

This is a public announcement for information purposes only and is not a prospectus announcement and does not constitute an invitation or offer to acquire, purchase or subscribe to securities. Not for release, publication or distribution directly or indirectly, outside India. Initial public offer of equity shares on the main board of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE", and together with BSE, the "Stock Exchanges") in compliance with Chapter II of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations").



(Please scan the QR code to view the RHP)

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 268 of the Red Herring Prospectus dated December 5, 2024 ("RHP") filed with the RoC.

Registered and Corporate Office: Unit 102, 1st Floor, Block-B, Pegasus One, Golf Course Road, Sector-53, Gurugram, Haryana-122003, India.
Contact Person: Ankit Sharma, Company Secretary and Compliance Officer, Tel.: +91 (124) 490 3344, E-mail: ipo@mobiikwik.com, Website: www.mobiikwik.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 OF FACE VALUE OF ₹ 2 EACH, INCLUDING A SHARE PREMIUM OF ₹ [•] PER EQUITY SHARE OF FACE VALUE OF ₹ 2 EACH (THE "ISSUE PRICE") AGGREGATING UP TO ₹ 5,720.00 MILLION (THE "ISSUE"). THE ISSUE COMPRISES OF A FRESH ISSUE OF UP TO [•] EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH BY OUR COMPANY AGGREGATING UP TO ₹ 5,720.00 MILLION (THE "FRESH ISSUE" OR THE "ISSUE"). THE ISSUE SHALL CONSTITUTE [•]% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

We are a platform business with a two-sided payments network, consisting of consumers and merchants.

Our key businesses consist of payment services and financial services.

The Issue is being made through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations.

- QIB Portion: Not less than 75% of the Issue
- Non-Institutional Portion: Not more than 15% of the Issue
- Retail Portion: Not more than 10% of the Issue

PRICE BAND: ₹265 TO ₹279 PER EQUITY SHARE OF FACE VALUE OF ₹2 EACH

THE FLOOR PRICE AND THE CAP PRICE ARE 132.5 TIMES AND 139.5 TIMES THE FACE VALUE OF THE EQUITY SHARES RESPECTIVELY. BIDS CAN BE MADE FOR A MINIMUM OF 53 EQUITY SHARES AND IN MULTIPLES OF 53 EQUITY SHARES THEREAFTER

THE PRICE TO EARNINGS RATIO BASED ON DILUTED EPS FOR FISCAL 2024 AT THE UPPER END OF THE PRICE BAND IS 117.23 TIMES WHILE THE AVERAGE INDUSTRY PEER GROUP RATIO IS NOT ASCERTAINABLE

In accordance with the recommendation of Committee of Independent Directors of our Company, pursuant to their resolution dated December 05, 2024, the above provided price band is justified based on quantitative factors/ KPIs disclosed in the "Basis for Issue Price" section on page 158 of the RHP vis-a-vis the weighted average cost of acquisition ("WACA") of primary and secondary transactions, as applicable, disclosed in the "Basis for Issue Price" section on page 158 of the RHP and provided below in this advertisement.

RISKS TO INVESTORS:

For details refer to section titled "Risk Factors" on page 34 of the RHP

- **Losses incurred in past periods:** We have in the past, incurred losses amounting to ₹ (1,281.62) million and ₹ (838.14) million in Fiscals 2022 and 2023, respectively. Further, while we achieved profit of ₹ 140.79 million in Fiscal 2024, we further incurred losses of ₹ (66.15) million in the three months ended June 30, 2024. Further, as of March 31, 2022, 2023, 2024 and the three months ended June 30, 2024, we had negative balance of retained earnings amounting to ₹ (9,927.79) million, ₹ (10,767.35) million, ₹ (10,627.16) million and ₹ (10,696.78) million as a result of accumulated losses. Accordingly, we may not always achieve or sustain our profitability trends in the future.
- **Regulatory risks:** 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. 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.
- **Negative cash flows from operations:** We have experienced negative cash flows from operating activities in Fiscal 2022 and 2024. 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. 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:
- **Business and operational risks:**
- **Risks related to growth:** 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. Our revenue from operations from the Financial Services business and as a percentage of total revenue from operations in Fiscal 2022, Fiscal 2023, Fiscal 2024 and the three months ended June 30, 2024, 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 (%)
June 30, 2024	1,707.26	49.88%
Fiscal 2024	5,578.82	63.76%
Fiscal 2023	2,850.21	52.83%
Fiscal 2022	976.57	18.55%

If our growth rate declines, our business, financial condition, and results of operations would be adversely affected.

