line, Amex, Cisco, GMO, MediaTek, Net1 and Bajaj; (ii) supplementary deed dated November 26, 2018

between our Company, Bipin Preet Singh and Upasana Rupkrishan Taku, SCIIH III, SCII IV, Tree Line, Amex, Cisco, GMO, MediaTek, Net1 and Bajaj, which was amended by an amendment deed dated January 1, 2019; (iii) supplementary deed dated May 29, 2019 between our Company, Bipin Preet Singh and Upasana Rupkrishan Taku, SCIIH III, SCII IV, Tree Line, Amex, Cisco, GMO, MediaTek, Net1, Bajaj and NDTV; (iv) supplementary deed dated October 27, 2020 between our Company, Bipin Preet Singh and Upasana Rupkrishan Taku, SCIIH III, SCII IV, Tree Line, Amex, Cisco, GMO, MediaTek, Net1, Bajaj, NDTV and HMVL; (v) supplementary deed dated November 9, 2020 between the Company, Bipin Preet Singh and Upasana Rupkrishan Taku, SCIIH III, SCII IV, Tree Line, Amex, Cisco, GMO, MediaTek, Net1, Bajaj, NDTV, HMVL and Pratithi; (vi) supplementary deed dated June 6, 2021 between the Company, Bipin Preet Singh and Upasana Rupkrishan Taku, SCIIH III, SCII IV, Tree Line, Amex, Cisco, GMO, Net1, Bajaj, NDTV, HMVL, Pratithi and ADIA; (vii) the amendment agreement dated June 20, 2021 between the Company, Bipin Preet Singh and Upasana Rupkrishan Taku, SCIIH III, SCII IV, Tree Line, Amex, Cisco, GMO, Net1, Bajaj, HMVL, Pratithi and ADIA; (viii) the amendment agreement dated June 30, 2022 between the Company, Bipin Preet Singh and Upasana Rupkrishan Taku, SCIIH III, SCII IV, Tree Line, Amex, Cisco, GMO, Net1, Bajaj, HMVL, Pratithi and ADIA; (ix) the amendment agreement dated July 27, 2023 the Company, Bipin Preet Singh and Upasana Rupkrishan Taku, SCIIH III, SCII IV, Tree Line, Amex, Cisco, GMO, Net1, Bajaj, HMVL, Pratithi and ADIA; and (x) the MobiKwik SHA Amendment Agreement.

9. Share warrant subscription agreement dated February 11, 2017 between our Company, and the Founder Promoters and Bennett, Coleman and Company Limited, as amended and supplemented by (i) the first amendment agreement dated June 20, 2021 to the BCCL SWSA entered between our Company, BCCL and the Founder Promoters; (ii) the second amendment agreement dated June 30, 2022 to the BCCL SWSA entered between our Company, BCCL and the Founder Promoters; (iii) the third amendment agreement dated June 30, 2023 to the BCCL SWSA entered between our Company, BCCL and the Founder Promoters; and (iv) the fourth amendment agreement dated December 4, 2023 to the BCCL SWSA entered between our Company, BCCL and the Founder Promoters.

10. Share subscription agreement dated December 7, 2021 between our Company, and the Founder Promoters and BCCL, as amended and supplemented by the first amendment agreement dated December 4, 2023 to the BCCL SSA entered between our Company, BCCL and the Founder Promoters.

11. Securities subscription agreement dated April 16, 2018 between our Company, Bipin Preet Singh, Upasana Rupkrishan Taku and Trifecta Venture Debt Fund – I as amended by the amendment agreements dated June 20, 2021, June 30, 2022, July 17, 2023 and December 13, 2023 to the Trifecta SSA entered into between our Company, Trifecta, Bipin Preet Singh and Upasana Rupkrishan Taku.

12. Share subscription agreement dated February 23, 2015 entered between our Company, our Founder Promoters, SCII IV, Tree Line and Amex.

13. Share subscription agreement dated April 21, 2016 entered between our Company, our Founder Promoters, GMO, MediaTek, Tree Line and SCII IV.

