DRAFT RED HERRING PROSPECTUS
Dated July 12, 2021
(Please read Section 32 of the Companies Act, 2013)
Book Built Offer

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 166.

Registered and Corporate Office: 5th Floor, HUDA City Centre, Metro Station, Sector 29, Gurugram, Gurgaon, Haryana, 122 001
Contact Person: Rahul Luthra, Company Secretary and Compliance Officer; **Tel.**: +91 (124) 640 9190;
E-mail: cs@mobikwik.com; **Website**: www.mobikwik.com; **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 "OFFER PRICE") AGGREGATING UP TO ₹ 19,000 MILLION (THE "OFFER"). THE OFFER COMPRISES OF A FRESH ISSUE OF UP TO [●] EQUITY SHARES BY OUR COMPANY AGGREGATING UP TO ₹ 15,000 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 4,000 MILLION, COMPRISING OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 99.82 MILLION BY AMERICAN EXPRESS TRAVEL RELATED SERVICES COMPANY, INC, UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 689.81 MILLION BY BAJAJ FINANCE LIMITED, UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 1,113.33 MILLION BY BIPIN PREET SINGH, UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 114.84 MILLION BY CISCO SYSTEMS (USA) PTE. LTD., UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 208.79 MILLION BY SEQUOIA CAPITAL INDIA INVESTMENT HOLDINGS III, UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 741.12 MILLION BY SEQUOIA CAPITAL INDIA INVESTMENTS IV, UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 244.12 MILLION BY TREE LINE ASIA MASTER FUND (SINGAPORE) PTE LTD AND UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 788.16 MILLION BY UPASANA RUPKRISHAN TAKU (COLLECTIVELY, THE "SELLING SHAREHOLDERS" AND SUCH EQUITY SHARES THE "OFFERED SHARES") ("THE OFFER FOR SALE"). THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES, AGGREGATING UP TO ₹ [●] MILLION, FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (AS DEFINED HEREIN) NOT EXCEEDING [●]% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL ("EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". OUR COMPANY AND THE SELLING SHAREHOLDERS MAY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, OFFER A DISCOUNT UP TO ₹ [●] OF THE OFFER PRICE TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION ("EMPLOYEE DISCOUNT"). THE OFFER AND THE NET OFFER SHALL CONSTITUTE [●]% AND [●]%, RESPECTIVELY, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, MAY CONSIDER A PRIVATE PLACEMENT OF SUCH NUMBER OF EQUITY SHARES FOR CASH CONSIDERATION AGGREGATING UP TO ₹ 4,000 MILLION, AT ITS DISCRETION, PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC ("PRE-IPO PLACEMENT"). IF THE PRE-IPO PLACEMENT IS COMPLETED, THE NUMBER OF EQUITY SHARES ISSUED PURSUANT TO THE PRE-IPO PLACEMENT WILL BE REDUCED FROM THE FRESH ISSUE, SUBJECT TO A MINIMUM OFFER SIZE OF [●]% OF THE POST OFFER PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY BEING OFFERED TO THE PUBLIC. THE PRICE BAND AND THE MINIMUM BID LOT SIZE WILL BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDERS IN CONSULTATION WITH THE BRLMS AND THE EMPLOYEE DISCOUNT (IF ANY) SHALL BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDERS, 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, WHEREIN THE REGISTERED OFFICE OF OUR COMPANY IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE 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 OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES.

A discount of up to [●]% on the Offer Price may be offered to the Eligible Employees Bidding in the Employee Reservation Portion ("Employee Discount"**) equivalent to ₹ [●] per Equity Share*

In case of any revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/Offer 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 / Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ Offer Period, if applicable, 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 Offer 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 Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") wherein not less than 75% of the Net Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company and the Selling Shareholder, in consultation with the Book Running Lead Managers, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. 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. 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 Offer Price. If at least 75% of the Net Offer cannot be Allotted to QIBs, the Bid Amounts received by our Company shall be refunded. Further, not more than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Net Offer 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 Offer Price. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from them at or above the Offer 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 RIBs), if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or under the UPI Mechanism, as applicable. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see "*Offer Procedure*" on page 359.

RISKS IN RELATION TO FIRST OFFER

This being the first public issue of our Company, there has been no formal market for the Equity Shares. The Offer Price/Floor Price/Cap Price, as determined and justified by our Company and the Selling Shareholders in consultation with the BRLMs in accordance with the SEBI ICDR Regulations and as stated in "*Basis for Offer Price*" on page 115, 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 Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of the Issuer and this Offer, 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 26.

COMPANY AND SELLING SHAREHOLDERS' 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 Offer, which is material in the context of this Offer, 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. Each of the Selling Shareholders, severally and not jointly, accept responsibility for and confirms only the statements specifically made by such Selling Shareholder in this Draft Red Herring Prospectus to the extent of information specifically pertaining to itself, and its portion of the Offered Shares in the Offer for Sale and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. Each of the Selling Shareholders, severally and not jointly, assumes no responsibility for any other statement, including, *inter alia*, any of the statements made by or relating to our Company or its business or any other Selling Shareholder.

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 Offer, [●] 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 the Red Herring Prospectus up to the Bid/Offer Closing Date, see "*Material Contracts and Documents for Inspection*" on page 389.

BOOK RUNNING LEAD MANAGERS					REGISTRAR TO THE OFFER
ICICI Securities Limited ICICI Centre H. T. Parekh Marg, Churchgate, Mumbai 400 020 Maharashtra, India **Tel:** +91 22 2288 2460 **E-mail:** mobikwik.ipo@icicisecurities.com **Investor grievance e-mail:** customercare@icicisecurities.com **Contact person:** Vaibhav Saboo **Website:** www.icicisecurities.com **SEBI Registration**: INM000011179	**BNP Paribas** BNP Paribas House, 1-North Avenue Maker Maxity, Bandra Kurla Complex, Bandra (E) Mumbai 400 051 **Tel:** +91 22 3370 4000 **E-mail:** dl.ipo.mobikwik@asia.bnpparibas.com **Investor grievance e-mail:** indiainvestors.care@asia.bnpparibas.com **Contact person:** Mehul Golwala **Website:** www.bnpparibas.co.in **SEBI Registration No.:** INM000011534	**Credit Suisse Securities (India) Private Limited** 9th Floor, Ceejay House, Plot F, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai 400 018 Maharashtra, India **Tel:** +91 22 6777 3777 **E-mail:** list.mobikwikipo@credit-suisse.com **Investor grievance e-mail:** list.igcellmer-bnkg@credit-suisse.com **Contact person:** Abhishek Joshi **Website:** https://www.credit-suisse.com/in/en/investment-banking-apac/investment-banking-in-india/ipo.html **SEBI Registration**: INM000011161	**IIFL Securities Limited** 10th Floor, IIFL Centre Kamala City, Senapati Bapat Marg Lower Parel (West), Mumbai 400 013 Maharashtra, India **Tel:** +91 22 4646 4600 **E-mail:** mobikwik.ipo@iiflcap.com **Investor grievance e-mail:** ig.ib@iiflcap.com **Contact person:** Sachin Jagad/ Dhruv Bhagwat **Website:** www.iiflcap.com **SEBI Registration:** INM000010940	**Jefferies India Private Limited** 42/43, 2 North Avenue Maker Maxity Bandra-Kurla Complex Bandra (East), Mumbai 400 051 Maharashtra, India **Tel:** +91 22 4356 6000 **E-mail:** mobikwik.ipo@jefferies.com **Investor grievance e-mail:** jipl.grievance@jefferies.com **Contact Person:** Aman Puri **Website:** www.jefferies.com **SEBI Registration:** INM000011443	**Link Intime India Private Limited** C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083 Maharashtra, India **Tel**: +91 22 4918 6200 **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/OFFER PROGRAMME

BID/ OFFER OPENS ON: *	**[●]**
BID/ OFFER CLOSES ON: **	**[●]**

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

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TABLE OF CONTENTS

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 Offer", "Industry Overview", "Key Regulations and Policies", "Statement of Possible Special Tax Benefits", "Financial Statements", "Basis for Offer Price", "Outstanding Litigation and Material Developments" and "Main provisions of the Articles of Association" on pages 135, 106, 122, 158, 118, 215, 115, 328 and 377, respectively, shall have the meaning ascribed to them in the relevant section.

General Terms

Term	Description
"the Company", "our Company", or "the Issuer"	ONE MOBIKWIK SYSTEMS LIMITED, a public limited company incorporated under the Companies Act, 1956, with its registered office at 5th Floor, HUDA City Centre, Metro Station, Sector 29, Gurugram, Gurgaon, Haryana, 122 001
"we" or "us" or "our"	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
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, as described in "*Our Management*" on page 191
"Auditors" or "Statutory Auditors"	B S R & Associates LLP, Chartered Accountants, the current independent 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 5th Floor, HUDA City Centre, Metro Station, Sector 29, Gurugram, Gurgaon, Haryana, 122 001
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, Upasana Rupkrishan Taku and Chandan Joshi
Founder Promoters	Collectively, Bipin Preet Singh and Upasana Rupkrishan Taku
GMO	GMO Global Payment Fund Investment Partnership
Harvest Fintech	HARVEST FINTECH PRIVATE LIMITED
HMVL	Hindustan Media Ventures Limited
Independent Director(s)	Independent Director(s) on our Board
IPO Committee	The committee constituted by our Board for the Offer
Issued Preference Shares	Issued preference shares of our Company (includes all the outstanding 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,

Term	Description
	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 and Series G 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*" on page 191
Material Subsidiaries	ZAAK ePAYMENT SERVICES PRIVATE LIMITED and HARVEST FINTECH PRIVATE LIMITED. It is clarified that in the section titled "*Statement of Possible Special Tax Benefits*" on page 118, 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 182
MobiKwik SHA Amendment Agreement	The amendment agreement dated June 20, 2021 to the MobiKwik SHA between our Company, Sequoia, Tree Line, Amex, Cisco, GMO, Net1, Bajaj, NDTV, 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 182
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*" on page 191
Other CCCPS	0.001% compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Pratithi	Pratithi Investment Trust
Previous Auditor	Deloitte Haskins & Sells LLP
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 209
Promoter Selling Shareholders	Collectively, Bipin Preet Singh and Upasana Rupkrishan Taku
RedSeer	RedSeer Management Consulting Private Limited
RedSeer Report	Report titled "India Fintech Market" dated July, 2021 issued by RedSeer
Registered Office	The registered office of our Company located at 5th Floor, HUDA City Centre, Metro Station, Sector 29, Gurugram, Gurgaon, Haryana, 122 001
"Registrar of Companies" or "RoC"	The Registrar of Companies, National Capital Territory of Delhi and Haryana
Restated Financial Statements	Restated consolidated financial information of our Company as at and for the years ended March 31, 2021, March 31, 2020 and March 31, 2019 comprise the restated consolidated statement of assets and liabilities as at March 31, 2021, March 31, 2020 and March 31, 2019, the restated consolidated statement of profit and loss, the restated consolidated statement of changes in equity and the restated consolidated statement of cash flows for the years ended March 31, 2021, March 31, 2020 and March 31, 2019, together with the statement of significant accounting policies, and other explanatory information, restated in accordance with the SEBI ICDR Regulations, as amended and SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016, as amended, and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI
SBI PLR	State Bank of India Prime Lending Rate
SCII IV	Sequoia Capital India Investments IV
SCIIH III	Sequoia Capital India Investment Holdings III
Sequoia	Collectively, SCII IV and SCIIH III
Series A CCCPS	Series A 0.0001% fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 10 each

Term	Description
Series A1 CCCPS	Series A1 0.0001% fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series A2 CCCPS	Series A2 0.001% fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series A3 CCCPS	Series A3 0.001% 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 0.001% fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series B2 CCCPS	Series B2 0.001% 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 0.001% C1 fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series C2 CCCPS	Series 0.001% C2 fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series C3 CCCPS	Series C3 0.001% fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series C5 CCCPS	Series C5 0.001% fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series C6 CCCPS	Series C6 0.001% fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series C7 CCCPS	Series C7 0.001% fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series C9 CCCPS	Series C9 0.001% fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series D CCCPS	Series D 0.001% compulsorily convertible cumulative preference shares of our Company of face value of ₹100 each
Series E1 CCCPS	Series E1 0.001% fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series E2 CCCPS	Series E2 0.001% fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series E3 CCCPS	Series E3 0.001% 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 0.001% fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series E6A CCCPS	Series EA6 0.001% fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series E7 CCCPS	Series E7 0.001% fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series E8 CCCPS	Series E8 0.001% fully and compulsorily convertible cumulative preference shares of our Company of face value of ₹ 100 each
Series G CCCPS	Series G 0.001% fully and compulsorily convertible cumulative preference shares of our 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*" on page 191
Subsidiaries	The subsidiaries of our Company, being ZAAK ePAYMENT SERVICES PRIVATE LIMITED, HARVEST FINTECH PRIVATE LIMITED, MOBIKWIK CREDIT PRIVATE LIMITED and MOBIKWIK FINANCE PRIVATE LIMITED
Tree Line	Tree Line Asia Master Fund (Singapore) Pte Ltd
Zaak ePayment	ZAAK ePAYMENT SERVICES PRIVATE LIMITED

Offer Related Terms

Term	Description
Abridged Prospectus	A memorandum containing such salient features of a prospectus as may be specified by the SEBI in this behalf
Acknowledgement Slip	The slip or document issued by 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 and transfer of the Offered Shares to the successful Bidders
Allotment Advice	Note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares 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 price at which Equity Shares will be allocated to Anchor Investors according to the terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company and the Selling Shareholders 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/ Offer Period or Anchor Investor Bidding Date	The date, one Working Day prior to the Bid/ Offer Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to Anchor Investors shall be completed
Anchor Investor Offer 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 Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company and the Selling Shareholders in consultation with the BRLMs.
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company and the Selling Shareholders 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.
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 Offer Price, not later than two Working Days after the Bid/ Offer 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 in the specified bank account maintained with such SCSB and will include amounts blocked by RIIs using the UPI Mechanism
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB or the account of the RII Bidder blocked upon acceptance of UPI Mandate Request by RIIs using the UPI Mechanism to the extent of the Bid Amount of the Bidder/Applicant
ASBA Bidder(s)	Any Bidder (other than an Anchor Investor) in the Offer
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 Offer	Collectively, the Escrow Collection Bank(s), Refund Bank(s), Public Offer Account Bank(s) and the Sponsor Bank
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer, as described in "*Offer Procedure*" on page 359
Bid(s)	An indication by a Bidder (other than an Anchor Investor) to make an offer during the Bid/Offer 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

Term	Description
	payable by an Anchor Investor or blocked in the ASBA Account of an ASBA Bidder, as the case may be, upon submission of the Bid in the Offer Eligible Employees applying in the Employee Reservation Portion can apply at the Cut-Off Price and the Bid Amount shall be Cap Price, net of Employee Discount, if any, multiplied by the number of Equity Shares Bid for such Eligible Employee and mentioned in the Bid cum Application Form The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹ 500,000 (net of Employee Discount). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 200,000 (net of Employee Discount). Only in the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000 (net of Employee Discount), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000 (net of Employee Discount)
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/ Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, 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 wherein our Registered Office is located), each with wide circulation and in case of any revision, the extended Bid/Offer 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 and the Selling Shareholders, in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date.
Bid/ Offer 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 wherein our Registered Office is located), each with wide circulation, and in case of any revision, the extended Bid/ Offer 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/ Offer Period	Except in relation to Anchor Investors, the period between the Bid/ Offer Opening Date and the Bid/ Offer 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 minimum of three Working Days for all categories of Bidders, other than Anchor Investors Our Company and the Selling Shareholders, in consultation with the BRLMs, may consider closing the Bid/ Offer Period for the QIB Portion one Working Day prior to the Bid/ Offer 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 Offer is being made
"Book Running Lead Managers" or "BRLMs"	The book running lead managers to the Offer, being ICICI Securities Limited, BNP Paribas, Credit Suisse Securities (India) Private Limited, IIFL Securities Limited and Jefferies India Private Limited
Broker Centres	Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges

Term	Description
	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 Offer Price and Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted
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
Compliance Officer for the Offer	Compliance officer for the Offer in terms of the SEBI ICDR Regulations, being Rahul Luthra
Credit Suisse	Credit Suisse Securities (India) Private Limited
Cut-Off Price	Offer Price, which shall be any price within the Price Band, finalised by our Company and the Selling Shareholders in consultation with the BRLMs. Only Retail Individual Bidders Bidding in the Retail Portion and Eligible Employees Bidding in the Employee Reservation 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
Designated CDP Locations	Such locations of the CDPs where Bidders 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), and funds blocked by the SCSBs and Sponsor Bank are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account or the Refund Account, as appropriate, after finalisation of the Basis of Allotment, in terms of the Red Herring Prospectus following which the Equity Shares will be Allotted in the Offer
Designated Intermediary(ies)	Collectively, the Syndicate, Sub-Syndicate Members/ agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the Bidders in the Offer
Designated RTA Locations	Such locations of the RTAs where Bidders 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	This draft red herring prospectus dated July 12, 2021 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer
Eligible Employees	All or any of the following: (1) a permanent employee of our Company or of our Subsidiaries, working in India or outside India (excluding such employees not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines), as on the date of filing of the Red Herring Prospectus with the RoC and who continue to be a permanent employee of our Company or any of our Subsidiaries until the submission of the Bid cum Application Form; or (2) a Director, whether a whole time Director or otherwise, who is eligible to apply under the Employee Reservation Portion under applicable law as on the date of the Red Herring Prospectus and who continues to be a Director of our Company, as of the date of submission of the Bid cum Application Form, but not including Directors who either themselves or through their relatives or through any body

Term	Description
	corporate, directly or indirectly, hold more than 10% of the outstanding Equity Shares. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹ 500,000 (net of Employee Discount). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 200,000 (net of Employee Discount). Only in the event of an under-subscription in the Employee Reservation Portion post initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 200,000 (net of Employee Discount) subject to the total Allotment to an Eligible Employee not exceeding ₹ 500,000 (net of Employee Discount).
Eligible NRI	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to purchase the Equity Shares
Employee Discount	A discount of up to [●]% to the Offer Price (equivalent of ₹[●] per Equity Share) as may be offered by our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers, to Eligible Employees and which shall be announced at least two Working Days prior to the Bid / Offer Opening Date
Employee Reservation Portion	The portion of the Offer being up to [●] Equity Shares aggregating ₹[●] million, available for allocation to Eligible Employees, on a proportionate basis
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 Agreement	The agreement dated [●] amongst our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Escrow Collection Bank(s), the Public Offer Account Bank(s), the Sponsor Bank, and 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
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 Offer Price and the Anchor Investor Offer 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 ₹ 15,000 million by our Company. Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of such number of Equity Shares for cash consideration aggregating up to ₹ 4,000 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the number of Equity Shares issued pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to a minimum Offer size of [●]% of the post-Offer paid-up Equity Share capital of our Company being offered to the public.
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 circulars issued by SEBI
IIFL	IIFL Securities Limited
I-Sec	ICICI Securities Limited
Jefferies	Jefferies India Private Limited
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 July 7, 2021
Mutual Fund Portion	The portion of this Offer being 5% of the Net QIB Portion, being [●] Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis,