- **Risks relating to retention or expansion of consumers, merchants, or Lending Partners:** If we are unable to retain or expand our network of consumers, merchants, or Lending Partners, our business, results of operations, financial condition, and future prospects would be materially and adversely affected. Slowdown in the growth of our Active Users can adversely affect our business. Details of our Registered Users and Active Users for the period ended June 30, 2024 and the last three fiscal years are provided below:

(in million)

Particulars	Fiscal 2022	Fiscal 2023	Fiscal 2024	Three months ended June 30, 2024
Registered Users	123.56	139.89	155.84	161.03
Active Users	33.49	33.47	47.35	60.55
Merchants	3.60	3.74	4.06	4.26

Particulars	Fiscal/ period			
	2022	2023	2024	Three months ended June 30, 2024
	(₹ million)			
Net cash generated from/ (used in) operating activities	(3,205.86)	270.13	(220.66)	135.04
Net cash generated from/ (used in) investing activities	(847.72)	(6.78)	270.63	(113.41)
Net cash generated from/ (used in) financing activities	3,294.16	179.68	34.85	(145.70)

Continued on next page...

...continued from previous page.

- **Product related risks:** Our financial services business is significantly dependent on our MobiKwik ZIP and ZIP EMI products. If these products do not continue to scale, or experience a downturn, or if we are not able to launch new products in the Financial Services business, our revenues, profits and results of operation may be adversely affected
- **Risks related to objects of the Offer:** Our funding requirements and proposed deployment of the Net Proceeds are based primarily on management estimates and assumptions and have not been appraised by any bank or financial institution or any other independent agency. The utilisation of the Net Proceeds may be subject to change based on various factors, some which are beyond our control and such utilisation may not generate expected future revenues or profits after utilisation. Further, any change or variation in the utilisation of Net Proceeds from the terms and conditions stated in this Red Herring Prospectus shall be subject to compliance requirements, including among other things, prior Shareholders' approval.
- **Credit risks:** 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, and as a result, our Lending Partners may be unable to effectively recover the amounts disbursed by them to our customers, which could adversely affect our business, results of operations and financial condition.
- **Security breach risks:** 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.
- **Competition risk:** 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.
- **Technology risk:** 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.
- **Litigation related risk:** 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.
- **Market risk:** The Offer Price of our Equity Shares, our market capitalization to total income and our Price to Earning ratio at

Offer Price may not be indicative of the market price of the Equity Shares after the Offer.

Particulars	Ratio vis-à-vis Floor Price (₹265)	Ratio vis-à-vis Cap Price (₹279)
Market capitalization to total income	2.34	2.43
Price to earnings ratio (Basic)	107.72	113.41
Price to earnings ratio (Diluted)	111.34	117.23

- Weighted Average Return on Net Worth for Financial Year ended 2024, 2023 and 2022 is (25.12%)
- The two Book Running Lead Managers associated with the Offer have handled 36 public issues in the past three Financial Years, out of which 14 issues closed below the issue price on the listing date:

Name of the BRLMs	Total Public Issues	Issues closed below IPO price on listing date
SBI Capital Markets Limited*	20	7
DAM Capital Advisors Limited*	11	5
Common issues of above BRLMs	5	2
Total	36	14

*Issues handled where there were no common BRLMs

- Weighted Average Cost of Acquisition by shareholders holding more than 1% of the share capital of the Company*

Period	Weighted average cost of acquisition (in ₹)	Upper end of the price band (₹279) is 'X' times the weighted average cost of acquisition	Range of acquisition price: Lowest price – Highest price (in ₹)
Last one year	640.40	0.44	640.40 - 640.40
Last eighteen months	640.40	0.44	640.40 - 640.40
Last three years	802.74	0.35	612.06 - 1,132.30

* As certified by V P G S & Co, Chartered Accountants pursuant to their certificate dated December 5, 2024.