14. Share subscription agreement dated March 20, 2014 between our Company, our Founder Promoters and Sequoia.

15. Supplementary deed dated August 16, 2016 to the MobiKwik SHA entered between our Company, our Founder Promoters, Cisco, Sequoia, Tree Line, Amex, GMO, MediaTek and Net1

16. Share subscription agreement dated July 31, 2017 entered between our Company, our Founder Promoters and Bajaj.

17. Commercial agreement dated August 3, 2017 between Bajaj Finance Limited and our Company

18. Share subscription agreement dated December 22, 2014 between our Company, Bipin Preet Singh, Upasana Rupkrishan Taku and Sequoia.

19. Share subscription agreement dated February 12, 2015 between our Company, Bipin Preet Singh, Upasana Rupkrishan Taku and Sequoia.

20. Share subscription agreement dated November 20, 2015 entered between our Company, Bipin Preet Singh, Upasana Rupkrishan Taku, SCII IV and Tree Line.

21. Share subscription agreement dated August 15, 2016 entered between our Company, Bipin Preet Singh, Upasana Rupkrishan Taku and Net1.

22. Share subscription agreement dated May 31, 2017 entered between our Company, Bipin Preet Singh, Upasana Rupkrishan Taku and Amex

23. Supplementary deed dated October 30, 2018 to the MobiKwik SHA entered between our Company, our Founder Promoters, Sequoia, Tree Line, Amex, Cisco, GMO, MediaTek, Net1 and Bajaj.

24. Supplementary deed dated June 21, 2017 to the MobiKwik SHA entered between our Company, Bipin Preet Singh, Upasana Rupkrishan Taku, Cisco, Sequoia, Tree Line, Amex, GMO, MediaTek and Net1

25. Supplementary deed dated November 26, 2018 to the MobiKwik SHA entered between our Company, our Founder Promoters, Sequoia, Tree Line, Amex, Cisco, GMO, MediaTek, Net1 and Bajaj, amended by an amendment deed dated January 1, 2019.

26. Supplementary deed dated May 29, 2019 to the MobiKwik SHA entered between our Company, our Founder Promoters, Sequoia, Tree Line, Amex, Cisco, GMO, MediaTek, Net1, Bajaj and New Delhi Television Limited.

27. Letter dated February 7, 2020 between our Company, Founder Promoters and Nicolas Jarosson, as amended by the amendment letter dated June 20, 2021 between our Company, Founder Promoters and Nicolas Jarosson.

28. Supplementary deed dated October 27, 2020 to the MobiKwik SHA entered between our Company, our Founder Promoters, Sequoia, Tree Line, Amex, Cisco, GMO, MediaTek, Net1, Bajaj, NDTV and Hindustan Media Ventures Limited.

29. Supplementary deed dated November 9, 2020 to the MobiKwik SHA entered between our Company, our Founder Promoters, Sequoia, Tree Line, Amex, Cisco, GMO, MediaTek, Net1, Bajaj, NDTV, HMVL and Pratithi Investment Trust.

30. Supplementary deed dated June 6, 2021 to the MobiKwik SHA entered between our Company, Bipin Preet Singh, Upasana Rupkrishan Taku, Sequoia, Tree Line, Amex, Cisco, GMO, MediaTek, Net1, Bajaj, NDTV, HMVL, Pratithi and Abu Dhabi Investment Authority.

31. Buy-back framework agreement dated July 25, 2017 between our Company and MediaTek (and termination letter to the agreement dated May 31, 2021).

32. Agreement dated October 27, 2020 between our Company, Bipin Preet Singh, Upasana Rupkrishan Taku and HMVL and the termination agreement dated June 20, 2021 to this agreement.

33. Preference share purchase agreement dated October 12, 2018 between our Company, Harvest Fintech and the preference shareholders of Harvest Fintech, and equity share purchase agreement dated October 12, 2018 between our Company, Harvest Fintech and the equity shareholders of Harvest Fintech.