Term	Description
	subject to valid Bids being received at or above the Offer Price
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Net Offer	The Offer less the Employee Reservation Portion
Net Proceeds	Proceeds of the Fresh Issue less our Company's share of the Offer expenses
Net QIB Portion	The QIB Portion less the number of Equity Shares allocated to Anchor Investors
NBFC-SI	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 Offer being not more than 15% of the Net Offer, 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 Offer Price
"Non-Resident" or "NR"	A person resident outside India, as defined under FEMA and includes FPIs, VCFs, FVCIs and NRIs
Offer	The initial public offering of Equity Shares comprising of the Fresh Issue and the Offer for Sale. The Offer comprises of the Net Offer and the Employee Reservation Portion Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of such number of Equity Shares for cash consideration aggregating up to ₹ 4,000 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the number of Equity Shares issued pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to a minimum Offer size of [●]% of the post-Offer paid-up Equity Share capital of our Company being offered to the public.
Offer Agreement	The agreement dated July 12, 2021 among our Company, the Selling Shareholders and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Offer
Offer for Sale	The offer for sale of up to [●] Equity Shares aggregating up to ₹ 4,000 million, comprising of up to [●] Equity Shares aggregating up to ₹ 99.82 million by American Express Travel Related Services Company, Inc, up to [●] Equity Shares aggregating up to ₹ 689.81 million by Bajaj Finance Limited, up to [●] Equity Shares aggregating up to ₹ 1,113.33 million by Bipin Preet Singh, up to [●] Equity Shares aggregating up to ₹ 114.84 million by Cisco Systems (USA) Pte. Ltd., up to [●] Equity Shares aggregating up to ₹ 208.79 million by Sequoia Capital India Investment Holdings III, up to [●] Equity Shares aggregating up to ₹ 741.12 million by Sequoia Capital India Investments IV, up to [●] Equity Shares aggregating up to ₹ 244.12 million by Tree Line Asia Master Fund (Singapore) Pte Ltd and up to [●] Equity Shares aggregating up to ₹ 788.16 million by Upasana Rupkrishan Taku offered for sale in the Offer.
Offer Price	The final price at which Equity Shares will be Allotted to successful ASBA Bidders as determined by our Company and the Selling Shareholders in consultation with the BRLMs on the Pricing Date, in accordance with the Book Building Process and in terms of the Red Herring Prospectus. A discount of up to [●]% on the Offer Price (equivalent of ₹ [●] per Equity Share) may be offered to Eligible Employees bidding in the Employee Reservation Portion. This Employee Discount, if any, will be decided by our Company and the Selling Shareholders in consultation with the BRLMs
Offered Shares	Equity Shares being offered as part of the Offer for Sale by the Selling Shareholders in the Offer
Offer Proceeds	The gross proceeds of this Offer based on the total number of Equity Shares Allotted under this Offer and the Offer Price
Pre-IPO Placement	The private placement of such number of Equity Shares for cash consideration aggregating up to ₹ 4,000 million which may be undertaken by our Company, in consultation with the BRLMs, at its discretion in favour of such investors as permissible under applicable laws, to be completed prior to filing the Red Herring Prospectus with the RoC and the details of which, if completed, will be included in the Red Herring Prospectus. If the Pre-IPO Placement is completed, the number of Equity Shares issued pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to a minimum Offer size of [●] % of the post-Offer paid-up Equity Share capital of our Company being offered to the public
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, as decided by our Company and the Selling Shareholders, in

Term	Description
	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 wherein our Registered Office is located), each with wide circulation, at least two Working Days prior to the Bid/ Offer Opening Date with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites
Pricing Date	The date on which our Company and Selling Shareholders in consultation with the BRLMs, will finalise the Offer 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 Offer Price, the size of the Offer and certain other information, including any addenda or corrigenda thereto.
Public Offer Account	The bank account opened with the Public Offer 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 Offer Account Bank	A bank which is a clearing member and registered with SEBI as a banker to an issue, and with whom the Public Offer 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 Offer.
QIB Portion	The portion of this Offer being not less than 75% of the Net Offer, being [●] Equity Shares, which shall be available for allocation to QIBs (including Anchor Investors) on a proportionate basis, subject to valid Bids being received at or above the Offer Price
QIB Bid/ Offer Closing Date	In the event our Company and the Selling Shareholders in consultation with the BRLMs, decide to close Bidding by QIBs one day prior to the Bid/Offer Closing Date, the date one day prior to the Bid/Offer Closing Date; otherwise it shall be the same as the Bid/Offer Closing Date
"Red Herring Prospectus" or "RHP"	The red herring prospectus to be issued by our Company in accordance with Section 32 of the Companies Act, 2013, and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three days before the Bid/Offer 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 Offer with whom the Refund Account(s) will be opened, in this case being [●].
Registrar Agreement	The agreement dated July 8, 2021, entered into between our Company, the Selling Shareholders and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer.
Registered Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub-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 Offer" 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 Offer (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 Offer, being not more than 10% of the Net Offer or [●] Equity Shares, available for allocation to Retail Individual Bidders subject to valid Bids being received at or above the Offer 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).

Term	Description
	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 and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date.
"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 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 Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI mechanism is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43. The said list shall be updated on the SEBI website
Selling Shareholders	Collectively, Amex, Bajaj, Bipin Preet Singh, Cisco, SCIIH III, SCII IV, Tree Line and Upasana Rupkrishan Taku
Share Escrow Agent	The share escrow agent appointed pursuant to the Share Escrow Agreement, namely [●].
Share Escrow Agreement	The agreement dated [●] between our Company, the Selling Shareholders and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Selling Shareholders and credit of such Equity Shares to the demat account of the Allottees in accordance with the Basis of Allotment
Specified Locations	Bidding centres where the Syndicate shall accept ASBA Forms from Bidders
Sponsor Bank	Bank registered with SEBI which is appointed by the issuer 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 RIIs into the UPI, 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 Offer, the Selling Shareholders, the BRLMs and the Syndicate Members in relation to the procurement of Bid cum Application Forms by the Syndicate
Syndicate Members	Syndicate members as defined under Regulation 2(1)(hhh) of the SEBI ICDR Regulations, namely, [●] and [●]
"Syndicate" or "Members of the Syndicate"	Collectively, the BRLMs and the Syndicate Members
Underwriters	[●]
Underwriting Agreement	The agreement dated [●] between the Underwriters, our Company and the Selling Shareholders, entered into on or after the Pricing Date but prior to filing of the Prospectus with the RoC
UPI	Unified payments interface which is an instant payment mechanism, developed by NPCI
UPI Circulars	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/P/CIR/2021/570 dated June 2, 2021 and any subsequent circulars or notifications issued by SEBI 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 RII to such UPI application) to the RII 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 RII to make a Bid in the Offer in

Term	Description
	accordance with UPI Circulars.
UPI PIN	Password to authenticate UPI transaction
Wilful Defaulter	Wilful defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Working Day	All days other than second and fourth Saturday of the month, Sunday or a public holiday, on which commercial banks in Mumbai are open for business; provided, however, with reference to (a) announcement of Price Band; and (b) Bid/ Offer Period, 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/ Offer 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

Technical/ Industry Related Terms/ Abbreviations

Term	Description
ASO	Application source optimisation
Adjusted EBITDA	Adjusted EBITDA is calculated as EBITDA plus employee stock options expense and impairment of goodwill
Adjusted EBITDA Margin	Adjusted EBITDA Margin is the percentage of Adjusted EBITDA divided by total income
BBPS	Bharat Bill Payment System
BNPL	Buy Now Pay Later
BNPL segment GMV	BNPL segment GMV refers to the aggregate value of transactions (including taxes, fees and services, and gross of all discounts) through *MobiKwik Zip*, Zip EMI and other credit products in the relevant period
CAGR	Compounded annual growth rate
CAC/ Customer Acquisition Cost	Customer Acquisition Cost refers to total marketing spend comprising advertisement and business promotion divided by the number of New Registered Users in the relevant period
Consumer payments segment GMV	Consumer payments segment GMV refers to the aggregate value of transactions (including taxes, fees and services, and gross of all discounts) through MobiKwik Wallet in the relevant period
EBITDA	EBITDA is calculated as loss for the period plus total tax expense/ (credit), finance cost, depreciation and amortization expense
EBITDA Margin	EBITDA Margin is the percentage of EBITDA divided by total income
EMI	Equal monthly instalments
Gross merchandise value/ GMV	GMV refers to the aggregate value of transactions (including taxes, fees and services, and gross of all discounts) through our platform related to our consumer payments segment, BNPL segment, and payment gateway segment (post inter-segment elimination) in the relevant period
KYC	Know Your Customer
New Registered Users	New Registered Users refers to the Registered Users added during the relevant period
NPS	Net promoter score
PCI DSS	Payment Card Industry Data Security Standard
POS	Point-of-sale
Payment gateway segment GMV	Payment gateway segment GMV refers to the aggregate value of transactions (including taxes, fees and services, and gross of all discounts) processed through Zaakpay in the relevant period
QR	Quick response
Registered Users	Registered Users refers to number of unique devices (laptops, mobile phones etc.) that provided a unique mobile number or email address for registration in our MobiKwik Wallet as of the relevant date
MobiKwik Zip users repeat rate	*MobiKwik Zip* user repeat rate is calculated as a percentage of transactions by repeat users, identified by their unique mobile number and/ or email address, where a *MobiKwik Zip* repeat user is any user who has transacted for *MobiKwik Zip* at least once before
SEO	Search engine optimisation
SSL	Secure sockets layer
UPI	Unified payment interface

Conventional and General Terms or Abbreviations

Term	Description
"Mn" or "mn"	Million
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 as prescribed by Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014
BBPS Guidelines	Bharat Bill Payment System Guidelines, 2014
BSE	BSE Limited
Category II FPI	FPIs registered as "Category II foreign portfolio investors" under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
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
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
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, 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
GDP	Gross domestic product
"GoI" or "Government' or 'Central Government"	The Government of India
GST	Goods and services tax
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 amended
Indian GAAP	Accounting standards notified under section 133 of the Companies Act, 2013, read with Companies (Accounting Standards) Rules, 2006, as amended and the Companies (Accounts) Rules, 2014, as amended
IPO	Initial public offering
IRDAI	Insurance Regulatory and Development Authority of India
IST	Indian Standard Time

Term	Description
MCA	Ministry of Corporate Affairs, Government of India
N.A.	Not applicable
NACH	National Automated Clearing House
NAV	Net asset value
NEFT	National Electronic Fund Transfer
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 Offer
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
PSSA	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
Rule 144A	Rule 144A under the U.S. Securities Act
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 SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
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
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

Page Numbers

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. All references to "EUR" or "€" are to Euro, the official currency of the European Union.

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]		
	March 31, 2021	**March 31, 2020**	**March 31, 2019**
USD	73.50	75.39	69.17

Source: www.rbi.org.in and www.fbil.org.in

[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

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

Financial and Other Data

Unless stated or the context requires otherwise, the financial information in this Draft Red Herring Prospectus is derived from our Restated Financial Statements, *i.e.* the restated consolidated statement of assets and liabilities as at March 31, 2021, March 31, 2020 and March 31, 2019, the restated consolidated statement of profit and loss, the restated consolidated statement of changes in equity and the restated consolidated statement of cash flows for the years ended March 31, 2021, March 31, 2020 and March 31, 2019, together with the statement of significant accounting policies, and other explanatory information, prepared in accordance with Ind AS and restated in accordance with the SEBI ICDR Regulations and the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016, and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI.

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 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 26, 135 and 292, respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of amounts derived from the Restated Financial Statements.

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 like EBITDA, EBITDA margin, Adjusted EBITDA and Adjusted EBITDA margin (**"Non-GAAP Measures"**), and certain other industry metrics relating to our operations and financial performance, such as GMV, Customer Acquisition Cost, Registered Users, Activated *MobiKwik Zip* users, *MobiKwik Zip* GMV per user per month and *MobiKwik Zip* users repeat rate 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. We compute and disclose such non-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 financial 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 obtained from the RedSeer Report, which has been commissioned and paid for by our Company, and which is subject to the disclaimer mentioned below. Further RedSeer has, by its letter dated July 11, 2021 ("**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 or our Key Management Personnel. 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 54. Additionally, this Draft Red Herring Prospectus also contains certain industry and market data obtained from Hansa research report dated January 20, 2021.

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. Although we believe the industry and market data used in this Draft Red Herring Prospectus is reliable, such data has not been independently verified by us, the Selling Shareholders, the BRLMs or any of their affiliates or advisors. 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 26.

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.

Notice to Prospective Investors in the United States

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Draft Red Herring Prospectus or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision, investors must rely on their own examination of our Company and the terms of the Offer, including the merits and risks involved. The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (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 state securities laws. Accordingly, the Equity Shares are being offered and sold (a) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "**U.S. QIBs**") in transactions exempt from the registration requirements of the U.S. Securities Act, and (b) outside the United States in offshore transactions as defined in and in compliance with Regulation S and the applicable laws of the jurisdiction where those offers and sales are made. For the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs". This Draft Red Herring Prospectus is being furnished on a confidential basis solely for the purpose of enabling a prospective investor to consider subscribing for the particular securities described herein. Any reproduction or distribution of this Draft Red Herring Prospectus in the United States, in whole or in part, and any disclosure of its contents to any other person is prohibited.

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", "are likely", "goal", "expect", "estimate", "intend", "objective", "plan", "project", "should" "will", "will continue", "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. 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 has 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:

- The continuing impact of the COVID-19 pandemic, or any future pandemic or widespread public health emergency
- Our ability to attract new users or merchants and retain and grow our relationship with our existing users and merchants
- Security breaches and attacks against our platform, and any potential breach of or failure to otherwise protect personal, confidential and proprietary information
- Competition in the fintech industry
- The ability of our credit underwriting and risk management systems to effectively assess or mitigate the risks of BNPL credit enabled through our platform and any default in payment obligations
- Our ability to maintain, protect and enhance our brand and reputation
- Our ability to achieve profitability for the foreseeable future
- Our ability to maintain the levels of growth, including in our BNPL segment
- Failure to comply with applicable laws and regulations, including regarding user data processing, storage, use, security, disclosure and privacy

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 26, 135 and 292, 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.

Forward-looking statements reflect our views as of the date of this Draft Red Herring Prospectus and are not a guarantee of 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 be incorrect. None of our Company, Promoters, Directors, the Selling Shareholders, 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. The Selling Shareholders will ensure that investors are informed of material developments in relation to the statements and undertakings expressly made by the Selling Shareholders in the Red Herring Prospectus until the date of Allotment.

SUMMARY OF THE OFFER DOCUMENT

*This section is a general summary of certain disclosures 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 Offer", "The Offer" and "Outstanding Litigation and Material Developments" beginning on at pages 26, 135, 122, 83, 106, 72 and 328 respectively of this Draft Red Herring Prospectus. Industry and market data used in this section has been derived from a report "India Fintech Market" dated July, 2021 (the "**RedSeer Report**") prepared and issued by RedSeer Management Consulting Private Limited, which has been commissioned and paid by us in connection with the Offer.*

Summary of Business

We are a fintech company - one of the largest mobile wallets (*MobiKwik Wallet*) and Buy Now Pay Later (BNPL) players in India based on mobile wallet GMV and BNPL GMV, respectively, in Fiscal 2021 (*Source: RedSeer Report*). We are focused on addressing the unmet credit needs of the fast growing online transactors by combining the convenience of everyday mobile payments with the benefits of Buy Now Pay Later (BNPL). We are a technology-first company leveraging big data analytics and deep data science (including machine learning) to continuously delight users and merchants on our platform.

Summary of the Industry

India's online transacting users has rapidly grown at a CAGR of approximately 15% from 180 million in Fiscal 2018 to over 250 million in Fiscal 2021. However, India had only 30-35 million unique credit card users resulting in a low credit card penetration of 3.5%, as of March 31, 2021. In addition, India's online BNPL market has rapidly grown to reach US$ 3-3.5 billion in disbursals in Fiscal 2021 and is expected to grow to US$ 45-50 billion by Fiscal 2026 driven by user growth. (*Source: RedSeer Report*).

Promoters

Our Promoters are Bipin Preet Singh, Upasana Rupkrishan Taku, Koshur Family Trust and Narinder Singh Family Trust.

Offer Size

Offer	[●] Equity Shares, aggregating up to ₹ 19,000 million
of which	
Fresh Issue(1) (2)	[●] Equity Shares, aggregating up to ₹ 15,000 million
Offer for Sale(3)	Up to [●] Equity Shares, aggregating up to ₹ 4,000 million by the Selling Shareholders
Employee Reservation Portion(4)	Up to [●] Equity Shares
Net Offer	Up to [●] Equity Shares aggregating to ₹ [●] million

(1) Our Board has authorised the Offer and the Fresh Issue, pursuant to its resolution dated July 7, 2021. Our Shareholders have authorised the Offer pursuant to their resolution dated July 7, 2021.

(2) Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of such number of Equity Shares for cash consideration aggregating up to ₹ 4,000 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the number of Equity Shares issued pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to a minimum Offer size of 10% of the post-Offer paid-up Equity Share capital of our Company being offered to the public.

(3) Each of Bipin Preet Singh, Upasana Taku and Bajaj Finance Limited, severally and not jointly, specifically confirms that its respective Offered Shares are eligible to be offered for sale in the Offer in terms of the SEBI ICDR Regulations. Each of American Express Travel Related Services Company, Inc., Cisco Systems (USA) Pte. Ltd., Tree Line Asia Master Fund (Singapore) Pte Ltd, Sequoia Capital India Investment Holdings III and Sequoia Capital India Investments IV severally and not jointly, specifically confirms that its respective Offered Shares (arising upon conversion of the respective Issued Preference Shares held by it) will be eligible to be offered for sale in the Offer in terms of the SEBI ICDR Regulations. For details of authorizations received for the Offer for Sale, see "Other Regulatory and Statutory Disclosures" beginning on page 336.

(4) In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 500,000. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation of up to ₹ [●]), shall be added to the Net Offer. For further details, see "Offer Structure" beginning on page 356.

Objects of the Offer

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

Particulars	Estimated amount (₹ in million)
Gross Proceeds of the Fresh Issue[(1)]	15,000
(Less) Offer related expenses in relation to the Fresh Issue[(2)]	[●]
Net Proceeds	[●]

[(1)] Includes the proceeds, if any, received pursuant to the Pre-IPO Placement. In the event the Pre-IPO Placement is undertaken, the size of the Fresh Issue will be reduced by such amount as raised from the Pre-IPO Placement. Upon allotment of Equity Shares issued pursuant to the Pre-IPO Placement, we may utilise the proceeds from such Pre-IPO Placement towards the Objects of the Offer prior to completion of the Offer.