- Weighted average cost of acquisition of primary and secondary issuances issued by our Company, or acquired or sold by the shareholders with rights to nominate directors not older than three years prior to the date of the Red Herring Prospectus as compared to Floor Price and Cap Price:

Past Transactions	Weighted average cost of acquisition of Specified Securities (₹.)	Floor Price ₹265	Cap Price ₹279
Weighted average cost of acquisition of primary issuances	1,132.30	0.23 times	0.25 times
Weighted average cost of acquisition of secondary transactions	636.43	0.42 times	0.44 times

* As certified by V P G S & Co, Chartered Accountants pursuant to their certificate dated December 5, 2024.

ANCHOR INVESTOR BIDDING DATE TUESDAY, DECEMBER 10, 2024*

BID/ ISSUE OPENS ON: WEDNESDAY, DECEMBER 11, 2024*

BID/ ISSUE CLOSES ON: THURSDAY, DECEMBER 13, 2024**

BID/ISSUE PROGRAMME

* 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.

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

Continued on next page...

...continued from previous page.

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 132.5 times the face value at the lower end of the Price Band and 139.5 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 216, 34, 329 and 400 of the RHP, 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

- Our approach of pulling 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.

Large, engaged consumer base acquired with low CAC

- Our Registered Users have grown at a CAGR of 12.31% from 123.56 million as of March 31, 2022 to 155.84 million as of March 31, 2024, while we had 161.03 million Registered Users as of June 30, 2024.
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 ₹ 32.87 in Fiscal 2024 and at ₹ 33.53 in the three months ended June 30, 2024.

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.
Our lending related expenses as a percentage of total credit disbursement was 7.17%, 3.48%, 3.33% and 4.04% in Fiscal 2022, Fiscal 2023, Fiscal 2024 and in the three months ended June 30, 2024.

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 ways to transact across multiple methods.
With a 4.4 out of 5 rating on Google Play Store and 4.6 out of 5 rating on Apple App Store for MobiKwik Application our customers trust our platform and brand to conduct financial transactions.
Our wealth vertical is witnessing considerable traction. This showcases the amount of trust that our consumers have put in brand MobiKwik. Our Company provides curated wealth products, which has accumulated ₹ 66,928.49 million in AUA, as of June 30, 2024 from ₹ 3,236.84 million as of March 31, 2022.

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.
In Fiscal 2024 and the three months ended June 30, 2024, our engineering and technology team averaged 193 members and 226 members, respectively.
We have 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.

For details, see "Our Business - Our Strengths" on page 245 of the RHP.

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 329 of the RHP.

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

Table with 4 columns: Period, Basic EPS (in ₹), Diluted EPS (in ₹), Weightage. Rows include Financial Year ended March 31, 2024, 2023, 2022, and Weighted Average for three months ended June 30, 2024.

* Not annualised

- Notes:
i. The face value of each Equity Share is ₹ 2.
ii. 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.
iii. 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.
iv. 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.
v. 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'.
vi. 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 ₹265 to ₹279 per Equity Share

Table with 4 columns: 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). Rows include Based on Basic EPS for the financial year ended March 31, 2024 and Based on Diluted EPS for the financial year ended March 31, 2024.

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.

Table with 4 columns: Particulars, Industry Peer P/E, Name of the company, Face value of the equity shares (₹). Rows include Highest, Lowest, and Average.

* 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. For further details, see "Basis for Issue Price - 6. Comparison of Accounting Ratios with Listed Industry Peers" beginning on page 161 of the RHP.
(2) The industry Peer P/E ratio mentioned above for domestic peers computed based on the closing market price of equity shares on NSE on December 3, 2024 divided by the Diluted EPS as on for the financial year ended March 31, 2024 and P/E ratio mentioned above for foreign peers is computed based on the closing market price of equity shares on NASDAQ on December 3, 2024 divided by the Diluted EPS as on for the financial year ended December 31, 2023.