34. Employment agreements, each dated February 1, 2014 entered into between our Company with our directors Bipin Singh and Upasana Rupkrishnan Taku.

35. Tripartite Agreement dated April 20, 2021 among NSDL, our Company and the Registrar to the Offer.

36. Tripartite Agreement dated April 27, 2021 among CDSL, our Company and the Registrar to the Offer.

37. Copies of auditor’s reports of our Company in respect of our audited financial statements for Fiscal Years 2023, 2022 and 2021 and for the six months period ended September 30, 2023.

38. Copies of annual reports of our Company for Fiscal Years 2023, 2022 and 2021.

39. Examination report of our Statutory Auditors dated January 1, 2024 on the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus.

40. Report on Statement of possible special tax benefits from our Statutory Auditors, dated January 4, 2024.

41. Industry report titled “Deep dive into India Fintech Market” dated January 2, 2024 prepared by Redseer Strategy Consultants Private Limited.

42. Our Company has received written consent dated January 4, 2024 from B S R & Associates LLP, Chartered Accountants, to include their name as required under section 26 (1) and 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated January 1, 2024 on our Restated Consolidated Financial Information; and (ii) their report dated January 4, 2024 on the Statement of Possible Special Tax Benefits in this Draft Red Herring Prospectus and such consent will not been withdrawn up to the filing of the Red Herring Prospectus with the RoC.

    In addition, our Company has received written consent dated January 4, 2024, V P G S & Co., Chartered Accountants, holding a valid peer review certificate from ICAI, to include its name as an “expert” under Section 2(38) of the Companies Act, and other applicable provisions of the Companies Act in its capacity as an independent chartered accountant, in respect of their certificates and such consent will not be withdrawn up to the filing of the Red Herring Prospectus with the RoC. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

43. Consents of the Bankers to our Company, the BRLMs, Syndicate Member(s), Registrar to the Issue, Escrow Collection Bank(s), Sponsor Bank, Directors of our Company, Company Secretary and Compliance Officer for the Issue, Chief Financial Officer, Public Offer Account Bank(s), Redseer Strategy Consultants Private Limited, legal counsel(s), Refund Bank(s) as referred to, in their respective capacities.

44. Certificate dated January 4, 2024 from V P G S & Co., Chartered Accountants with respect to key performance indicators of our Company.

45. Written consent dated January 4, 2024 from V P G S & Co., Chartered Accountants, the independent chartered accountant to include their name in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) read with Section 26(5) of the Companies Act, 2013 in respect of their certificates in connection with the Issue.

46. Due diligence certificate dated January 4, 2024 to SEBI from the BRLMs.

47. In-principle approvals dated [•] and [•] received from NSE and BSE, respectively.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time, if so required in the interest of our Company, or if required by other parties, without notification to the shareholders, subject to compliance with the provisions contained in the Companies Act, 2013 and other relevant statutes.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules, or guidelines, or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Bipin Preet Singh
(Managing Director and Chief Executive Officer)

Place: Gurgaon

Date: January 4, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules, or guidelines, or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Upasana Rupkrishan Taku
(Executive Director, and Chairperson)

Place: Gurgaon

Date: January 4, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules, or guidelines, or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Vineet Bansal
(Non-Executive, Non-Independent, Nominee Director)

Place: Gurgaon

Date: January 4, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules, or guidelines, or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Amb. Navdeep Singh Suri
(Independent Director)

Place: Amritsar

Date: January 4, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules, or guidelines, or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Sayali Karanjkar
(Independent Director)

Place: Pune

Date: January 4, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules, or guidelines, or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Punita Kumar Sinha
(Independent Director)

Place: Hazaribagh

Date: January 4, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules, or guidelines, or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Raghu Ram Hiremagalur Venkatesh
(Independent Director)

Place: Mountain View, CA, USA

Date: January 4, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules, or guidelines, or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY CHIEF FINANCIAL OFFICER OF OUR COMPANY

Upasana Rupkrishan Taku
(*Chief Financial Officer*)

Place: Gurgaon

Date: January 4, 2024