[(2)] To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

Our Company proposes to utilise the Net Proceeds towards the following objects:

1. Funding organic growth initiatives;

2. Funding inorganic growth; and

3. General corporate purposes.

Pre-Offer shareholding of Promoters, Promoter Group and Selling Shareholders

The aggregate pre-Offer shareholding of Promoters and the Selling Shareholders as on the date of this Draft Red Herring Prospectus is as follows. Additionally, as on the date of this Draft Red Herring Prospectus, none of the members of our Promoter Group hold any Equity Shares or Issued Preference Shares in our Company:

S. no.	Name of shareholder	No. of Equity Shares as on the date of this DRHP	No. of Equity Shares held on a fully diluted basis*	Number of Issued Preference Shares as on the date of this DRHP	Percentage of pre-Offer shareholding on a fully diluted basis*
			Promoters		
1.	Bipin Preet Singh	11,641,240	11,641,240	-	20.21
2.	Upasana Rupkrishan Taku	8,241,200	8,241,200	-	14.31
	Total (A)	**19,882,440**	**19,882,440**	**-**	**34.52**
		Selling Shareholders (excluding Bipin Preet Singh and Upasana Rupkrishan Taku)			
3.	American Express Travel Related Services Company, Inc.	-	1,043,740	47,120 Series B2 CCCPS and 5,067 Series C6 CCCPS	1.81
4.	Bajaj Finance Limited	7,979,440	7,979,440	-	13.86
5.	Cisco Systems (USA) Pte. Ltd.	-	1,200,760	52,834 Series B3 CCCPS and 7,204 Series C5 CCCPS	2.08
6.	Sequoia Capital India Investment Holdings III	200	2,183,200	109,779 Series A CCCPS	3.79
7.	Sequoia Capital India Investments IV	200	7,749,320	172,536 Series A1 CCCPS, 23,615 Series A2 CCCPS, 17,806 Series A3 CCCPS, 87,864 Series B1 CCCPS, 62,341 Series B4 CCCPS, 12,067 Series C1 CCCPS and 18,218 Series E1 CCCPS	13.46
8.	Tree Line Asia Master Fund (Singapore) Pte Ltd	-	2,552,560	88,058 Series B1 CCCPS, 27,503 Series B4 CCCPS and 12,067 Series C1 CCCPS	4.43
	Total (B)	**7,979,840**	**22,709,020**		**39.43**
	Total (A+B)	**27,862,280**	**42,591,460**		**73.95**

** Assuming conversion of 1,248,668 outstanding Issued Preference Shares to a maximum of 24,820,960 Equity Shares, and exercise of vested stock options. For details of conversion of outstanding Issued Preference Shares to Equity Shares, see "Capital Structure – Notes to Capital Structure – Conversion of outstanding Issued Preference Shares" on page 90. The specific number of Equity Shares that each of such Issued Preference Shares will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC.*

Summary of selected financial information

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

(in ₹ million except per share data)

Particulars	As on March 31, 2021 and for the Fiscal ended March 31, 2021	As on March 31, 2020 and for the Fiscal ended March 31, 2020	As on March 31, 2019 and for the Fiscal ended March 31, 2019
Equity share capital	10.05	10.05	10.05
Instruments entirely equity in nature	144.27	133.25	127.27
Other equity	(354.45)	(451.82)	(153.05)
Net worth[#]	(200.13)	(308.52)	(15.73)
Revenue from operations	2,885.71	3,556.75	1,484.75
Restated (loss) for the year	(1,113.00)	(999.20)	(1,479.73)
Restated earnings per share of ₹ 2 each fully paid up			
- Basic	(22.18)	(20.45)	(31.01)
- Diluted	(22.18)	(20.45)	(31.01)
Net asset value (per Equity Share)[*]	(3.88)	(6.24)	(0.33)
Total borrowings[^]	605.93	764.66	864.32

[#] *Net worth = Total Equity*

[*] *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 but before the date of filing of this Draft Red Herring Prospectus.*

[^] *'Total borrowings' is calculated as borrowings under total non-current liabilities, plus short term borrowings, plus current maturities of non-convertible debentures.*

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

Except as disclosed below, the Restated Financial Statements do not contain any qualifications that have not been given effect to.

In relation to certain allotments of preference shares during the year ended March 31, 2018 and March 31, 2017, 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 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 ended March 31, 2021, on April 19, 2021, our Company has filed an application before the Regional Director (Northern Region, situated at New Delhi) for compounding of this contravention. Pending regularisation of the above non-compliance, the Statutory Auditor in its examination report dated July 7, 2021 on the Restated Financial Statements has stated that it is not possible to quantify the extent to which the liability, if any, may materialise on the Company and its consequential impact on the Restated Financial Statements, on the regularisation of this non-compliance. For further information, please see Note 39 of the Restated Financial Statements on page 273.

In addition to the above, there are certain non-adjusted items in the Restated Financial Statements, including, certain matters of emphasis, material uncertainty relating to going concern, qualifications and comments of auditors in terms of the Companies (Auditors' Report) Order 2016 for Fiscals 2019, 2020 and 2021. For further information in this regard, please see Note 44 of the Restated Financial Statements on page 287.

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 Materiality Policy, is provided below:

Type of Proceedings	Number of cases	Amount (in ₹ million)*
Cases against our Company		
Criminal proceedings	Nil	NA
Action by regulatory/statutory authorities	Nil****	NA
Tax proceedings	7	82.77[#]

Type of Proceedings	Number of cases	Amount (in ₹ million)*
Material civil litigation	5***	112.49
Other Matters	2****	Not ascertainable
Total	**14**	**195.26**
Cases by our Company		
Criminal proceedings	1**	91.34
Material civil litigation	Nil	NA
Total	**1**	**91.34**
Cases against our Subsidiaries		
Criminal proceedings	Nil	NA
Action by regulatory/statutory authorities	Nil	NA
Tax proceedings	2	21.22
Material civil litigation	Nil	NA
Total	**2**	**21.22**
Cases by our Subsidiaries		
Criminal proceedings	Nil	NA
Material civil litigation	Nil	NA
Total	**Nil**	**NA**
Cases against our Directors		
Criminal proceedings	2	0.12
Action by regulatory/statutory authorities	Nil	NA
Tax proceedings	Nil	NA
Material civil litigation	Nil	NA
Total	**2**	**0.12**
Cases by our Directors		
Criminal proceedings	1	0.15
Material civil litigation	Nil	NA
Total	**1**	**0.15**
Cases against our Promoters##		
Criminal proceedings	2##	0.12
Action by regulatory/statutory authorities	Nil	NA
Tax proceedings	Nil	NA
Material civil litigation	Nil	NA
Disciplinary action including penalty imposed by SEBI or stock exchanges in the last five financial years including any outstanding action	Nil	NA
Total	**2**	**0.12**
Cases by our Promoters		
Criminal proceedings	Nil	NA
Material civil litigation	Nil	NA
Total	**Nil**	**NA**

* *Amount to the extent quantifiable*

** *This includes a first information report against seventy-two individuals. For further details of the outstanding litigation proceedings, see "Criminal proceedings initiated by our Company" beginning on page 329.*

*** *This includes two cases where settlement has been reached and settlement amounts have been paid. For further details, see 'Outstanding Litigation and Material Developments - Civil litigation under Insolvency & Bankruptcy Code, 2016, for which settlement agreements have been entered into' on page 329.*

**** *Our Company has filed two compounding applications before the Regional Director, Northern Region, situated at New Delhi, which have been summarised under the column 'Other Matters' on page 330.*

Cases included for Promoters are common with the cases mentioned under the column 'Cases against our Directors' on page 22, as our Founder Promoters are Directors as well.

For further details of the outstanding litigation proceedings, see "*Outstanding Litigation and Material Developments*" beginning on page 328.

Risk Factors

Please see "*Risk Factors*" beginning on page 26.

Summary table of contingent liabilities of our Company

The summary of our contingent liabilities as per Ind AS 37 as on March 31, 2021, as indicated in our Restated Financial Statements are as follows:

(in ₹ million)

S. No.	Particulars	As on March 31, 2021
	Contingent liabilities	
(i)	Income tax matters for financial year 2016-17	583.00*
(ii)	Other income tax matters	4.14
(iii)	Amount paid under protest relating to the above matter	0.83

** Subsequent to March 31, 2021, our Company received an assessment order dated June 15, 2021 ("**Assessment Order**") imposing a demand of ₹ 583.00 million on account of additions made under section 68 of the Income Tax Act, 1961 for Fiscal 2017. 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 Fiscal. Subsequently, our Company filed a writ petition dated July 2, 2021 against the Assessment Order before the High Court of Delhi, pursuant to which the High Court of Delhi through its order dated July 7, 2021 quashed the Assessment Order under which a payment of ₹ 583.00 million was demanded from our Company and reinstated the assessment proceedings from the date of the notice dated June 11, 2021.*

For further details of our contingent liabilities as per Ind AS 37 as on March 31, 2021, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Outstanding Litigation and Material Developments*" and "*Financial Statements*" beginning on pages 292, 328 and 215, respectively.

Summary of Related Party Transactions

The following is the summary of transactions with related parties for the Financial Years ended March 31, 2021, March 31, 2020 and March 31, 2019 (each, also referred to as years ended March 31, 2021, March 31, 2020 and March 31, 2019) as per Ind AS 24 - Related Party Disclosures read with the SEBI ICDR Regulations derived from Restated Financial Statements:

(₹ in million)

Transactions with related parties	For the year ended 31 March 2021	For the year ended 31 March 2020	For the year ended 31 March 2019 (Proforma)
(a) Investment in Subsidiary			
- Harvest Fintech Private Limited	9.07	6.78	54.64
- Zaak ePayment Services Private Limited	350.27	-	-
- Mobikwik Credit Private Limited	-	-	25.00
(b) Impairment of Investment in Subsidiary			
- Harvest Fintech Private Limited	-	61.42	-
(c) Payment Gateway Cost			
- Zaak ePayment Services Private Limited	1,397.26	1,428.82	646.61
(d) Advisory Cost			
- Harvest Fintech Private Limited	-	-	0.50
(e) Revenue from Processing transactions			
- Zaak ePayment Services Private Limited	17.03	10.54	3.76
- Harvest Fintech Private Limited	-	0.21	-
(f) Funds transferred to Subsidiary Company			-
- Zaak ePayment Services Private Limited	679.98	701.10	466.20
- Harvest Fintech Private Limited	8.90	6.50	1.50
(g) Funds received from Subsidiary Company			
- Zaak ePayment Services Private Limited	676.62	851.25	463.00
- Harvest Fintech Private Limited	1.67	-	-
(h) Advance received from Subsidiary Company			
- Mobikwik Finance Private Limited	-	3.72	20.68
- Mobikwik Credit Private Limited	-	3.71	20.59

Transactions with related parties	For the year ended 31 March 2021	For the year ended 31 March 2020	For the year ended 31 March 2019 (Proforma)
(i) Advance repayment to Subsidiary Company			
- Mobikwik Finance Private Limited	26.77	-	-
- Mobikwik Credit Private Limited	26.65	-	-
(j) Cost recovery (expenses incurred by Company on behalf of)			
- Zaak ePayment Services Private Limited	61.64	43.57	60.29
- Harvest Fintech Private Limited	-	1.21	-
(k) Interest income from loan to the Subsidiary Company			
- Zaak ePayment Services Private Limited	19.43	35.98	27.71
- Harvest Fintech Private Limited	0.20	0.47	0.02
(l) Interest Cost on loan from the Subsidiary Company			
- Mobikwik Finance Private Limited	2.84	2.63	-
- Mobikwik Credit Private Limited	2.83	2.62	-
(m) Interest income from loan to the Joint Venture			
- Pivotchain Solution Technologies Private Limited	-	0.27	-
(n) Remuneration to Key Management Personnel (KMP)			
Short-term employee benefits	28.42	28.69	26.92
Post-employment gratuity	0.76	0.75	0.68
Other long term employee benefit	0.36	0.21	0.01
Employee stock option expense	0.13	0.16	-

For details of the related party transactions in accordance with Ind AS 24, see *"Related Party Transactions"* on page 213.

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 this 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 this Draft Red Herring Prospectus.

Weighted average price at which the Equity Shares were acquired by our Promoters and the Selling Shareholders in the one year preceding the date of this Draft Red Herring Prospectus

Cisco, Tree Line and Amex have not acquired any Equity Shares in the one year preceding the date of this Draft Red Herring Prospectus.

The weighted average price at which the Equity Shares were acquired by Bipin Preet Singh, Upasana Rupkrishan Taku, SCIIH III, SCII IV and Bajaj in the one year preceding the date of this Draft Red Herring Prospectus is as follows:

S. No.	Name of Shareholder	Number of Equity Shares acquired	Weighted average price of acquisition per Equity Share (in ₹)*
Promoters (and Promoter Selling Shareholders)			
1.	Bipin Preet Singh	8,730,930	Nil#
2.	Upasana Rupkrishan Taku	6,180,900	Nil#
Selling Shareholders (Other than our Promoters)			
3.	Sequoia Capital India Investment Holdings III	150	Nil#

S. No.	Name of Shareholder	Number of Equity Shares acquired	Weighted average price of acquisition per Equity Share (in ₹)*
Promoters (and Promoter Selling Shareholders)			
4.	Sequoia Capital India Investments IV	150	Nil#
5.	Bajaj Finance Limited	511,730	470.31

** As certified by V P G S & Co, Chartered Accountants pursuant to their certificate dated July 12, 2021.*
 # In case of weighted average prices specified as Nil, the equity shares have been acquired in the previous one year through bonus issue.

For further details, see "*Capital Structure*" beginning on page 83.

Average Cost of Acquisition of shares of Promoters and the Selling Shareholders

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

S. No.	Name of Shareholder	Number of Equity Shares held on a fully diluted basis#	Average Cost of Acquisition per Equity Share (in ₹)*
Promoters (and Promoter Selling Shareholders)			
1.	Bipin Preet Singh	11,641,240	0.50
2.	Upasana Rupkrishan Taku	8,241,200	0.50
Selling Shareholders (Other than our Promoters)			
3.	American Express Travel Related Services Company, Inc.	1,043,740	189.93#
4.	Bajaj Finance Limited	7,979,440	372.06
5.	Cisco Systems (USA) Pte. Ltd.	1,200,760	192.21#
6.	Sequoia Capital India Investment Holdings III	2,183,200	1.24#
7.	Sequoia Capital India Investments IV	7,749,320	133.79#
8.	Tree Line Asia Master Fund (Singapore) Pte Ltd	2,552,560	189.68#

** As certified by V P G S & Co, Chartered Accountants pursuant to their certificate dated July 12, 2021.*
 # Amex, Cisco, Sequoia and Tree Line hold outstanding Issued Preference Shares as on the date of this Draft Red Herring Prospectus, which will convert to Equity Shares prior to filing of the Red Herring Prospectus.
 # Assuming full conversion of the respective Issued Preference Shares into the maximum number of Equity Shares.

For further details, see "*Capital Structure*" beginning on page 83.

Details of Pre-IPO Placement

Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of such number of Equity Shares for cash consideration aggregating up to ₹ 4,000 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the number of Equity Shares issued pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to a minimum Offer size of [●]% of the post-Offer paid-up Equity Share capital of our Company being offered to the public.

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

Except as disclosed in "*Capital Structure – History of Equity Share capital of our Company*" on page 84, 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

See "*Capital Structure – History of Equity Share capital of our Company*" on page 84, for details of split of our equity shares in the one year preceding 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. To the extent the COVID-19 pandemic adversely affects our business and financial results, it may also have the effect of heightening many of the other risks described in this section. 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", "Restated Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 122, 135, 213 and 292, 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 Offer including the merits and risks involved.

Potential investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Offer. 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.

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 17.

Unless otherwise indicated, industry and market data used in this section has been derived from the report "India Fintech Market" *dated July 2021 (the "**RedSeer Report**") prepared and issued by* RedSeer Management Consulting Private Limited, *which has been commissioned and paid for by us as well as exclusively prepared for the purposes of the Offer. 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 16.*

INTERNAL RISK FACTORS

Risks relating to our Business and Industry

1. The continuing impact of the COVID-19 pandemic, or any future pandemic or widespread public health emergency could materially and adversely impact our business and operations and it may be significant and continue to have an adverse effect on our business, operations and our future financial performance.

The COVID-19 pandemic has caused, and likely will continue to cause, severe disruptions to global, regional and national macroeconomic conditions, including increases in unemployment and reduction in the level of consumer spending activity. Whilst, governments around the world have implemented stimulus and liquidity measures, it is unclear whether these, or any future, actions taken by governments will be successful in mitigating the economic disruption. If measures taken by governments fail to contain the virus or if vaccinations are not administered as planned, and there is a resurgence of the virus or a variant of the virus that causes a rapid increase in cases and deaths, a significant economic disruption may be caused in India and the rest of the world, and adversely affect our business, prospects and operating and financial performance.

The COVID-19 pandemic has adversely impacted and is likely to further adversely impact the operations of our users, merchants, lending partners and other partners, and may adversely impact our results of operations in the future. Our business depends on consumer spending, which has been, and may continue to be, impacted by the outbreak of COVID-19. The responses and measures taken in India and rest of the world against the COVID-19 pandemic, including lock-down and mandatory or voluntary social distancing have led to lower levels of consumption and business activities in India and the world, particularly offline consumption and travel. The COVID-19 pandemic also negatively impacted the financial viability and operations as well as increased the risk of insolvency of merchants in certain business verticals, such as, travel, fashion and ride-sharing, and as a result, the revenue generated by us from such business verticals has been significantly adversely affected. General concerns and uncertainty about the pandemic and the economy and the reduction in income also weighed on consumption. While we experienced an increase in users transacting online and onboarded new merchants, and while certain merchant categories actually benefitted from COVID-19, resulting in the recovery of all our business segments in the third and fourth quarters of Fiscal 2021, such increases were not enough to offset the decline in certain specific categories, particularly in offline spending. Consequently, our revenue from operations decreased by 18.87% from ₹ 3,556.75 million in Fiscal 2020 to ₹ 2,885.71 million in Fiscal 2021, while our consolidated Gross Merchandise Value ("**GMV**") decreased by 29.67% from ₹ 212,312.22 million in Fiscal 2020 to ₹ 149,319.56 million in Fiscal 2021. In particular, we have experienced and may continue to experience adverse financial impacts from a number of operational factors, on account of the operating restrictions/ lockdowns imposed due to COVID-19, including, but not limited to:

- lower levels of consumption, particularly in the first and second quarters of Fiscal 2021, negatively impacted the use of the *MobiKwik Wallet*, particularly for offline merchants. Offline stores were temporarily closed and transactions continued only in essential categories affecting new merchants onboarding and ongoing business activities resulting in negative growth in offline users, merchants and transactions. Our consumer payments segment GMV decreased by 22.49% from ₹ 152,687.79 million in Fiscal 2020 to ₹ 118,345.95 million in Fiscal 2021;
- adverse impact on credit disbursal in the BNPL segment, on account of the uncertainty associated with the COVID-19 pandemic in the first half of Fiscal 2021. Our BNPL segment GMV decreased by 38.22% from ₹ 4,854.92 million in Fiscal 2020 to ₹ 2,999.43 million in Fiscal 2021;
- increase in unemployment and heightened job insecurity, resulting in failure of our users to fulfil their payment obligations in relation to the BNPL credit availed by them. Provisions for ECL as a percentage of BNPL segment GMV increased from 1.92% in Fiscal 2020 to 2.40% in Fiscal 2021, while provisions for ECL as a percentage of *MobiKwik Zip* GMV increased from 1.89% in Fiscal 2020 to 5.25% in Fiscal 2021;
- decline in certain collections which involve manual intervention as our collections team and network of third-party collection agents were not able to conduct collection activities due to the nation-wide lockdown and travel restrictions that have been imposed;
- negative effects on the growth in the payment volume processed by our payment gateway segment, particularly in the first and second quarters of Fiscal 2021. Our payment gateway segment GMV decreased by 20.75% from ₹ 143,341.91 million in Fiscal 2020 to ₹ 113,589.70 million in Fiscal 2021; and
- challenges to the availability and reliability of our offerings resulting from changes to our normal operations, including due to the increase in the COVID-19 cases occurring at our merchants' sites or mandatory lock-down requirements, which may impact our employees, our level of customer service, and/or the systems or employees of our merchants and business partners.