4. Average Return on Net Worth ("RoNW") on a consolidated basis

Table with 4 columns: Financial Year, RoNW, as derived from the Restated Consolidated Financial Information (%), Weightage. Rows include Financial Year ended March 31, 2024, 2023, 2022, and Weighted Average for three months ended June 30, 2024.

* 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 398 of the RHP for the reconciliation of Net Asset Value calculated from the Restated Consolidated Financial Information).

5. Reconciliation of Return on Net Worth

Table with 5 columns: Particulars, 2022, 2023, 2024, For the three months ended June 30, 2024. Rows include Equity share capital (I), Instruments entirely equity in nature (II), Other equity (III), Total Equity (IV) = (I + II + III), Restated Profit/ (loss) for the year/period (V), Return on net worth (VI) = (V / (IV)), Net Asset Value ("NAV") per Equity Share, Year Ended, NAV derived from the Restated Consolidated Financial Information (₹)^(RoNW), As on March 31, 2024, As on June 30, 2024, After the completion of the Issue, 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. It is calculated as net worth as of the end of the relevant year divided by the number of equity share 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 398 of the RHP for the reconciliation of Net Asset Value calculated from the Restated Consolidated Financial Information).

7. Reconciliation of Net Asset Value (per equity share)

Table with 5 columns: Particulars, 2022, 2023, 2024, For the three months ended June 30, 2024. Rows include Equity share capital (I), Instruments entirely equity in nature (II), Other equity (III), Net Worth (IV) = (I + II + III), No of Equity Share (V), Net Asset Value (per equity share) (VI) = (IV / V).

8. 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 the 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 the Red Herring Prospectus:

Table with 10 columns: Name of Company, Face Value (₹ Per Share), Closing price on December 03, 2024 (₹), Total Income, for Fiscal 2024 (in ₹ million), EPS (₹) Basic, Diluted, NAV (₹ per share), P/E, Market Cap / Total Revenue Ratio, RoNW (%). Rows include One MobiKwik Systems Limited, Peer Group, One 97 Communications Ltd^d, Listed Global Peers, Affirm Holdings, Inc.^k, PayPal Holdings, Inc.^m.

- Notes:
^ Since Basic and Diluted EPS is negative, the P/E ratio is not ascertainable
^ Financial information for Company is derived from the Restated Consolidated Financial Information for the year ended March 31, 2024.
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, 2024 submitted to stock exchanges.
(c) P/E Ratio has been computed based on the closing market price of equity shares as on December 03, 2024 on NSE for domestic peer (and closing market price of equity shares as on December 03, 2024 on NASDAQ for global peers) divided by the Diluted EPS.
(d) Market Cap / Total Revenue ratio has been computed based on the market cap as on December 03, 2024 on NSE for domestic peer (and closing market cap as on December 03, 2024 on NASDAQ for global peers) divided by the Total Income for fiscal 2024
(e) Return on Net Worth (RoNW) (%) is calculated as Net Profit / (Loss) after tax for the year divided by the Net worth (Total Equity) at the end of the respective year.
(f) Net asset value per share (in ₹) represents net asset value per equity share. It is calculated as net worth as of the end of the relevant year divided by the number of equity share outstanding at the end of the respective year.

* data for the fiscal year ended June 30, 2024; ^ data for the fiscal year ended December 31, 2023; ^ data for listed global peers have been converted to INR at the exchange rate of 1 USD = 80 INR

9. 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 October 1, 2024 and December 04, 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 the 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 October 1, 2024 and December 4, 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.