While all of our business segments have recovered since lockdowns eased in India, particularly in the third and fourth quarters of Fiscal 2021, any further government actions and lockdowns to contain the spread of COVID-19 could adversely impact us. Also, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations - Key Factors affecting our Financial Condition and Results of Operations*" on page 292. Further, the impact of the ongoing second wave in India cannot be ascertained at this time, and we cannot currently estimate the duration or future negative impact of the COVID-19 pandemic on our business or on the Indian or global economy. There can be no assurance that user spending in offline transactions will fully recover from the impact of the COVID-19 crisis, and if they do not recover as a result of the COVID-19 crisis continuing or worsening, or otherwise, our business and results of operations would be significantly and adversely impacted, which could also adversely impact our market share. To the extent that the COVID-19 pandemic adversely affects our business and operations, it may also have the effect of heightening many of the other risks described in this "*Risk Factors*" section.

2. If we are unable to attract new users or merchants, and retain and grow our relationships with our existing users or merchants, our business, results of operations, financial condition, and future prospects would be materially and adversely affected.

As of March 31, 2021, our Company had over 101.37 million Registered Users and more than 3.44 million online, offline and biller merchant partners. We believe that growth of our business and revenue is dependent upon our ability to continue to grow our network by retaining existing and adding new users and merchants in order to increase our transactions and GMV, drive revenue growth and achieve profitability. Our ecosystem connects end users, retail merchants, lending institutions and other partners, 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 users transacting online during Fiscal 2021, the operating restrictions/ lockdowns imposed due to the COVID-19 pandemic affected the onboarding of offline users 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 users or merchants, generate repeat use and increase transaction volume, the value of our network may be diminished.

Our ability to retain and grow our relationships with our users and merchants depends on the willingness of users to use our platform or merchants to partner with us. The attractiveness of our platform to users depends upon, among other things: the number and variety of merchants and the mix of products available through our platform; our brand and reputation; user experience and satisfaction; customer service; user 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 user base; our brand and reputation; the amount of merchant fees that we charge; our ability to sustain our value proposition to merchants for user 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 user spending behaviour, economic conditions and other factors that may affect a particular type of merchant or industry.

We enter into non-exclusive agreements with our consumer payment segment's merchants typically for a period of one to three years. These agreements stipulate that the right to accept or cancel a transaction after the user has used the services vests with the merchant and any dispute arising out of deficient, improper or incomplete product/ service will be dealt directly between the merchant and the user. In addition, we are responsible for collating and maintaining records of payment details of the user and authorization of the payment when the users decides to use the 'pay by' *MobiKwik Wallet*. These agreements can be terminated by either party without cause at short notice and the termination of our significant merchant agreements could result in a reduction in transaction volume and merchant network revenue. Further, while we are not responsible for the quality, quantity, merchantability, delivery, non-delivery of the products/services that are being paid for by the users, any failure on the part of the merchant in relation to the products/ services may diminish the value of our platform. We earn revenue in the form of merchant fee collected when a user purchases goods or services on a merchant and pays through the *MobiKwik Wallet*, which may be modified from time to time on mutually agreed terms. Moreover, the Government of India has made it mandatory for businesses with turnover of ₹ 500 million or more to mandatorily provide payment facilities, such as, *Rupay* debit card, BHIM- Unified Payments Interface ("**UPI**") QR Code and UPI QR, and removed merchant fees on payments through UPI and *Rupay* cards as well as for transactions below ₹ 2,000 on debit cards (*Source: RedSeer Report*). As a result of such regulatory intervention, increased competition and new forms of payments/ payment mechanism, certain of our merchants have renegotiated a lower merchant fee, which could result in reduced margins that would have a material and adverse effect on our business, financial condition and results of operations.

3. 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 users' 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. 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 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 153.

We may experience breaches 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 users' 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. 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 users, merchants, or business partners, and attempting to fraudulently induce users of our platform (including employees, users and merchants) into disclosing confidential data such as user 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 users, 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, users may be exposed to cybersecurity threats. In such cases, there is a risk that users 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. For instance, 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 users. Following such media reports, we engaged an independent digital forensic audit expert to conduct an audit relating to these allegations. The forensic audit expert subsequently reported that based on the analysis of logs/ data provided to them, there was no unauthorised access from outside of our Company's infrastructure or internally to the database server wherein customer data is stored, during the review period. The report however states certain limitations to the processes undertaken, including virtual walk-through of our systems, not analysing employee devices and that the review was based on logs made available by us and certain non-mandatory logs were not available for the audit. In addition to the recent incident, in 2010, when we were operating at a relatively smaller scale, a hacker had gained unauthorized access to our operating systems, which resulted in certain disruption in our operations.

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 and loss of user 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 users 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.

4. Our Statutory Auditors and previous statutory auditors have included a qualification, emphasis of matters and a material uncertainty related to going concern in their respective auditors' reports for our consolidated financial statements for Fiscals 2019, 2020 and 2021, as applicable.

- 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. Our previous statutory auditors in each of their audit reports on our consolidated financial statements for Fiscals 2019 and 2020 also qualified this matter. For further information, see "*Restated Financial Statements – Note 44 – Notes to Adjustments – Non – adjusted items*" and "*Summary of Offer Document – Qualifications of the Auditors*" on pages 287 and 21, respectively.

- Our previous statutory auditors had included a material uncertainty related to going concern in each of their audit reports on our consolidated financial statements for Fiscals 2019 and 2020 highlighting that our ability to continue as a going concern is significantly dependent upon raising further capital and improvement in our operations, which indicates that a material uncertainty exists that may cast significant doubt on our ability to continue as a going concern. However, our previous statutory auditors' opinions in their audit reports on our consolidated financial statements for Fiscals 2019 and 2020 are not modified in relation to this matter. For further information, see "*Restated Financial Statements – Note 44 – Notes to Adjustments – Non – adjusted items – (i) Auditor's Comments in the Independent Auditors' Report – Financial Year ended 31 March 2020 – (c) Material uncertainty related to Going Concern*" and "*Restated Financial Statements – Note 44 – Notes to Adjustments – Non – adjusted items – (i) Auditor's Comments in the Independent Auditors' Report – Financial Year ended 31 March 2019 – (b) Material uncertainty related to Going Concern*" on pages 288 and 288, respectively.

- Further, our previous statutory auditors had included certain emphasis of matters regarding the uncertainties and impact of COVID-19, and uncertainties around the recoverability of loans facilitated by us due to the implementation of COVID-19 RBI Regulatory Package in relation to moratorium and restructuring of these loans offered by the lending partner, in their audit report to the consolidated financial statements for Fiscal 2020. In addition, our Statutory Auditors and previous statutory auditors have made certain comments in terms of the requirements of CARO for Fiscals 2019, 2020 and 2021, as applicable. For further information, see "*Restated Financial Statements – Note 44 – Notes to Adjustments – Non – adjusted items*" on page 287.

There can be no assurance that any similar qualifications, material uncertainties, remarks or matters of emphasis will not form part of the audit reports on our financial statements for future fiscal periods, or that such remarks will not affect our financial results in future fiscal periods. Investors should consider these qualifications, material uncertainties, remarks and matters of emphasis in evaluating our financial condition, results of operations and cash flows. Any such qualifications, material uncertainties, remarks or matters of emphasis in the auditors' report and/ or CARO report on our financial statements in the future may also adversely affect the trading price of the Equity Shares.

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 user preferences and needs, price sensitivity of merchants and users, and frequent introductions of new products and services. We face intense competition, principally from other mobile wallet companies, fintech companies, payment service providers, including commercial banks that issue payment cards or provide QR codes for payments, digital lending companies, and companies providing similar technology or distribution-driven financial services in India. Some of our current and potential competitors are larger operationally and/or financially than we are, have larger user 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 users and merchant preferences that may render our platform less attractive or obsolete.

We compete for users based on factors, such as, the value and user experience we offer as well as the security of our *MobiKwik* platform and other offerings. We compete for merchants based on factors, such as, scale and engagement of users 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 users' 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 and merchant 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. 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 users has further increased competition for us in our consumer payments platform and could have an adverse impact on our business, financial condition, results of operations and prospects.

According to the RedSeer Report, BNPL as a payment mechanism is significantly evolved in developed markets and multiple players are leading the growth of BNPL in these markets. This increased competition in the BNPL market may result in overleveraging of users 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 BNPL players. Some of our potential BNPL 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 users, 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 cross-subsidize their offerings through their other business lines, broad-based local distribution capabilities, and lower-cost funding. In addition, because many of our BNPL competitors are large financial institutions that fund themselves through low-cost insured deposits and continue to own the loans that they originate, they have certain revenue and funding opportunities that we currently do not avail. In addition, BNPL offerings typically have low entry barriers and the cost to switch between different competitors' BNPL offerings is low. Users 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.

Increased competition could result in the need for us to alter the pricing we offer to merchants or users. If we are not able to compete effectively, differentiate our business from those of our competitors or drive value for our users and merchants, our ability to retain users, merchants and partners may be adversely affected, the level of economic activity and user 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 funding requirements and the proposed deployment of Net Proceeds have not been appraised by any bank or financial institution or any other independent agency and our management will have broad discretion over the use of the Net Proceeds.***

We intend to utilise the Net Proceeds of the Offer as set forth in "*Objects of the Offer*" on page 106. The funding requirements mentioned for the objects of the Offer are based 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. Further, while our Company intends to utilise at least 40% of the Net Proceeds towards organic growth initiatives, it has currently not estimated specific amounts that will be deployed towards the objects of the Offer. The exact amounts that will be utilised from the Net Proceeds towards the stated objects will depend upon our business plans, market conditions, our Board's analysis of economic trends and business requirements, competitive landscape, ability to identity and conclude inorganic acquisitions as well as general factors affecting our results of operations, financial condition and access to capital. For further details, see "*Objects of the Offer*" on page 106.

Various risks and uncertainties, including those set forth in this section, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business. For example, our organic growth and expansion plans could be delayed due to failure to receive regulatory approvals, technical difficulties, human resource, technological or other resource constraints, or for other unforeseen reasons, events or circumstances. We may also use funds for future businesses which may have risks significantly different from what we currently face or may expect. Further, we may not be able to attract personnel with sufficient skills or sufficiently train our personnel to manage our expansion plans. Accordingly, use of the Net Proceeds for other purposes identified by our management may not result in actual growth of our business, increased profitability or an increase in the value of our business and your investment.

7. ***Our credit underwriting and risk management systems may not be able to effectively assess or mitigate the risks of BNPL credit enabled through our platform and we may experience default in payment obligations, which could adversely affect our business, results of operations and financial condition.***

Our exposure to credit risk is from the BNPL business in which we facilitate credit to our users through lending partners. We provide financial guarantees on our BNPL business to our lending partners to cover the loss on the credit extended to our users. Financial guarantees are capped to the extent agreed with the respective lending partner. 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. In Fiscals 2019, 2020 and 2021, our financial guarantee expenses amounted to ₹ 117.70 million, ₹ 496.52 million and ₹ 583.67 million, respectively. Accordingly, we bear the capped credit risk in the event that our users default with respect to their BNPL credit payment obligations and are required to guarantee the losses incurred as part of our collection efforts to our lending partners to a certain extent. If our collection efforts are inadequate or ineffective, it may adversely affect the asset quality of the BNPL credit enabled through our platform, and materially and adversely affect our future EBITDA/ Adjusted EBITDA, profit and GMV growth on account of the amount of provisions we may need to make. We calculate impairment loss allowance in our BNPL business using the expected credit loss ("**ECL**") model to cover the guarantees provided to our lending partners. In Fiscals 2020 and 2021, provisions for ECL as a percentage of BNPL segment GMV was 1.92% and 2.40%, respectively, while provisions for ECL as a percentage of *MobiKwik Zip* was 1.89% and 5.25%, respectively, in the same periods. In addition, determining our allowance for credit losses requires many assumptions and complex analyses and if our estimates prove incorrect, we may incur net charge-offs in excess of our reserves, or we may be required to increase our provision for credit losses, either of which would adversely affect our results of operations. For further information, see "*Restated Financial Statements – Note 34: Financial Risk Management Objectives and Policies – (i) Credit Risk Management*" on page 266.

Our ability to build trust in our BNPL 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 strategy. While our credit underwriting process involves various parameters to assess a user'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 BNPL credit to credit worthy users 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, changes in user behavior, changes in the economic environment, issuing bank policies, and other factors. Further, our BNPL products are relatively new and as a result, our credit-risk scoring algorithm is still evolving and may not accurately assess credit-risk and predict the credit losses as we scale up our BNPL segment. 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.

8. ***We have a history of losses, including in Fiscals 2019, 2020 and 2021. In the event our loss continues to increase, especially if we continue to grow at an accelerated rate, we may be unable to achieve profitability for the foreseeable future and it may adversely affect our business and financial condition.***

Our loss for the year amounted to ₹ 1,479.73 million, ₹ 999.20 million and ₹ 1,113.00 million in Fiscals 2019, 2020 and 2021, respectively. Our losses have historically resulted primarily from the substantial investments required to grow our business and user acquisition costs. We expect that these costs and investments will continue to increase as we continue to grow our business. We have expended and expect to continue to expend substantial financial and other resources on, among others, marketing costs to attract users 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. In addition, we intend to invest in maintaining our high level of user and merchant service and support, which we consider critical to our continued success. Our operating costs and other expenses, including financial guarantee expenses, 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. Our failure to generate profits may adversely affect the market price of our Equity Shares, restrict our ability to pay dividends and impair our ability to raise capital and expand our business.

9. ***We may not be able to maintain the levels of growth, including in our BNPL segment, 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 operations growing at a CAGR of 39.41% from ₹ 1,484.75 million in Fiscal 2019 to ₹ 2,885.71 million in Fiscal 2021. In particular, we have experienced rapid growth in our BNPL products since their introduction, with our BNPL segment GMV increasing from ₹ 2,327.95 million in Fiscal 2019 to ₹ 4,854.92 million in Fiscal 2020 and despite of the impact of COVID-19, amounted to ₹ 2,999.43 million in Fiscal 2021. In particular, as lockdowns in response to the COVID-19 pandemic eased in India towards the end of May 2020, all of our business segments started recovering in the third and fourth quarters of Fiscal 2021, however, the accelerated growth of our business stemming from the effects of the COVID-19 pandemic may not continue in the future. 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 users, transaction volume and mix, lower sales by our merchants (particularly those with whom we have significant relationships), general economic conditions, 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.

Our BNPL products are dependent on factors beyond our control such as cost of capital, prevailing interest rates, overall liquidity, diversity of funding and delinquency rate of BNPL credit enabled through our platform may affect our lending partners' willingness to continue to collaborate with us to provide the BNPL credit enabled through our platform. Any adverse impact on these factors may adversely impact our business. Further, as BNPL is still relatively new it is uncertain to what extent market acceptance will continue to grow or get affected by new competitors who may disrupt the pricing and commercial efficiencies of the business. Moreover, the regulatory policies and legal requirements for BNPL are still evolving and being developed in India, and the implementation of such laws, rules and regulations may have an adverse affect on our business, prospects, results of operations and financial condition. In the past, we had adjusted our business in response to the evolving regulatory environment with respect to our offerings, including BNPL, however, there can be no assurance that we will be able to make adjustments to our business in the future in a timely manner 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.

Our future commercial and financial successes also depend on our ability to successfully execute our growth strategies, including increase penetration of BNPL products, continue to acquire and retain users, invest in data science and technology, expand payment use cases and increase strategic partnerships with merchants and lending partners. 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 investments of time and resources, and may present new and difficult technological, operational and compliance challenges.

10. ***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 user and merchants needs, maintain relationships with users, merchants and other partners, and provide a user-friendly platform. If we are unable to maintain, protect and enhance our brand, expand our existing base of users and merchants, increase their engagement with our platform in a cost-effective manner, it could reduce the number and deteriorate our relationships with users, 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, user 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 other participants do not provide satisfactory services to users, 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 users 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 users 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 for 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 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.

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 affect on our brand and reputation if such merchants are involved in malpractices or not able to provide satisfactory services to *MobiKwik* users.

11. Our BNPL 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 BNPL products are developed, managed and serviced by us, we are not a lender and we therefore partner with banks and RBI registered NBFCs, who in turn extend the BNPL credit to our users, through our technology platform. Accordingly, our success depends on our ability to maintain a mutually beneficial partnership with our lending partners. We have partnered with five lending institutions, namely, IDFC FIRST BANK, InCred, Fullerton India Credit Company Limited, DMI and Faircent.com. Our partnership with these lending partners could be negatively impacted on account of various reasons, including our failure to (i) maintain 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 user engagement and merchant activity level. As a result of these, our lending partners may, amongst others, (i) determine to reach and acquire users directly instead of partnering with us; (ii) develop their own technology capabilities to serve users; (iii) renegotiate 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 or ultimately lead to our inability to satisfy demand from users. 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 BNPL products. 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 BNPL 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 BNPL services. If any of these factors materialize, our BNPL products would be materially and adversely affected, which in turn could materially and adversely 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 our BNPL players 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 BNPL offerings, we may require 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 the continued impact of the COVID-19 pandemic, could adversely affect the availability, diversity, cost, and terms of our lending arrangements. The broad impact of COVID-19 on the financial markets has created uncertainty and volatility in many lending markets and with many lending sources.

We have entered into agreements with our lending partners to act as a facilitator, service provider or business correspondent, including in connection with facilitating loans to users for them on a non-exclusive basis. Such agreements are typically for a period of one 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 users 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 users 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 performed to the lending partner. Our lending partners also conduct their own user due diligence and shall have the right to approve or reject the user 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 user 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, 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. If any of our lending partners invoke such fixed deposits or bank 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 BNPL products 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.

12. We depend on Zaakpay's services for our consumer payments and BNPL segments and any disruption in its services may adversely affect the operations of platform, which could have an adverse affect on our brand, reputation, business operations, financial condition and results of operations.

Zaakpay is a payment gateway aggregator and offers end-to-end payment processing solutions to online merchants. It benefits from the large user base and merchant network of our platform, which provides a significant untapped opportunity for cross-selling the payment gateway service to online merchants of *MobiKwik Wallet*. While our consumer payments and BNPL segments significantly rely on *Zaakpay's* services for processing payments within the *MobiKwik* ecosystem. In Fiscals 2019, 2020 and 2021, our payment gateway costs to *Zaakpay* amounted to ₹ 646.61 million, ₹ 1,428.82 million and ₹ 1,397.26 million, respectively. 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 *MobiKwik Wallet* and BNPL products, including *MobiKwik Zip*, as well as our brand and reputation.

Providers of payment solutions, including *Zaakpay*, also depend on both direct and sponsored membership in payment networks 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 gateway aggregator services through *Zaakpay*. These agreements typically range for a period of one to five years 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 consumer payment platform, acquire new merchants, and increase revenue from both new and existing merchants could materially and adversely affect *Zaakpay*'s business, financial condition, results of operations and prospects.

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

Our BNPL products provides credit to users which they can use for making purchases using the *MobiKwik Wallet* and repay the same credit within 15 days up to 18 months depending on the type of BNPL 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 BNPL 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. On account of COVID-19, we also experienced decline in certain collection efforts which involved manual intervention as our collections team and network of third-party collection agents were not able to conduct collection activities due to the nation-wide lockdown and travel restrictions that were imposed. Although we intend to comply with the relevant laws and regulations and have 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 BNPL credit facilitated through our platform are 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 BNPL credit if a user is unwilling or unable to repay them.

Our ability to collect on loans is dependent on the user'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, among others, the slowdown of the Indian economy, adverse development in general economic conditions, an increase in unemployment rates among our users, health pandemics or epidemics, such as the COVID-19 pandemic, adverse weather conditions and natural disasters could result in the deterioration of credit profiles of our users. These users 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 users 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 a BNPL credit. Further, a user's ability to repay their BNPL 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 user defaults on a BNPL credit, we may be unsuccessful in our efforts to collect the amount of the BNPL 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. If general economic conditions negatively impact India and users are adversely affected by adverse business conditions, the credit balance enabled through our platform may decrease due to lower demand by users or defaults by some existing borrowers', thereby negatively impacting our growth. Moreover, an economic downturn could reduce risk appetite of our lending partners. 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 users' CIBIL score is impacted, borrowers may still not view the BNPL credit facilitated through our platform as having the same significance as other credit obligations arising under more traditional circumstances. If a user neglects their payment obligations on a BNPL 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. ***We depend on internet search engines, mobile operating systems and application marketplaces to drive traffic and make our platform available to users and merchants. If we do not effectively operate with or receive favourable placements within such engines and operating systems, and maintain high users 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 users through unpaid internet search results on search engines. The number of users 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. 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 would cause us to incur higher advertising costs or reduce our market visibility to prospective users. 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 users through search results, which could have a negative impact on the discoverability of our platform. Any reduction in the number of users 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. Any 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 user 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 users 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 user or merchant growth and user or merchant engagement would be adversely affected.

15. ***Any failure to comply with applicable laws and regulations, including regarding user 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 user 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, AML, 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, user 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 users, through our BNPL platform, 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.

As part of our regulatory compliance, we are required to maintain a minimum regulatory capital 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 we have applied for. 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) ₹ 1,000 million for BBPOU authorization; and (iii) ₹ 250 million to be achieved by March 31, 2023 for payment aggregator authorization, which we are required to maintain to be able to provide consumer payment products without interruption. For details of approvals relating to our business and operations, see "*Government and Other Approvals*" on page 334. 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 noncompliance 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 2018 had highlighted certain non-compliances by the Company under the Master Directions on Issuance and Operation of Prepaid Instruments in relation to (i) permitting loading in minimum detail PPIs without obtaining officially valid documents from the users; and (ii) facilitating fund transfers of the users without completion of their full KYC process. Pursuant to the abovementioned non-compliances, a penalty of ₹ 1.5 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 user systems, data leakage controls on employee mobile devices, protection of user 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 respondes 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, including undertaking to resolve any pending IT issues within a stipulated period.

As privacy and data protection become more sensitive issues in India, we may also become exposed to potential liabilities. For example, with the proposed enactment of the Personal Data Protection Bill, 2019 ("**PDP Bill**")**,** and the ongoing regulatory discussions along proposed Indian regulation to govern non-personal data and recommendations of the non-personal data committee of the Ministry of Electronics and Information Technology, we may become subject to additional potential compliance requirements. As part of our operations, 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 recently introduced 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 158. The improper collection, use or disclosure of our user data could result in a loss of users, 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 user 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 user data, or if they otherwise fail to meet their data security and privacy obligations, or users are otherwise dissatisfied with their service quality on or off our platform, we may be subject to regulatory penalties, user 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.

16. ***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 external business partners and contractors who provide key functions, such as, outsourced user 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 users 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. Further, pursuant to a recent RBI order prohibiting American Express Banking Corp. from on-boarding fresh customers on its network until it complies with rules to store payment system data locally in India, we are currently unable to issue new *MobiKwik Blue American Express Cards* to any fresh customers. While such order does not impact our existing *MobiKwik Blue American Express Cards*, it has adversely affected our ability to offer our services, including BNPL, to new users on the American Express network. Any such disruption in service levels may adversely affect our ability to meet the requirements of users, 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 users 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 management products and the terms and coverage of insurance products distributed through our platform. Any unsatisfactory performance for these products or services may 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 users, harm our reputation and drive users 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 users will continue to do so on acceptable terms, or at all. If any third parties were to stop providing services to us or our users 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.

17. ***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.***

While we acquired 77.00% of our Registered Users organically without any cost, 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 users and merchants. 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 Fiscals 2019, 2020 and 2021, our marketing spend (comprising advertising and business promotion expenses) accounted for 0.42%, 0.44% and 0.58%, respectively, of our total consolidated GMV.

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 BNPL products, we may have to include higher marketing/ promotion costs which may result in an increase in our user acquisition costs and may not lead to a proportionate increase in our revenues, if our BNPL products 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 users and merchants, and may not attract additional users 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 user and merchants 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 BNPL products. 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 users 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.

18. ***We are dependent on a number of key personnel 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, senior management and other key personnel for formulating our business strategies and managing our business. For further information, see "*Our Management*" on page 191. 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. 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.

19. ***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 seven registered trademarks and applied for 14 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 156. 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 users 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.

20. ***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. Consequently, we may 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. 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. Accordingly, we have again refiled the requisite forms with the RBI and have received acknowledgements for such submissions from our AD bank:

1. Allotment of 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 22, 2021.
3. Allotment of Series B3 CCCPS to Cisco Systems (USA) Pte. Ltd. on May 5, 2015. The refiling has been done on June 25, 2021.
4. Allotment of Series B4 CCCPS to Sequoia Capital India Investments IV on November 27, 2015. The refiling has been done on June 25, 2021.
5. 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.
6. Allotment of Series C1 CCCPS to Sequoia Capital India Investments IV on June 24, 2016. The refiling has been done on May 27, 2021.
7. Allotment of Series C2 CCCPS to Net1 Applied Technologies Netherlands B.V. on September 2, 2016 and July 2, 2021. The refiling has been done on July 7, 2021.
8. Allotment of Series C5 CCCPS to Cisco Systems (USA) Pte. Ltd. on January 9, 2017. The refiling has been done on June 25, 2021.
9. 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.
10. Allotment of Series C9 CCCPS to GMO Global Payment Fund Investment Partnership on July 6, 2017. The refiling has been done on June 22, 2021.
11. Allotment of Series C3 CCCPS to Net1 Applied Technologies Netherlands B.V. on July 21, 2017. The refiling has been done on June 22, 2021.

Further, for the below allotments, pursuant to our filings at the time of the allotments with the RBI, the RBI had rejected them due to certain discrepancies. We are in the process of obtaining the correct FIRC and KYC documents from our AD bank, pursuant to which we shall refile the requisite forms with the RBI:

1. Allotment of Series B2 CCCPS to American Express Travel Related Services Company, Inc. on February 27, 2015.
2. Allotment of Series E1 CCCPS to GMO Global Payment Fund Investment Partnership on December 14, 2018.
3. Allotment of Other CCCPS to Khattar Holdings Pte. Limited on May 19, 2021.

While we have subsequently sought to address the irregularities in respect of allotments made to non-residents by making the necessary representations and filings with the RBI, we cannot assure you that the RBI will condone these irregularities, not ask us to initiate compounding proceedings or 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.

21. For certain of the Equity Shares proposed to be offered by non-resident Selling Shareholders in the Offer for Sale, we are yet to receive URNs and UINs from the RBI.

The Selling Shareholders are offering Equity Shares aggregating up to ₹ 4,000 million as a part of the Offer for Sale. For certain of the Equity Shares proposed to be offered by the non-resident Selling Shareholders in the Offer for Sale, we are yet to receive UINs and/or URNs. In the event we do not receive the respective UINs and/or URNs prior to filing the Red Herring Prospectus, such non-resident Selling Shareholders may be unable to transfer such securities in the Offer for Sale. We undertake that such Equity Shares shall not be offered in the Offer for Sale if the UINs and/or URNs are not secured.

22. Failure to deal effectively with fraudulent transactions, illegal activities and negative user experiences would harm our business, and could severely diminish merchant and user confidence in and use of our platform.

We experience and face risks of loss due to fraudulent transactions, including user and merchant fraud, fraudulent chargeback, unauthorized use of account information and identity theft, in all three of our consumer payments, BNPL and payment gateway segments. Significant amounts of fraudulent cancellations or chargebacks 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 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. 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 users to fund their payments, *Zaakpay* has experienced defaults from merchants in the past resulting in losses for *Zaakpay* related to chargebacks from users 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 users to fund their payments. We also incur losses from claims that the user did not authorize the purchase, from user fraud, from erroneous transmissions and from users 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 users, businesses and our partners away from our platform, and materially and adversely affect our business, financial condition and results of operations. 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 control over such third parties. Damage caused to our business reputation and brand name may deter users and merchants from using our platforms, which may have an adverse effect on our financial performance and prospects.

In addition, while the terms of use provided on our platform, which users are bound by, prohibit the use of our services for illegal purposes, our offerings, particularly our consumer payments platform (*MobiKwik Wallet*), 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. 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.

23. 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.

Certain non-GAAP financial measures, such as EBITDA, EBITDA margin, Adjusted EBITDA and Adjusted EBITDA margin, and certain other industry measures relating to our operations and financial performance, such as, GMV, Customer Acquisition Cost, Registered Users, Activated *MobiKwik Zip* users, *MobiKwik Zip* GMV per user per month and *MobiKwik Zip* users repeat rate, have been included in this Draft Red Herring Prospectus. 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 Financial Statements 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 users of our platform, and further, we believe that there are users who have multiple accounts, even though this is prohibited under our terms of use and we implement measures to detect and prevent this behavior. User usage of multiple accounts may cause us to overstate the number of users 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.

24. 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 users and merchants for digital payment 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.

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 users 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 users or merchants or their businesses, these users and merchants 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 digital 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 user base and integrate more merchants 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 user 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 users 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 user 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.

25. The deployment of Net Proceeds towards our organic or inorganic growth initiatives may not take place within the period currently intended, and may be reduced or extended.

Our Company proposes to utilise the Net Proceeds towards, *inter alia*, funding organic and inorganic growth initiatives as permitted under the Memorandum of Association. We propose to utilise at least 40% of the Net Proceeds towards organic growth initiatives. These initiatives comprise customer and merchant acquisition and retention, investment in data-sciences, products and technology, enhancement of the user and merchant experience on our platform, providing cash-collateral to our BNPL lending partners and applying for additional licenses, approvals and authorizations, which will require us to maintain minimum capitalization and net-worth requirements. In addition, we intend to utilise the remaining portion of the Net Proceeds earmarked for growth initiatives towards acquisitions and other strategic initiatives. For further details, see "*Objects of the Offer – Details of the Objects*" on page 107. Accordingly, our decision to utilise the Net Proceeds towards one form of growth initiative (organic/ inorganic) over the other may have an impact on our cash flows, financial condition and results of operations. Further, in the event the portion of the Net Proceeds to be utilised for the inorganic growth initiatives are insufficient, we may have to seek alternative sources of funding. See "*Risk Factors - If the Net Proceeds to be utilised towards inorganic growth initiatives are insufficient for the cost of our proposed inorganic acquisition, we may have to seek alternative forms of funding*" on page 46.

As the Net Proceeds are not proposed to be utilized towards implementing any specific project, a schedule of deployment of funds in relation to the Objects has not been provided in this Draft Red Herring Prospectus. While we intend to deploy the Net Proceeds towards the Objects over the next five Financial Years from listing of the Equity Shares pursuant to the Offer, and as described in the section titled "*Objects of the Offer*" on page 106, the actual deployment of funds will depend on a number of factors, including our business plans, market conditions, our Board's analysis of economic trends and business requirements, competitive landscape as well as general factors affecting our results of operations, financial condition and access to capital. Depending upon such factors, we may, subject to applicable law, have to reduce or extend the deployment period for the stated Objects beyond the estimated five Financial Years, at the discretion of our management.

26. If the Net Proceeds to be utilised towards inorganic growth initiatives are insufficient for the cost of our proposed inorganic acquisition, we may have to seek alternative forms of funding.

We propose to utilise a certain portion of the Net Proceeds towards inorganic growth initiatives, as set forth in "*Objects of the Offer*" on page 106. We will from time to time continue to seek attractive inorganic opportunities that will fit well with our strategic business objectives and growth strategies, and the amount of Net Proceeds to be used for acquisitions will be based on our management's decision. The amounts deployed towards such initiatives may not be the total value or cost of such acquisitions or investments, resulting in a shortfall in raising requisite capital from the Net Proceeds towards such acquisitions or investments. Consequently, we may be required to explore a range of options to raise requisite capital, including internal accruals or debt financing from third party lenders or institutions.

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

Our ability to attract users and merchants is dependent in part on our ability to provide them with high-quality support. Merchants and users depend on our support organization to resolve any issues relating to our platform. If users 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 users do not use our platform, we cannot attract or retain merchants. 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 users 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 user 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 users, our brand and reputation will be adversely affected.

While we endeavour to provide quality support, we receive a large number of user and merchants 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 user satisfaction. Any failure to control the number of complaints/ grievances in the future may affect our market perception and the user 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 and merchants. In addition, our ability to attract new consumers and merchants is highly dependent on our reputation and on positive recommendations from our existing consumers 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 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. 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, one of our Subsidiaries, Zaak ePayment Services Private Limited, 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 328) involving our Company, Directors, Subsidiaries and Promoters.

Type of Proceedings	Number of cases	Amount (in ₹ million)*
Cases against our Company		
Criminal proceedings	Nil	NA
Action by regulatory/statutory authorities	Nil****	NA
Tax proceedings	7	82.77
Material civil litigation	5***	112.49
Other Matters	2****	Not ascertainable
Total	**14**	**195.26**
Cases by our Company		
Criminal proceedings	1**	91.34
Material civil litigation	Nil	NA
Total	**1**	**91.34**
Cases against our Subsidiaries		
Criminal proceedings	Nil	NA
Action by regulatory/statutory authorities	Nil	NA
Tax proceedings	2	21.22
Material civil litigation	Nil	NA
Total	**2**	**21.22**
Cases by our Subsidiaries		
Criminal proceedings	Nil	NA
Material civil litigation	Nil	NA
Total	**Nil**	**NA**
Cases against our Directors		
Criminal proceedings	2	0.12
Action by regulatory/statutory authorities	Nil	NA
Tax proceedings	Nil	NA
Material civil litigation	Nil	NA
Total	**2**	**0.12**
Cases by our Directors		
Criminal proceedings	1	0.15
Material civil litigation	Nil	NA
Total	**1**	**0.15**
Cases against our Promoters##		
Criminal proceedings	2##	0.12
Action by regulatory/statutory authorities	Nil	NA
Tax proceedings	Nil	NA
Material civil litigation	Nil	NA
Disciplinary action including penalty imposed by SEBI or stock exchanges in the last five financial years including any outstanding action	Nil	NA
Total	**2**	**0.12**
Cases by our Promoters		
Criminal proceedings	Nil	NA
Material civil litigation	Nil	NA
Total	**Nil**	**NA**

* *Amount to the extent quantifiable*
** *This includes a first information report against seventy-two individuals. For further details of the outstanding litigation proceedings, see "Criminal proceedings initiated by our Company" beginning on page 329.*
*** *This includes two cases where settlement has been reached and settlement amounts have been paid. For further details, see 'Outstanding Litigation and Material Developments - Civil litigation under Insolvency & Bankruptcy Code, 2016, for which settlement agreements have been entered into' on page 329.*
**** *Our Company has filed two compounding applications before the Regional Director, Northern Region, situated at New Delhi, which have been summarised under the column 'Other Matters' on page 47. For further details, see 'Other Matters' on page 330.*
Cases included for Promoters are common with the cases mentioned under the column 'Cases against our Directors' on page 47, as our Founder Promoters are our Directors as well.

There can be no assurance that these legal proceedings will be decided in our favor or in favor of the aforesaid parties. 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 328.

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

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

We offer micro insurance (life, health and general) products, mutual fund investments and trading of digital gold. Accordingly, our ability to generate additional revenue from users depends on our ability to offer commercially viable financial service products that identify and anticipate user needs. Our ability to attract users, to use, and build trust in, our insurtech and wealthtech products is significantly dependent on our ability to match suitable products to our users, which we determine based on the user insights generated from our platform. However, the complex nature of such insurtech and wealthtech products may constrain our partners' ability to design new products that can sufficiently address the users' needs or our ability to distribute such products on our platform. Our proprietary algorithms also may not be effective in predicting the propensity of users to buy wealthtech and insurtech products. 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 users. 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.

30. 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, Zaak ePayment, 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 application is currently pending with the RBI. We cannot assure you that such authorization will be granted. Failure or delay in obtaining or maintaining or renew the required authorizations or approvals 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.

31. 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.