Table with 4 columns: KPI, Definition, Explanation. Rows include Operational (Merchants, Platform Spend GMV, Registered Users, Digital Credit GMV, Payment GMV, Payment Gateway GMV, MobiKwik ZIP GMV (Disbursements), ZIP EMI GMV (Disbursements), New Registered Users, Customer Acquisition Cost, Activated - MobiKwik Zip Users, Activated - MobiKwik Zip EMI Users, Repeat MobiKwik Zip Users, Credit - Partner AUM, Wealth - AUA, Lending Related Expenses, Gross Margin - Financial Services (%), Gross Margin - Payment Services (%), Overall Contribution Margin, Offline Merchants, Online Merchants, Employee Cost (%), Billers, Digital Credit Active Users, MobiKwik ZIP Ticket Size, MobiKwik ZIP Pre-approved Users, MobiKwik ZIP Active Merchants, Payments Take Rate, Financial Services Take Rate, ZIP EMI Ticket Size) and Financial (Revenue from operations, Profit after tax, EBITDA, EBITDA Margin).

Details of KPIs as at/for the three months period ended June 30, 2024 and the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022:

Table with 5 columns: KPIs, Unit, Fiscal 2022, Fiscal 2023, Fiscal 2024, Three months ended June 30, 2024. Rows include Operational (Merchants, Platform Spend GMV, Registered Users, Digital Credit GMV, Payment GMV, Payment Gateway GMV, MobiKwik ZIP GMV (Disbursements), ZIP EMI GMV (Disbursements), New Registered Users, Customer Acquisition Cost, Activated - MobiKwik Zip Users, Activated - MobiKwik Zip EMI Users, Repeat MobiKwik Zip Users, Credit - Partner AUM, Wealth - AUA, Lending Related Expenses, Gross Margin - Financial Services, Gross Margin - Payment Services, Overall Contribution Margin, Offline Merchants, Online Merchants, Employee Cost, Billers, Digital Credit Active Users, MobiKwik ZIP Ticket Size, MobiKwik ZIP Pre-approved Users, Payments Take Rate, Financial Services Take Rate, ZIP EMI Ticket Size) and Financial (Revenue from operations, Profit/loss for the year/period, EBITDA, EBITDA Margin).

- 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 disbursement 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) Payment GMV refers to all spends made through different payment products (excluding payment gateway and certain discontinued one-time payment GMV) throughout our platform.
(6) Payment Gateway GMV refers to the aggregate value of transactions processed through Zaapay for its Merchants excluding MobiKwik.

Continued on next page...

...continued from previous page.

(7) MobiKwik ZIP GMV (Disbursements) refers to the aggregate value of spends through MobiKwik ZIP in the relevant period. (8) ZIP EMI GMV (Disbursements) refers to the aggregate value of loan disbursements through Zip EMI in the relevant period. (9) New Registered Users refers to the Registered Users added during the relevant period. (10) 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. (11) Activated - MobiKwik Zip Users refers to the aggregate users who have activated the credit limit under MobiKwik ZIP as of the relevant date. (12) Activated - MobiKwik Zip EMI Users refers to the aggregate users who have been sanctioned under the ZIP EMI product. (13) 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. (14) 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. (15) 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. (16) Lending operational expenses and financial guarantee expenses as a percentage (%) of Credit Disbursements. (17) 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. (18) 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. (19) 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. (20) Any merchant who accepts offline payments via the MobiKwik platform. (21) Any merchant who accepts online payments via the MobiKwik platform. (22) Employee benefits expense as a percentage (%) of total revenues for the relevant period. (23) Billers refer to any service provider whose bill can be paid through MobiKwik Platform. (24) The sum of Activated - MobiKwik ZIP and Activated - ZIP EMI Users. (25) 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. (26) Users who have been selected by our Company for availing MobiKwik ZIP services. (27) The aggregate number of unique Merchants where MobiKwik ZIP users have transacted at least once in the relevant period. (28) Payments Take Rate is calculated by dividing revenue from payment services for a period by the Payment GMV for the same period. (29) Financial Services Take Rate is calculated by dividing revenue from financial services for a period by Digital Credit GMV for the same period. (30) The range of loans disbursed through the ZIP EMI product in the relevant period. (31) Revenue from operations is total revenue generated by our Company's operating activities for the year/period. (32) Profit/(loss) for the year/period is calculated as total income minus total expenses (including tax expense) for the year/period. (33) Calculated as profit/ (loss) for the year/ period plus total tax expense/ (credit), finance cost and depreciation and amortization expense. (34) EBITDA Margin is calculated as EBITDA as a percentage of total income. Our Company has not made any additions or dispositions to its business during the financial years ended March 31, 2022, March 31, 2023, March 31, 2024 and for the three-month period ended June 30, 2024.

For details of our other operating metrics disclosed elsewhere in the Red Herring Prospectus, see "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 216 and 400 of the RHP, respectively.

Comparison of our KPIs with key domestic and global industry peers

Table comparing KPIs for the three-month period ended June 30, 2024. Columns include Key Performance Indicators, Unit, One MobiKwik Systems Limited, One 97 Communications Ltd, Affirm Holdings, Inc, and PayPal Holdings, Inc. Rows include Platform Spend GMV, Payment GMV, Payment gateway GMV, BNPL GMV (Disbursements), BNPL EMI GMV (Disbursements), Digital Credit GMV, Registered Users, New Registered Users, Customer Acquisition Cost, Activated - MobiKwik Zip Users, Activated - Zip EMI Users, Repeat MobiKwik Zip Users, Credit - Partner AUM, Wealth - AUA, # of Merchants, Revenue from operations, Profit/(loss) for the year/period, EBITDA, EBITDA Margin, Lending Related Expenses, Gross Margin - Financial Services (%), Gross Margin - Payment Services (%), Contribution Margin, Offline Merchants, Online Merchants, Employee Cost (%), Billers, Digital Credit Active Users, BNPL Pre-approved Users, BNPL Active Merchants, Personal Loan Ticket Size (Range), BNPL Ticket Size, Payments Take Rate, and Financial Take Rate.

Source: Company's annual reports, Shareholder letters, earnings presentation and data book, based on data available in public domain, Redseer analysis

*Financial data as per Restated Consolidated Financial Information

Data for listed global peers have been converted to INR at the exchange rate of 1 USD = 80 INR; decimal are rounded off to three digits for payments take rate.

Table comparing KPIs for the three-month period ended June 30, 2024. Columns include Key Performance Indicators, Unit, One MobiKwik Systems Limited, One 97 Communications Ltd, Affirm Holdings, Inc, and PayPal Holdings, Inc. Rows include Platform Spend GMV, Payment GMV, Payment gateway GMV, BNPL GMV (Disbursements), BNPL EMI GMV (Disbursements), Digital Credit GMV, Registered Users, New Registered Users, Customer Acquisition Cost, Activated - MobiKwik Zip Users, Activated - Zip EMI Users, Repeat MobiKwik Zip Users, Credit - Partner AUM, Wealth - AUA, # of Merchants, Revenue from operations, Profit/(loss) for the year/period, EBITDA, EBITDA Margin, Lending Related Expenses, Gross Margin - Financial Services (%), Gross Margin - Payment Services (%), Contribution Margin, Offline Merchants, Online Merchants, Employee Cost (%), Billers, Digital Credit Active Users, BNPL Pre-approved Users, BNPL Active Merchants, Personal Loan Ticket Size (Range), BNPL Ticket Size, Payments Take Rate, and Financial Take Rate.

Source: Company's annual reports, Affirm & PayPal: Form 10-K filed with SEC (various years), based on data available in public domain, Redseer analysis

*Financial data as per Restated Consolidated Financial Information

*Data for the fiscal year ended June 30, 2024;

*Data for the fiscal year ended December 31, 2023; data for listed global peers have been converted to INR at the exchange rate of 1 USD = 80 INR; decimal are rounded off to three digits for payments take rate.