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 favorable 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 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 OFAC or other U.S. government agencies. Other governments and international or regional organizations also administer similar economic sanctions.

We provide services to our users 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 users' 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, 2021, we had total borrowings (consisting of secured short term borrowings) of ₹ 605.93 million. 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 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. 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 users fund their MobiKwik Wallet could negatively impact our business, financial condition and results of operations.

Users can fund their *MobiKwik Wallet* using various funding sources, including (i) savings from their bank account through debit card, net banking or UPI; (ii) credit through credit card and BNPL products; (iii) other pre-paid instruments, including gift cards, pre-paid cards and coupons; and (iv) 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 users fund their *MobiKwik Wallet* using some of these funding sources. However, we do not incur a bank processing cost when users fund their *MobiKwik Wallet* from our BNPL products, UPI or another users' *MobiKwik Wallet*. We also charge a convenience fee in certain cases to users for funding their *MobiKwik Wallet* with a credit card. Accordingly, our financial success is sensitive to changes in the rate at which our users fund their *MobiKwik Wallet* using funding sources which involve a bank processing cost, which can significantly increase our costs. Some of our users 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 BNPL 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 BNPL 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. For further information relating to our related party transactions, see "*Restated Financial Statements – Note 36: Related Party transactions*" on page 271. 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 financial condition may be materially and adversely affected if we fail to collect trade receivables in a timely manner, or at all.

Our trade receivables are non-interest bearing and the average credit period is between 30 to 60 days. We measure the loss allowance for trade receivables at an amount equal to lifetime ECL. We write off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the debtor has been placed under liquidation or has entered into bankruptcy proceedings. In Fiscals 2019, 2020 and 2021, our trade receivables (net of allowances for doubtful debts (expected credit loss allowance)) were ₹ 166.18 million, ₹ 167.60 million and ₹ 376.04 million, respectively. There can be no assurance that we can effectively limit our counterparty risk with respect to these trade receivables and avoid losses from trade receivables in the future. If we fail to collect all or part of such trade receivables in a timely manner, or at all, our financial condition may be materially and adversely affected.

39. 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 2019, 2020 and 2021 and may, in the future, experience negative cash flows. The following table sets forth certain information relating to our cash flows for the periods indicated below:

Particulars	**Fiscal**		
	2019 (Proforma)	**2020**	**2021**
	(₹ million)		
Net cash (used in) operating activities	(1,383.15)	(182.52)	(345.06)
Net cash generated from investing activities	734.67	131.60	104.92
Net cash generated from/ (used in) financing activities	544.16	(231.95)	725.72
Net (decrease)/ increase in cash and cash equivalents	(104.32)	(282.87)	485.58
Cash and cash equivalents at the end of the year	(179.86)	(462.73)	22.85

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 308. Further, we cannot assure you that our net cash flow will be positive in the future.

40. 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 157. 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.

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

Certain of our Directors and Key Managerial Personnel are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses. Certain of our Directors 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, andcertain of our Key Managerial Personnel are interested in our Company to the extent of employee stock options held by them. 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 196 and 102. We cannot assure you that our Directors and Key Managerial Personnel 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 191 and 209, respectively.

42. ***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 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 5th Floor, Huda City Centre Metro Station, Sector 29, Gurgaon, Haryana - 122 001, India, for which we have entered into a co-working space agreement from February 15, 2021 for a period of one year. 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.

43. ***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 as per Ind AS 37 as on March 31, 2021, as indicated in our Restated Financial Statements are as follows:

Particulars	**As of March 31, 2021**
	(₹ million)
(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
- Amount paid under protest relating to the above matter	0.83
(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	-

** Subsequent to March 31, 2021, our Company received an assessment order dated June 15, 2021 ("**Assessment Order**") imposing a demand of ₹ 583.00 million on account of additions made under section 68 of the Income Tax Act, 1961 for Fiscal 2017. 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 Fiscal. Subsequently, our Company filed a writ petition dated July 2, 2021 against the Assessment Order before the High Court of Delhi, pursuant to which the High Court of Delhi through its order dated July 7, 2021 quashed the Assessment Order under which a payment of ₹ 583.00 million was demanded from our Company and reinstated the assessment proceedings from the date of the notice dated June 11, 2021.*

For further details of our contingent liabilities as per Ind AS 37 as on March 31, 2021, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Outstanding Litigation and Material Developments*" and "*Financial Statements*" beginning on pages 292, 328 and 215, respectively.

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

44. ***After the completion of the Offer, our Promoters will continue to collectively hold substantial shareholding in our Company.***

After the completion of the Offer, 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.

45. 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 has filed a compounding application dated June 10, 2021 before the Regional Director, Northern Region, Registrar of Companies, Delhi and Haryana under the provisions of the Companies Act, 2013, which is currently pending. 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, Northern Region, Registrar of Companies, Delhi and Haryana. For further details, please see "*Outstanding litigation and material developments – Litigation involving our Company – Other matters* on page 330. We cannot assure that the above non-compliances will be compounded by the RoC and that there will no further actions will not be initiated against us in the future and we will not be subject to any penalty imposed by the RoC or any competent regulatory authority in this regard.

46. We have issued Equity Shares during the preceding twelve months at a price which may be below the Offer Price.

We have, in the last 12 months prior to filing this Draft Red Herring Prospectus, issued Equity Shares at a price that could be lower than the Offer Price. For further details, see "*Capital Structure – Notes to Capital Structure – Issue of shares at a price lower than the Offer Price in the last one year*" on page 93.

47. 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 Offer. 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 Management Consulting Private Limited, to prepare an industry report titled "*India Fintech Market*" dated July 2021, 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. We commissioned and paid for this report for the purpose of confirming our understanding of the industry in connection with the Offer. The RedSeer Report has been exclusively prepared for the purposes of the Offer. None of our Company (including our Directors), the Selling Shareholders, the legal counsels and the BRLMs, nor any other person connected with the Offer has verified the information covered in the RedSeer Report and cannot provide any assurance regarding the information in this Draft Red Herring Prospectus derived from, or based on, the RedSeer Report. 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.

In view of the foregoing, you may not be able to seek legal recourse for any losses resulting from undertaking any investment in the Offer pursuant to reliance on the information in this Draft Red Herring Prospectus based on, or derived from, the RedSeer Report. 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 Offer. See "*Industry Overview"* on page 122. 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 16.

48. 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 in the past. 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 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 214. 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.

49. We will not receive any proceeds from the Offer for Sale. The Selling Shareholders will receive the net proceeds from the Offer for Sale.

The Offer consists of a Fresh Issue and an Offer for Sale. The Selling Shareholders shall be entitled to the net proceeds from the Offer for Sale for their respective portions of Offered Shares, which comprise proceeds from the Offer for Sale net of Offer expenses shared by the Selling Shareholders, and our Company will not receive any proceeds from the Offer for Sale.

EXTERNAL RISK FACTORS

RISKS RELATING TO INDIA

50. Political, economic or other factors that are beyond our control may have an adverse effect on our business and results of operations.

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located elsewhere, including India. Adverse economic developments, such as rising fiscal or trade deficit, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition and results of operations and reduce the price of our Equity Shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our products may be adversely affected by an economic downturn in domestic, regional and global economies. Economic growth in the countries in which we operate is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production. Consequently, any future slowdown in the Indian economy could harm our business, results of operations and financial condition. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

51. 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 users 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.

52. If there is any change in laws or regulations, including taxation laws, or their interpretation, such changes may significantly affect our financial statements.

The regulatory and policy environment in which we operate is evolving and is subject to change. 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. Any changes to such laws, including the instances mentioned below, may adversely affect our business, financial condition, results of operations, cash flows and prospects.

For instance, the Taxation Laws (Amendment) Act, 2019 prescribed certain changes to the income tax rate applicable to companies in India and companies can henceforth voluntarily opt in favor of a concessional tax regime (subject to no other special benefits/exemptions being claimed). 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. 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 2022, pursuant to which the Finance Act, 2021 has introduced various amendments. 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.

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.

53. The occurrence of natural or man-made disasters or outbreak of global pandemics, such as the COVID-19 pandemic, 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.

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, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war in India or globally may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. 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 market price of the Equity Shares.

54. 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 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. Events of this nature in the future, as well as social and civil unrest within other countries in Asia, could influence the Indian economy. A number of countries in Asia, including India, as well as countries in other parts of the world, are susceptible to contagious diseases and, for example, have had confirmed cases of diseases such as the highly pathogenic H7N9, H5N1 and H1N1 strains of influenza in birds and swine and more recently, the COVID-19 virus.

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.

55. 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 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. 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.

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

Our audited consolidated financial statements for Fiscal 2021 are the first annual audited consolidated financial statements prepared in accordance with Ind AS. For periods up to and including Fiscal 2020, we prepared our consolidated financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013 and other relevant provisions of the Act (“**Indian GAAP**”). Accordingly, we prepared consolidated financial statements, which comply with Ind AS applicable for periods ending on March 31, 2021, together with the comparative period data as at and for the year ended March 31, 2020. In preparing these consolidated financial statements, our opening balance sheet was prepared as at April 1, 2019, our date of transition to Ind AS. In addition, the restated consolidated financial information for the year ended March 31, 2019 have been prepared on proforma basis in accordance with requirements of SEBI Circular No.-SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 and Guidance Note On Reports in Company Prospectuses issued by ICAI, as amended/revised. For the purpose of proforma restated consolidated financial information for the year ended March 31, 2019, we have followed the same accounting policy and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) as initially adopted on the transition date, *i.e.* April 1, 2019. For further information, see “*Restated Financial Statements – Note 43: First Time Adoption of Ind AS*” and “*Restated Financial Statements – Summary of Significant Accounting Policies*” and “*Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Presentation of Financial Information*” on pages 276 and 14, respectively. Ind AS differs in certain significant respects from Indian GAAP, IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar in other countries. If our financial statements were to be prepared in accordance with such other accounting principles, our results of operations, cash flows and financial position may be substantially different. Prospective investors should review the accounting policies applied in the preparation of our financial statements, and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Any reliance by persons not familiar with Ind AS accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should be limited accordingly.

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

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. India's sovereign rating decreased from Baa2 with a "negative" outlook to Baa3 with a "negative" outlook by Moody's and from BBB with a "stable" outlook to BBB with a "negative" outlook (Fitch) in June 2020. 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. A downgrading of India's credit ratings may occur, for example, upon a change of government tax or fiscal policy, which are outside our control. This could have an adverse effect on our ability to fund our growth on favorable terms or at all, and consequently adversely affect our business and financial performance and the price of the Equity Shares.

58. 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 one of our Directors, all of our Directors and key management personnel reside in India. All of our assets are also located in India. Where investors wish to enforce foreign judgments in India, they may face difficulties in enforcing such judgments. 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. A party seeking to enforce a foreign judgment in India is required to obtain prior approval from the RBI to repatriate any amount recovered pursuant to the execution of such foreign judgment.

59. 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 62.

60. 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 OFFER AND THE EQUITY SHARES

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

Our Articles of Association, composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors' fiduciary duties, responsibilities and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive and wide-spread 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.

62. 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 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.

63. *Investors may be subject to Indian taxes arising out of income arising on the sale of and dividend on the Equity Shares.*

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. 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.

Earlier, the Finance Act, 2019, 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.

The Government of India has announced the union budget for Fiscal 2022, and the Finance Act, 2021 has received assent from the President of India on March 28, 2021. There is no certainty on the impact that the Finance Act, 2021 may have on our business and operations or on the industry in which we operate. We cannot predict whether any amendments made pursuant to the Finance Act, 2021 would have an adverse effect on our business, financial condition and results of operations. Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. 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. 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 businesses or restrict our ability to grow our businesses in the future.

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.

64. The determination of the Price Band is subject to various factors and assumptions and the Offer Price may not be indicative of the trading price of the Equity Shares, upon listing on the Stock Exchanges subsequent to the Offer. 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 and the Selling Shareholders in consultation with the BRLMs. Further, the Offer Price of the Equity Shares was determined by our Company and the Selling Shareholders in consultation with the BRLMs through the Book Building Process. This price is based on certain factors, as described under "*Basis for Offer Price*" on page 115 and may not be indicative of the trading price of the Equity Shares, upon listing on the Stock Exchanges subsequent to the Offer. 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 Offer, and may decline below the Offer Price. We cannot assure that you will be able to resell the Equity Shares at or above the Offer 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.

65. 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.

66. 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.

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.

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 376.

67. 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, 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 Offer (subject to compliance with the lock-in provisions under the SEBI ICDR Regulations) or pledge or encumber their Equity Shares. Any future issuances could also dilute the value of shareholder's investment in the Equity Shares and adversely affect the trading price of our Equity Shares. Such securities may also be issued at prices below the Offer Price. We may also issue convertible debt securities to finance our future growth or fund our business activities. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares.

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

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

69. 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. 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.

70. 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/Offer Closing Date.

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

We may complete the Allotment of the Equity Shares even if such events occur, and such events may limit the investors' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing. Therefore, QIBs and Non-Institutional 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.

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

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained after the Offer. 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 Offer 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 Offer Price*" on page 115. This price may not necessarily be indicative of the market price of our Equity Shares after the Offer is completed. You may not be able to re-sell your Equity Shares at or above the Offer 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 Offer, but there can be no assurance that active trading in our Equity Shares will develop after the Offer, 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 Offer could fluctuate significantly as a result of market volatility or due to various internal or external risks, including but not limited to those described in this 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 Offer, or changes in the estimates of our performance by analysts;
- the activities of competitors and suppliers;
- future sales of the Equity Shares by us or our shareholders;
- investor perception of us and the industry in which we operate;
- our quarterly or annual earnings or those of our competitors;
- developments affecting fiscal, industrial or environmental regulations;
- 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.

72. 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.

73. 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.

SECTION III – INTRODUCTION

SUMMARY FINANCIAL INFORMATION

The following tables set forth summary financial information derived from our Restated Financial Statements as of and for the Fiscal Years ended March 31, 2021, March 31, 2020 and March 31, 2019.

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 215 and 292, respectively.

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RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES INFORMATION

(₹ in million unless otherwise stated)

Particulars	As at March 31		
	2021	**2020**	**2019 Proforma**
Assets			
Non-current assets			
Property, plant and equipment	9.39	8.00	11.86
Right-of-use asset	-	43.50	64.16
Goodwill	-	-	48.63
Other intangible assets	-	-	0.32
Financial assets			
(i) Investments	7.70	-	-
(ii) Loans	22.09	15.94	15.47
(iii) Others financial assets	61.50	10.46	3.56
Deferred tax assets	26.43	33.91	50.99
Non-current tax assets (net)	150.06	158.60	88.13
Other non-current assets	418.62	2.73	2.18
Total non-current assets	**695.79**	**273.14**	**285.30**
Current assets			
Financial assets			
(i) Investments	-	36.72	-
(ii) Trade receivables	376.04	167.60	166.18
(iii) Cash and cash equivalents	603.33	87.05	324.85
(iv) Bank balances other than (iii) above	1,439.96	2,081.69	1,713.42
(v) Loans	2.10	1.77	3.91
(vi) Others financial assets	990.81	545.71	501.02
Other current assets	123.36	185.68	346.16
	3,535.60	**3,106.22**	**3,055.54**
Assets classified as held for sale	-	-	10.00
Total current assets	**3,535.60**	**3,106.22**	**3,065.54**
Total assets	**4,231.39**	**3,379.36**	**3,350.84**
Equity and liabilities			
Equity			
Equity share capital	10.05	10.05	10.05
Instruments entirely equity in nature	144.27	133.25	127.27
Other equity	(354.45)	(451.82)	(153.05)
Total equity	**(200.13)**	**(308.52)**	**(15.73)**
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	-	12.61	129.61
(ii) Lease liabilities	-	30.78	50.63
(iii) Other financial liabilities	0.35	1. 35	1.35
Provisions	23.14	18.24	16.91
Total non-current liabilities	**23.49**	**62.98**	**198.50**
Current liabilities			
Financial liabilities			
(i) Borrowings	580.48	624.78	604.71
(ii) Lease liabilities	-	19.84	15.90
(iii) Trade payables			
(a) Total outstanding dues of micro enterprise and small enterprises	6.77	11.27	7.86
(b) Total outstanding dues of creditors other than micro enterprises	845.09	613.21	752.95

Particulars	As at March 31		
	2021	2020	2019 Proforma
and small enterprises			
(iv) Other financial liabilities	2,828.55	2,253.69	1,645.76
Contract liabilities	77.26	64.09	79.18
Other current liabilities	57.21	31.56	54.44
Provisions	12.67	6.46	7.27
Total current liabilities	**4,408.03**	**3,624.90**	**3,168.07**
Total liabilities	**4,431.52**	**3,687.88**	**3,366.57**
Total equity and liabilities	**4,231.39**	**3,379.36**	**3,350.84**

RESTATED CONSOLIDATED STATEMENT OF PROFITS AND LOSS INFORMATION

(₹ in million unless otherwise stated)

Particulars	For the year ended March 31		
	2021	**2020**	**2019 Proforma**
Income			
Revenue from operations	2,885.71	3,556.75	1,484.75
Other income	136.85	141.79	117.57
Total income	**3,022.56**	**3,698.54**	**1,602.32**
Expenses			
Employee benefits expense	530.31	656.89	569.02
Impairment of goodwill	-	48.63	-
Other expenses	3,510.39	3,839.39	2,451.96
Total expenses	**4,040.70**	**4,544.91**	**3,020.98**
Earning before interest, tax, depreciation and amortisation (EBITDA)	**(1,018.14)**	**(846.37)**	**(1,418.66)**
Finance costs	71.35	107.14	78.21
Depreciation and amortisation expense	13.14	26.99	15.08
Loss before tax	**(1,102.63)**	**(980.50)**	**(1,511.95)**
Current tax	2.89	1.62	0.07
Deferred tax	7.48	17.08	(32.29)
Total tax expense/ (credit)	**10.37**	**18.70**	**(32.22)**
Loss for the year	**(1,113.00)**	**(999.20)**	**(1,479.73)**
Other comprehensive income (OCI)			
Items that will not be reclassified subsequently to profit or loss:			
Remeasurement of net defined benefit liability	3.02	7.55	3.61
Other comprehensive income for the year	**3.02**	**7.55**	**3.61**
Total comprehensive loss for the year	**(1,109.98)**	**(991.65)**	**(1,476.12)**
Loss for the year attributable to:			
-Owners of the Company	(1,113.00)	(999.20)	(1,479.73)
	(1,113.00)	**(999.20)**	**(1,479.73)**
Other comprehensive income for the year attributable to:			
-Owners of the Company	3.02	7.55	3.61
	3.02	**7.55**	**3.61**
Total comprehensive loss for the year attributable to:			
-Owners of the Company	**(1,109.98)**	**(991.65)**	**(1,476.12)**
Earnings per share:			
- Loss per share (Basic and Diluted)	(22.18)	(20.45)	(31.01)

RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS INFORMATION

(₹ in million unless otherwise stated)

Particulars	For the year ended March 31		
	2021	2020	2019 Proforma
Loss before tax	(1,102.63)	(980.50)	(1,511.95)
Adjustments to reconcile loss before tax to net cash flows:			
Depreciation of property, plant and equipment	4.28	6.01	6.30
Amortisation of intangible assets	-	0.32	0.55
Depreciation on right of use asset	8.86	20.66	8.23
Interest income	(59.09)	(85.96)	(79.03)
Provision for doubtful advances	1.01	-	-
Loss on sale/disposal of property, plant and equipment (net)	0.43	-	0.09
Gain on disposal of investments	(1.40)	(13.74)	-
Fair value gain on financial assets measured at FVTPL	-	(1.72)	-
Gain on termination of lease contract	(8.48)	-	-
Share-based payment expense	31.16	232.53	31.21
Finance costs	71.35	107.14	78.21
Impairment of goodwill	-	48.63	-
Financial guarantee expense	583.67	496.52	117.70
Impairment loss recognised on trade receivables	1.15	(0.64)	5.26
Operating profit/(loss) before working capital changes	**(469.69)**	**(170.75)**	**(1,343.43)**
Changes in			
Trade receivables	(209.59)	(0.78)	(149.90)
Other financial assets	(446.74)	(48.94)	113.42
Other current assets	(353.57)	159.93	(83.39)
Loans	(5.96)	2.37	(8.20)
Other bank balances (Escrow and Nodal accounts)	570.19	(431.11)	(500.93)
Other financial liabilities	94.93	114.06	298.98
Contract liabilities	13.17	(15.08)	5.85
Trade payables	416.77	294.68	293.47
Other liabilities	25.65	(22.88)	40.89
Provisions	14.13	8.07	5.47
Cash generated from/(used in) operations	**(350.71)**	**(110.43)**	**(1,327.77)**
Income tax (paid)/refund, net	5.65	(72.09)	(55.38)
Net cash generated from/(used in) operating activities	**(345.06)**	**(182.52)**	**(1,383.15)**
Cash flow from investing activities			
Proceeds from sale of property, plant and equipment	-	0.04	0.22
Purchase of property, plant and equipment	(6.09)	(2.19)	(11.90)
Investment in mutual funds	-	(35.00)	-
Proceeds from sale of mutual funds	38.12	-	-
Acquisition of subsidiary	-	-	(3.52)
Investment in National Payment Corporation of India	(7.70)	-	-
Investment in Pivotchain Solution Technologies Private Limited	-	-	(10.00)
Proceed from sale of investment in Pivotchain Solution Technologies Private Limited	-	23.74	-
Interest received on bank deposits	60.09	89.07	68.54
Investments in bank deposits not considered in cash and cash equivalents	(236.98)	(15.35)	(1,221.95)
Redemption of bank deposits not considered in cash and cash equivalents	257.48	71.29	1,913.28
Net cash generated from/(used in) investing activities	**104.92**	**131.60**	**734.67**
Cash flow from financing activities			
Proceeds from issues of preference shares	998.30	35.74	262.86
Proceeds from short term borrowings	-	75.00	100.00
Repayment of short-term borrowings	(75.00)	(100.00)	-
Proceeds from non – convertible debenture	-	-	300.00

Particulars	For the year ended March 31		
	2021	2020	2019 Proforma
Repayment of non-convertible debenture	(114.55)	(120.00)	(40.00)
Payment of lease liabilities	(10.84)	(21.69)	(6.51)
Interest and other borrowing cost	(72.19)	(101.00)	(72.19)
Net cash generated from/(used in) financing activities	**725.72**	**(231.95)**	**544.16**
Net increase/(decrease) in cash and cash equivalents	**485.58**	**(282.87)**	**(104.32)**
Cash and cash equivalents at the beginning of the year	**(462.73)**	**(179.86)**	**(75.54)**
Cash and cash equivalents at the end of the year	**22.85**	**(462.73)**	**(179.86)**
Non-cash investing activities			
Fair value change in mutual funds	-	1.72	-

THE OFFER

The following table summarises details of the Offer.

Offer of Equity Shares	Up to [●] Equity Shares aggregating up to ₹ 19,000 million
Of which:	
Fresh Issue[(1)(2)]	Up to [●] Equity Shares aggregating up to ₹ 15,000 million
Offer for Sale[(3)] by Selling Shareholders	Up to [●] Equity Shares aggregating up to ₹ 4,000 million
The Offer consists of:	
Employee Reservation Portion[(4)]	Up to [●] Equity Shares aggregating up to ₹ [●] million
Net Offer	Up to [●] Equity Shares aggregating up to ₹ [●] million
The Net Offer consists of:	
A. QIB Portion[(5) (6)]	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:	
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[(6)]	Not more than [●] Equity Shares
C. Retail Portion[(6)]	Not more than [●] Equity Shares
Pre and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer prior to conversion of outstanding Issued Preference Shares	30,765,900 Equity Shares
Equity Shares outstanding prior to the Offer upon conversion of outstanding Issued Preference Shares	55,586,860 Equity Shares**
Equity Shares outstanding after the Offer	[●] Equity Shares
Use of Net Proceeds	See "*Objects of the Offer*" on page 106 for information about the use of the proceeds from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale.

** *Assuming conversion of 1,248,668 outstanding Issued Preference Shares to a maximum of 24,820,960 Equity Shares. For details of conversion of outstanding Issued Preference Shares to Equity Shares, see "Capital Structure – Conversion of Outstanding Issued Preference Shares" on page 90. The specific number of Equity Shares that each of such Issued Preference Shares will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC.*

(1) *Our Board has authorised the Fresh Issue, pursuant to its resolution dated July 7, 2021 and our Shareholders have authorised the Fresh Issue pursuant to their resolution dated July 7, 2021.*

(2) *Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of such number of Equity Shares for cash consideration aggregating up to ₹ 4,000 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the number of Equity Shares issued pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to a minimum Offer size of [●]% of the post-Offer paid-up Equity Share capital of our Company being offered to the public.*

(3) *Each of the Selling Shareholders has authorized the sale of its respective portion of the Offered Shares in the Offer for Sale. For details of authorizations received for the Offer for Sale as set forth below:*

S. No.	Name of the Selling Shareholder	Date of resolution by board or committee of directors	Date of consent letter	Number of Equity Shares offered in the Offer for Sale
1.	American Express Travel Related Services Company, Inc.	June 1, 2021	July 9, 2021	Of up to [•] Equity Shares# aggregating up to ₹ 99.82 million
2.	Bajaj Finance Limited	April 27, 2021	July 10, 2021	Of up to [•] Equity Shares aggregating up to ₹ 689.81 million
3.	Bipin Preet Singh	-	July 10, 2021	Of up to [•] Equity Shares aggregating up to ₹ 1,113.33 million
4.	Cisco Systems (USA) Pte. Ltd.	July 8, 2021	July 9, 2021	Of up to [•] Equity Shares# aggregating up to ₹ 114.84 million

S. No.	Name of the Selling Shareholder	Date of resolution by board or committee of directors	Date of consent letter	Number of Equity Shares offered in the Offer for Sale
5.	Sequoia Capital India Investment Holdings III	July 9, 2021	July 9, 2021	Of up to [•] Equity Shares# aggregating up to ₹ 208.79 million
6.	Sequoia Capital India Investments IV	July 9, 2021	July 9, 2021	Of up to [•] Equity Shares# aggregating up to ₹ 741.12 million
7.	Tree Line Asia Master Fund (Singapore) Pte Ltd	July 6, 2021	July 8, 2021	Of up to [•] Equity Shares# aggregating up to ₹ 244.12 million
8.	Upasana Rupkrishan Taku	-	July 10, 2021	Of up to [•] Equity Shares aggregating up to ₹ 788.16 million

 # Holds outstanding Issued Preference Shares as on the date of this Draft Red Herring Prospectus, which will convert to Equity Shares prior to filing of the Red Herring Prospectus. Details of the average price of acquisition of Equity Shares of this Selling Shareholder will be included in the Red Herring Prospectus.

(4) *In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 500,000. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation up to ₹ 500,000), shall be added to the Net Offer. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. For further details, see "Offer Structure" beginning on page 356. Our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers, may offer a discount of up to [•]% of the Offer Price (equivalent of ₹ [•] per Equity Share) to Eligible Employees bidding in the Employee Reservation Portion, which shall be announced two Working Days prior to the Bid /Offer Opening Date.*

(5) *Our Company and Selling Shareholders, 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 in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the QIB Portion. 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 (other than Anchor Investors), including Mutual Funds, subject to valid bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, see "Offer Procedure" on page 359.*

(6) *Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange. In the event of under-subscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, the Allotment for the valid Bids will be made in the first instance towards subscription for 90% of the Fresh Issue. For further details, see, "Terms of the Offer" on page 351.*

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 Offer 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. For further details, see "*Offer Procedure*" and "*Terms of the Offer*" beginning on pages 359 and 351, 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 166.

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	Whole-time Director, Chairperson and Chief Operating Officer	02979387	D2, 303, Parsvnath Exotica, Sector 53, Golf Course Road, Gurgaon, Haryana, 122002
Chandan Joshi	Whole-time Director	05168617	A-704 Magalam Aroma, Mansarovar, Patrakar Colony, Jaipur, Rajasthan, 302020
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	The IVY Residential Complex, Sushant Lok Phase 1, A-103, A Block, Sector 28, Gurugram, Haryana - 122009
Raghu Ram Hiremagalur Venkatesh	Independent Director	09202812	48998, Oat Grass Ter, Fremont, California, United States, 94539

For further details of our Directors, see "*Our Management*" on page 191.

Selling Shareholders

The Selling Shareholders in the Offer are set forth below:

- American Express Travel Related Services Company, Inc.
- Bajaj Finance Limited
- Bipin Preet Singh
- Cisco Systems (USA) Pte. Ltd.
- Sequoia Capital India Investment Holdings III
- Sequoia Capital India Investments IV

- Tree Line Asia Master Fund (Singapore) Pte Ltd
- Upasana Rupkrishan Taku

Company Secretary and Compliance Officer

Rahul Luthra is the Company Secretary and Compliance Officer of our Company. His contact details are as follows:

5th Floor, HUDA City Centre, Metro Station,
Sector 29, Gurugram, Gurgaon,
Haryana, 122 001
Tel: +91 (124) 640-9190
E-mail: cs@mobikwik.com

Independent 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: gajendrasharma@bsraffiliates.com
ICAI Firm Registration Number:116231W/W-100024
Peer Review Number: 011719

Changes in Statutory Auditors

Except as disclosed below, there have been no changes to our statutory auditors in the last three years:

Particulars	Date of change	Reason for change
B S R & Associates LLP, Chartered Accountants Building No. 10, 12th Floor, Tower-C DLF Cyber City, Phase II Gurugram – 122 002, Haryana, India **Email:** gajendrasharma@bsraffiliates.com **Peer Review number:** 011719 **Firm Registration number:** 116231W/W-100024	December 31, 2020.	Appointment as Statutory Auditor for a period of five years
Deloitte Haskins & Sells, LLP 7th floor, Building 10 Tower B DLF Cyber City Complex DLF City Phase -ll, Gurugram, Haryana-122002 Email: rtandon@deloitte.com Peer Review number: 009919 Firm Registration number: 117366W /W-100018		Completion of term as auditor of our Company

Book Running Lead Managers

ICICI Securities Limited
ICICI Centre, H. T. Parekh Marg,
Churchgate, Mumbai 400 020
Maharashtra, India
Tel: +91 22 2288 2460
E-mail: mobikwik.ipo@icicisecurities.com
Investor grievance e-mail:
customercare@icicisecurities.com
Contact person: Sameer Purohit/ Vaibhav Saboo
Website: www.icicisecurities.com
SEBI Registration: INM000011179

BNP Paribas
BNP Paribas House, 1-North Avenue
Maker Maxity, Bandra Kurla Complex, Bandra (E)
Mumbai 400 051
Tel: +91 22 3370 4000
E-mail: dl.ipo.mobikwik@asia.bnpparibas.com
Investor grievance email:
indiainvestors.care@asia.bnpparibas.com
Contact person: Mehul Golwal
Website: www.bnpparibas.co.in
SEBI Registration No.: INM000011534

Credit Suisse Securities (India) Private Limited
9th Floor, Ceejay House, Plot F, Shivsagar Estate, Dr.
Annie Besant Road, Worli, Mumbai 400 018
Maharashtra, India
Tel: +91 22 6777 3777
E-mail: list.mobikwikipo@credit-suisse.com
Investor grievance e-mail: list.igcellmer-bnkg@credit-suisse.com
Contact person: Abhishek Joshi
Website: https://www.credit-suisse.com/in/en/investment-banking-apac/investment-banking-in-india/ipo.html
SEBI Registration: INM000011161

IIFL Securities Limited
10th Floor, IIFL Centre
Kamala City, Senapati Bapat Marg
Lower Parel (West), Mumbai 400 013
Maharashtra, India
Tel: +91 22 4646 4600
E-mail: mobikwik.ipo@iiflcap.com
Investor grievance e-mail: ig.ib@iiflcap.com
Contact person: Sachin Jagad/ Dhruv Bhagwat
Website: www.iiflcap.com
SEBI Registration: INM000010940

Jefferies India Private Limited
42/43, 2 North Avenue Maker
Maxity
Bandra-Kurla Complex
Bandra (East), Mumbai 400 051
Maharashtra, India
Tel: +91 22 4356 6000
E-mail: mobikwik.ipo@jefferies.com
Investor grievance e-mail:
jipl.grievance@jefferies.com
Contact Person: Aman Puri
Website: www.jefferies.com
SEBI Registration: INM000011443

Statement of inter-se allocation of responsibilities among the BRLMs

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

Sr. No.	Activity	Responsibility	Co-ordinator
1.	Capital structuring, positioning strategy and due diligence of the Company including its operations/management/business plans/legal etc. Drafting and design of the Draft Red Herring Prospectus, Red	I-Sec, BNP Paribas, Credit Suisse, IIFL, Jefferies	I-Sec

Sr. No.	Activity	Responsibility	Co-ordinator
	Herring Prospectus, Prospectus, Abridged Prospectus and application form. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalization of Prospectus and RoC filing.		
2.	Drafting and approval of all statutory advertisements	I-Sec, BNP Paribas, Credit Suisse, IIFL, Jefferies	I-Sec
3.	Appointment of intermediaries viz., Registrar, Printers, Advertising Agency, Syndicate, Sponsor Bank, Bankers to the Offer and other intermediaries, including coordination of all agreements to be entered into with such intermediaries	I-Sec, BNP Paribas, Credit Suisse, IIFL, Jefferies	Credit Suisse
4.	Drafting and approval of all publicity material other than statutory advertisement as mentioned in (2) above including corporate advertisement, brochure and filing of media compliance report.	I-Sec, BNP Paribas, Credit Suisse, IIFL, Jefferies	Jefferies
5.	Preparation of road show marketing presentation and frequently asked questions	Jefferies	Jefferies
6.	International Institutional marketing of the Offer, which will cover, inter alia: • Institutional marketing strategy; • Finalizing the list and division of international investors for one-to-one meetings; • Finalizing international road show and investor meeting schedule	Jefferies	Jefferies
7.	Domestic Institutional marketing of the Offer, which will cover, inter alia: • Institutional marketing strategy; • Finalizing the list and division of domestic investors for one-to-one meetings; and • Finalizing domestic road show and investor meeting schedule	I-Sec, BNP Paribas, Credit Suisse, IIFL, Jefferies	I-Sec
8.	Non-Institutional marketing of the Issue and retail marketing of the Issue, which will cover, inter alia: • Formulating marketing strategies; • preparation of publicity budget, finalizing media and public relations strategy. • Finalizing centres for holding conferences for brokers • Finalizing collection centres; • Arranging for selection of underwriters and underwriting agreement and • Follow-up on distribution of publicity and Issue material including form, prospectus and deciding on the quantum of the Issue material.	I-Sec, BNP Paribas, Credit Suisse, IIFL, Jefferies	IIFL
9.	Managing the book and finalization of pricing in consultation with the Company and the Selling Shareholders.	I-Sec, BNP Paribas, Credit Suisse, IIFL, Jefferies	Credit Suisse
10.	Coordination with Stock Exchanges for Book Building Process, filing of letters including software, bidding terminals, mock trading, payment of 1% security deposit to the Designated Stock Exchange and Anchor Investor intimation	I-Sec, BNP Paribas, Credit Suisse, IIFL, Jefferies	IIFL
11.	Post- Issue activities, which shall involve essential follow-up with Bankers to the Offer and SCSBs to get quick estimates of collection and advising our Company about the closure of the Issue, based on correct figures, finalization of the basis of allotment or weeding out of multiple applications, listing of instruments, demat credit and refunds, payment of STT on behalf of the Selling Shareholders and coordination with various agencies connected with the post-Issue activity such as Registrar to the Issue, Bankers to the Offer, SCSBs including responsibility for underwriting arrangements, as applicable. Co-ordination with SEBI and Stock Exchanges for refund of 1% security deposit and submission of all post Issue reports including the initial and final post Issue report to SEBI	I-Sec, BNP Paribas, Credit Suisse, IIFL, Jefferies	IIFL

Registrar to the Offer

Link Intime India Private Limited
C 101, 247 Park, L. B. S. Marg
Vikhroli (West)
Mumbai 400 083
Tel: +91 22 4918 6200
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

Legal Counsel to the BRLMs as to Indian Law

J. Sagar Associates
Vakils House
18 Sprott Road,
Ballard Estate, Mumbai 400 001
Maharashtra, India
Tel: +91 22 4341 8600

International legal counsel to the BRLMs

Squire Patton Boggs (MEA) LLP
Dubai International Financial Centre (DIFC) Burj Daman
Office Tower, Level 10
Dubai 111713
United Arab Emirates
Tel: +971 4447 8700

Legal Counsel to the Promoter Selling Shareholders and Sequoia as to Indian Law

IndusLaw
#1502B, 15th Floor
Tower – 1C,"One World Centre"
Senapati Bapat Marg, Lower Parel
Mumbai – 400013, India
Tel: +91 22 4920 7200

Legal Counsel to Amex as to Indian Law

Shardul Amarchand Mangaldas & Co
Amarchand Towers
216, Okhla Industrial Estate, Phase III
New Delhi 110 020, India
Tel: +91 11 4159 0700

Legal Counsel to Cisco and Tree Line as to Indian Law

AZB & Partners
AZB House
Plot No. A8, Sector 4
Noida 201 301
India

Banker to our Company

Axis Bank
Shop No. 4 & 7, Ground Floor
Vipul Plaza, Suncity, Sector-54
Gurgaon 122 002
Contact Person: Sheenam Pahwa
Tel: +91 95828 08461
E-mail ID: sector54gurgaon.branchhead@axisbank.com
Website: www.axisbank.com
CIN: L65110GJ1993PLC020769

Syndicate Members

[●]

Escrow Collection Bank(s)/ Refund Bank(s)/Public Offer 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

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.