Table comparing KPIs for the three-month period ended June 30, 2023. Columns include Key Performance Indicators, Unit, One MobiKwik Systems Limited, One 97 Communications Ltd, Affirm Holdings, Inc, and PayPal Holdings, Inc. Rows include Platform Spend GMV, Payment GMV, Payment gateway GMV, BNPL GMV (Disbursements), BNPL EMI GMV (Disbursements), Digital Credit GMV, Registered Users, New Registered Users, Customer Acquisition Cost, Activated - MobiKwik Zip Users, Activated - Zip EMI Users, Repeat MobiKwik Zip Users, Credit - Partner AUM, Wealth - AUA, # of Merchants, Revenue from operations, Profit/(loss) for the year/period, EBITDA, EBITDA Margin, Lending Related Expenses, Gross Margin - Financial Services (%), Gross Margin - Payment Services (%), Contribution Margin, Offline Merchants, Online Merchants, Employee Cost (%), Billers, Digital Credit Active Users, BNPL Pre-approved Users, BNPL Active Merchants, Personal Loan Ticket Size (Range), BNPL Ticket Size, Payments Take Rate, and Financial Take Rate.

Source: Company's annual reports, Affirm & PayPal: Form 10-K filed with SEC (various years) based on data available in public domain, Redseer analysis

*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, 2022; data for listed global peers have been converted to INR at the exchange rate of 1 USD = 80 INR; decimal are rounded off to three digits for payments take rate

Table comparing KPIs for the three-month period ended June 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022. Columns include Key Performance Indicators, Unit, One MobiKwik Systems Limited, One 97 Communications Ltd, Affirm Holdings, Inc, and PayPal Holdings, Inc. Rows include Platform Spend GMV, Payment GMV, Payment gateway GMV, BNPL GMV (Disbursements), BNPL EMI GMV (Disbursements), Digital Credit GMV, Registered Users, New Registered Users, Customer Acquisition Cost, Activated - MobiKwik Zip Users, Activated - Zip EMI Users, Repeat MobiKwik Zip Users, Credit - Partner AUM, Wealth - AUA, # of Merchants, Revenue from operations, Profit/(loss) for the year/period, EBITDA, EBITDA Margin, Lending Related Expenses, Gross Margin - Financial Services (%), Gross Margin - Payment Services (%), Contribution Margin, Offline Merchants, Online Merchants, Employee Cost (%), Billers, Digital Credit Active Users, BNPL Pre-approved Users, BNPL Active Merchants, Personal Loan Ticket Size (Range), BNPL Ticket Size, Payments Take Rate, and Financial Take Rate.

Source: Company's annual reports, Affirm & PayPal: Form 10-K filed with SEC (various years), Redseer analysis

*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, 2021; data for listed global peers have been converted to INR at the exchange rate of 1 USD = 80 INR; decimal are rounded off to three digits for payments take rate

Notes for comparison of our KPIs with key domestic and global industry peers, as at and for the three months period ended June 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022 :

Table with Datapoints and Remarks columns. Rows include Platform Spend GMV, Payment GMV, Payment gateway GMV, BNPL GMV (Disbursements), BNPL EMI GMV (Disbursements), Digital Credit GMV, Registered Users, New Registered Users, Customer Acquisition Cost, Activated - BNPL Users, Activated - BNPL EMI Users, Repeat BNPL Users, Credit - Partner AUM, Wealth - AUA, Merchants, Revenue from operations, Profit after tax, EBITDA, EBITDA Margin, Lending Related Expenses, Gross Margin - Financial Services (%), Gross Margin - Payment Services (%), Contribution Margin, Offline Merchants, Online Merchants, Employee Cost (%), Billers, Digital Credit Active Users, BNPL Pre-approved Users, BNPL Active Merchants, Personal Loan Ticket Size (Range), BNPL Ticket Size, Payments Take Rate, and Financial Take Rate.

10. 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 the 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 the 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 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 the 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.
(c) Since there are no such transaction to report to under (a) and (b), the following are the details basic 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 the Red Herring Prospectus irrespective of the size of transactions:

Table with 7 columns: Sr. No, Name of Allottee/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, and Number of specified securities allotted/transferred. Rows include 1. Times Internet Limited (Secondary, September 27, 2024), 2. Ashish Kacholia (Secondary, August 01, 2022), 3. Bennett, Coleman and Company Limited (Primary, December 29, 2021).

Continued on next page.