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, 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 offer of Equity Shares, there is no credit rating for the Offer.

Grading of the Offer

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

Debenture Trustees

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

Monitoring Agency

Our Company will appoint a monitoring agency prior to the 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. For further details, please see the section entitled "*Objects of the Offer*" beginning on page 106.

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 Offer.

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 SEBI circular bearing reference SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 and at cfddil@sebi.gov.in, 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*".

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 Offer, refers to the process of collection of Bids from investors on the basis of this Draft 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 and the Selling Shareholders 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 wherein our Registered Office is located), each with wide circulation, respectively, at least two Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Offer Price shall be determined by our Company and the Selling Shareholders in consultation with the BRLMs, after the Bid/ Offer Closing Date.

All Bidders, other than Anchor Investors, shall participate in the Offer 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 Offer 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.

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) and Eligible Employees can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor 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 "*Offer Structure*" and "*Offer Procedure*" on pages 356 and 359 respectively.

Our Company will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to this Offer. Each of the Selling Shareholders have, severally and not jointly, specifically confirmed that they will comply with the SEBI ICDR Regulations and any other directions issued by SEBI, as applicable to such Selling Shareholder, in relation to its portion of the Offered Shares. In this regard, our Company and the Selling Shareholders have appointed the BRLMs to manage this Offer and procure Bids for this Offer.

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 Offer 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 "*Offer Procedure*" on page 359.

Underwriting Agreement

After the determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC, the Selling Shareholders and our Company intend to enter into the Underwriting Agreement with the Underwriters for the Equity Shares offered in the Offer. It is proposed that pursuant to the terms of the Underwriting Agreement, each of the BRLMs shall be severally responsible for bringing in the amount devolved in the event the respective Syndicate Member do not fulfill their underwriting obligations. Pursuant to the terms of the Underwriting Agreement, the obligations of each of the Underwriters are several and are 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 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 Offer 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.

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.

Note 1: While neither IIFL nor its associates hold any Equity Shares of the Company, IIFL Investment Advisor and Trustee Services Limited an associate entity of IIFL holds 12,500 Equity Shares of the Company in its capacity of a trustee, on behalf of its clients.

Note 2: Mihir Doshi, Chief Executive Officer of Credit Suisse Securities (India) Private Limited, one of our Book Running Lead Managers, holds 1,520 Equity Shares in our Company, as of the date of this Draft Red Herring Prospectus.

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 Offer 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 SHARE CAPITAL BEFORE THE OFFER**		
	30,765,900 Equity Shares of face value of ₹ 2 each	61,531,800	-
	109,779 Series A CCCPS of face value of ₹ 10 each	1,097,790	-
	172,536 Series A1 CCCPS of face value of ₹ 100 each	17,253,600	-
	23,615 Series A2 CCCPS of face value of ₹ 100 each	2,361,500	-
	17,806 Series A3 CCCPS of face value of ₹ 100 each	1,780,600	-
	175,922 Series B1 CCCPS of face value of ₹ 100 each	17,592,200	-
	47,120 Series B2 CCCPS of face value of ₹ 10 each	471,200	-
	52,834 Series B3 CCCPS of face value of ₹ 100 each	5,283,400	-
	89,844 Series B4 CCCPS of face value of ₹ 100 each	8,984,400	-
	24,134 Series C1 CCCPS of face value of ₹ 100 each	2,413,400	-
	181,007 Series C2 CCCPS of face value of ₹ 100 each	18,100,700	-
	120,665 Series C3 CCCPS of face value of ₹ 100 each	12,066,500	-
	7,204 Series C5 CCCPS of face value of ₹ 100 each	720,400	-
	5,067 Series C6 CCCPS of face value of ₹ 100 each	506,700	-
	31,092 Series C7 CCCPS of face value of ₹ 100 each	3,109,200	-
	18,218 Series E1 CCCPS of face value of ₹ 100 each	1,821,800	-
	9,109 Series E2 CCCPS of face value of ₹ 100 each	910,900	-
	2,732 Series E3 CCCPS of face value of ₹ 100 each	273,200	-
	3,643 Series E4 CCCPS of face value of ₹ 100 each	364,300	-
	3,914 Series E6A CCCPS of face value of ₹ 100 each	391,400	-
	41,375 Series E7 CCCPS of face value of ₹ 100 each	4,137,500	-
	9,970 Series E8 CCCP of face value of ₹ 100 each	997,000	-
	83,165 Series G CCCPS of face value of ₹ 100 each	8,316,500	-
	17,917 Other CCCPS of face value of ₹ 100 each	1,791,700	-
(C)	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE OFFER (UPON CONVERSION OF THE ISSUED PREFERENCE SHARES)** (b)		
	55,586,860 Equity Shares of face value of ₹ 2 each	111,173,720	-
(D)	**PRESENT OFFER**		
	Offer of up to [●] Equity Shares aggregating up to ₹ 19,000 million (c)	[●]	[●]
	Comprising:		
	Fresh Issue of up to [●] Equity Shares aggregating up to ₹ 15,000 million(a)	[●]	[●]
	Offer for Sale of up to [●] Equity Shares by the Selling Shareholders aggregating up to ₹ 4,000 million (d)	[●]	[●]
	Which includes:		
	Employee Reservation Portion of up to [●] Equity Shares aggregating up to ₹ [●] million(e)	[●]	[●]
	Net Offer of up to [●] Equity Shares	[●]	[●]
(E)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER**+		
	[●] Equity Shares of face value of ₹ 2 each	[●]	[●]
(F)	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer (in ₹ million)		10,305.53
	After the Offer* (in ₹ million)		[●]

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

\+ *Assuming full subscription in the Offer.*

(a) *Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of such number of Equity Shares for cash consideration aggregating up to ₹ 4,000 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. If the*

Pre-IPO Placement is completed, the number of Equity Shares issued pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to a minimum Offer size of 10% of the post-Offer paid-up Equity Share capital of our Company being offered to the public.

(b) As on the date of this Draft Red Herring Prospectus, there are 1,248,668 outstanding Issued Preference Shares, which will convert to a maximum of 24,820,960 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC. For further details, see "Capital Structure – Notes to Capital Structure – Conversion of outstanding Issued Preference Shares" on page 90.

(c) Our Board has authorised the Offer, pursuant to their resolution dated July 7, 2021. Our Shareholders have authorised the Offer pursuant to special resolution dated July 7, 2021.

(d) Each of Bipin Preet Singh, Upasana Rupkrishan Taku, and Bajaj Finance Limited, severally and not jointly, specifically confirms that its respective Offered Shares are eligible to be offered for sale in the Offer in terms of the SEBI ICDR Regulations. Each of American Express Travel Related Services Company, Inc., Cisco Systems (USA) Pte. Ltd., Tree Line Asia Master Fund (Singapore) Pte Ltd, Sequoia Capital India Investment Holdings III and Sequoia Capital India Investments IV severally and not jointly, specifically confirms that its respective Offered Shares (arising upon conversion of the respective Issued Preference Shares held by it) will be eligible to be offered for sale in the Offer in terms of the SEBI ICDR Regulations. For details of authorizations received for the Offer for Sale, see "Other Regulatory and Statutory Disclosures" beginning on page 336.

(e) Eligible Employees bidding in the Employee Reservation Portion must ensure that the maximum Bid Amount does not exceed ₹500,000 (net of Employee Discount). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000 (net of Employee Discount). Only in the event of an under-subscription in the Employee Reservation Portion post the initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000 (net of Employee Discount), subject to the total Allotment to an Eligible Employee not exceeding ₹500,000 (net of Employee Discount)

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 167.

Notes to Capital Structure

1. Share Capital History

A. History of Equity Share capital of our Company

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

Date of allotment	Number of equity shares allotted	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	10	10	Cash	Initial subscription to the Memorandum of Association [(1)]	10,000	100,000
September 29, 2012	691,000	10	10	Cash	Preferential allotment [(2)]	701,000	7,010,000
	299,000	10	10	Cash	Preferential allotment [(3)]	1,000,000	10,000,000
March 11, 2017	4	10	5,594	Cash	Private placement [(4)]	1,000,004	10,000,040
August 8, 2017	10	10	8,300.75	Cash	Private placement [(5)]	1,000,014	10,000,140
January 31, 2019	4,960	10	10,307	Other than cash	Allotment as part of consideration for the acquisition of Harvest Fintech [(6)]	1,004,974	10,049,740
May 26, 2021	36,201	10	5,594	Cash	Conversion of 36,201 Series C1 CCCPS [(7)]	1,041,175	10,411,750
June 10, 2021	1	10	17,916	Cash	Private placement [(8)]	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, 2021	15,617,940	2	NA	NA	Bonus issue [(9)]	20,823,920	41,647,840

Date of allotment	Number of equity shares allotted	Face value (₹)	Offer price per equity share (₹)	Nature of consideration	Nature of allotment	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
	482,680	2	279.70	Cash	Conversion of 24,134 Series C1 CCCPS (10)	21,306,600	42,613,200
	116,200	2	279.70	Cash	Conversion of 5,810 Series C9 CCCPS (11)	21,422,800	42,845,600
	36,440	2	411.68	Cash	Conversion of 1,822 Series E1 CCCPS (12)	21,459,240	42,918,480
	139,440	2	411.68	Cash	Conversion of 6,972 Series E5 CCCPS (13)	21,598,680	43,197,360
June 29, 2021	6,306,080	2	356.79	Cash	Conversion of 271,050 Series D CCCPS (14)	27,904,760	55,809,520
	1,444,020	2	411.68	Other than cash	Conversion of 68,269 Series E3 CCCPS and 3,932 Other CCCPS (15)	29,348,780	58,697,560
	150,760	2	501.50	Other than cash	Conversion of 7,538 Other CCCPS (16)	29,499,540	58,999,080
	78,380	2	622.50	Other than cash	Conversion of 3,919 Other CCCPS (17)	29,577,920	59,155,840
	944,300	2	622.50	Cash	Conversion of 47,215 Other CCCPS (18)	30,522,220	61,044,440
	243,680	2	777.80	Cash	Conversion of 12,184 Other CCCPS (19)	30,765,900	61,531,800
Total	**30,765,900**					**30,765,900**	**61,531,800**

(1) Allotment of 9,000 equity shares to Bipin Preet Singh and 1,000 equity shares to Pooja Chauhan.
(2) Allotment to Bipin Preet Singh.
(3) Allotment to Upasana Rupkrishan Taku.
(4) Allotment to Bennett, Coleman and Company Limited.
(5) Allotment to Bajaj Finance Limited.
(6) 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 c, 56 equity shares to Sarosh Sorab Irani, 375 equity shares to Soheljeet Lalvani and 375 equity shares to Vineet Nagrani.
(7) Allotment to Cloud Ranger Limited.
(8) Allotment to Abu Dhabi Investment Authority.
(9) 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 Holdings 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.

(10) Allotment to GMO Global Payment Fund Investment Partnership.

(11) Allotment to GMO Global Payment Fund Investment Partnership.

(12) Allotment to GMO Global Payment Fund Investment Partnership.

(13) Allotment to New Delhi Television Limited.

(14) Allotment to Bajaj Finance Limited.

(15) Allotment to Bajaj Finance Limited.

(16) Allotment to Bajaj Finance Limited

(17) Allotment to Bajaj Finance Limited.

(18) Allotment of 240,906 Equity Shares to Elizabeth Mathew, 144,580 Equity Shares to Mauryan First, 120,550 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.

(19) 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.

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	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	10	24.59	Cash	Preferential allotment (1)	10	100
March 28, 2014	10	10	869.30	Cash	Preferential allotment (2)	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.							

(1) Allotment of Class A Equity Shares to Sequoia Capital India Investment Holdings III.

(2) Allotment of Class A Equity Shares to Sequoia Capital India Investments IV.

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	Face value (₹)	Offer price per preference share (₹)	Nature of considerati on	Nature of allotment	Cumulative number of preference shares	Cumulative paid-up preference share capital (₹)
Series A CCCPS							
March 28, 2014	109,779	10	24.59	Cash	Preferential allotment (1)	109,779	1,097,790
Series A1 CCCPS							
March 28, 2014	172,536	100	869.33	Cash	Preferential allotment (2)	172,536	17,253,600
Series A2 CCCPS							
February 11, 2015	23,615	100	2,688.94	Cash	Rights issue (3)	23,615	2,361,500
Series A3 CCCPS							

Date of allotment	Number of preference shares allotted	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 25, 2015	17,806	100	3,605.57	Cash	Rights issue (4)	17,806	1,780,600
Series B1 CCCPS							
February 27, 2015	87,864	100	3,605.57	Cash	Private placement (5)	87,864	8,786,400
	88,058	100	3,605.57	Cash	Private placement (6)	175,922	17,592,200
Series B2 CCCPS							
February 27, 2015	47,120	10	3,605.57	Cash	Private placement (7)	47,120	471,200
Series B3 CCCPS							
May 5, 2015	52,834	100	3,605.57	Cash	Private placement (8)	52,834	5,283,400
Series B4 CCCPS							
November 27, 2015	62,341	100	3,605.57	Cash	Private placement (9)	62,341	6,234,100
	27,503	100	3,605.57	Cash	Private placement (10)	89,844	8,984,400
Series C1 CCCPS							
June 24, 2016	36,201	100	5,594.00	Cash	Private placement (11)	36,201	3,620,100
	24,134	100	5,594.00	Cash	Private placement (12)	60,355	6,035,500
	12,067	100	5,594.00	Cash	Private placement (13)	72,402	7,240,200
	12,067	100	5,594.00	Cash	Private placement (14)	84,469	8,446,900
May 26, 2021	(36,201)	100	NA	NA	Conversion of 36,201 Series C1 CCCPS (15)	48,268	4,826,800
June 22, 2021	(24,134)	100	NA	NA	Conversion of 24,134 Series C1 CCCPS (16)	24,134	2,413,400
Series C2 CCCPS							
September 2, 2016	181,007	100	5,594.00	Cash	Private placement (17)	181,007	18,100,700
Series C5 CCCPS							
January 9, 2017	7,204	100	5,594.00	Cash	Private placement (18)	7,204	720,400
Series C6 CCCPS							
June 14, 2017	5,067	100	5,594.00	Cash	Private placement (19)	5,067	506,700
Series C9 CCCPS							
July 6, 2017	5,810	100	5,594.00	Cash	Private placement (20)	5,810	581,000
June 22, 2021	(5,810)	100	NA	NA	Conversion of 5,810 Series C9 CCCPS (21)	0	0
Series C3 CCCPS							
July 21, 2017	120,665	100	5,594.00	Cash	Private placement (22)	120,665	12,066,500
Series C7 CCCPS							
March 28, 2018	17,429	100	5,594.12	Cash	Conversion of one Series C7A Warrant into 17,429 Series C7 CCCPS (23)	17,429	1,742,900

Date of allotment	Number of preference shares allotted	Face value (₹)	Offer price per preference share (₹)	Nature of consideration	Nature of allotment	Cumulative number of preference shares	Cumulative paid-up preference share capital (₹)
June 22, 2021	13,663	100	7,135.00	Cash	Conversion of one Class C7B Warrant into 13,663 Series C7 CCCPS (24)	31,092	3,109,200
Series D CCCPS							
August 8, 2017	271,050	100	8,300.75	Cash	Private placement (25)	271,050	27,105,000
June 29, 2021	(271,050)	100	NA	NA	Conversion of 271,050 Series D CCCPS (26)	0	0
Series E1 CCCPS							
November 15, 2018	1,748	100	8,233.50	Cash	Private placement (27)	1,748	174,800
	18,218	100	8,233.50	Cash	Private placement (28)	19,966	1,996,600
December 14, 2018	74	100	8,233.50	Cash	Private placement (29)	20,040	2,004,000
June 22, 2021	(1,822)	100	NA	NA	Conversion of 1,822 Series E1 CCCPS (30)	18,218	1,821,800
Series E2 CCCPS							
December 14, 2018	9,109	100	8,233.50	Cash	Private placement (31)	9,109	910,900
Series E3 CCCPS							
March 1, 2019	1,366	100	8,233.50	Cash	Private placement (32)	1,366	136,600
	1,366	100	8,233.50	Cash	Private placement (33)	2,732	273,200
April 12, 2019	10,534	100	8,233.50	Other than cash	Private placement (34)	13,266	1,326,600
August 20, 2019	7,707	100	8,233.50	Other than cash	Private placement (35)	20,973	2,097,300
December 9, 2019	27,084	100	8,233.50	Other than cash	Private placement (36)	48,057	4,805,700
April 10, 2020	12,754	100	8,233.50	Other than cash	Private placement (37)	60,811	6,081,100
October 19, 2020	10,190	100	8,233.50	Other than cash	Private placement (38)	71,001	7,100,100
June 29, 2021	(68,269)	100	NA	NA	Conversion of 68,269 Series E3 CCCPS (39)	2,732	273,200
Series E5 CCCPS							
July 10, 2019	6,972	100	8,233.50	Other than cash	Private placement (40)	6,972	697,200
June 22, 2021	(6,972)	100	NA	NA	Conversion of 6,972 Series E5 CCCPS (41)	0	0
Series E4 CCCPS							
July 10, 2019	3,643	100	8,233.50	Cash	Private placement (42)	3,643	364,300
Series E6A CCCPS							
February 20, 2020	3,914	100	9,134.00	Cash	Private placement (43)	3,914	391,400
Series E7 CCCPS							
November 3, 2020	41,375	100	10,030.00	Cash	Private placement (44)	41,375	4,137,500
Series E8 CCCPS							

Date of allotment	Number of preference shares allotted	Face value (₹)	Offer price per preference share (₹)	Nature of consideration	Nature of allotment	Cumulative number of preference shares	Cumulative paid-up preference share capital (₹)
December 2, 2020	9,970	100	10,030	Cash	Private placement (45)	9,970	997,000
Other CCCPS							
March 23, 2021	35,887	100	12,450	Cash	Private placement (46)	35,887	3,588,700
April 17, 2021	19,603	100	12,450	Cash	Private placement (47)	55,490	5,549,000
May 19, 2021	4,790	100	15,556	Cash	Private placement (48)	60,280	6,028,000
May 28, 2021	7,394	100	15,556	Cash	Private placement (49)	67,674	6,767,400
May 31, 2021	3,932	100	8,234	Other than cash	Private placement (50)	71,606	7,160,600
	7,538	100	10,030	Other than cash	Private placement (51)	79,144	7,914,400
	3,919	100	12,450	Other than cash	Private placement (52)	83,063	8,306,300
June 2, 2021	9,642	100	15,556	Cash	Private placement (53)	92,705	9,270,500
June 29, 2021	(15,389)	100	NA	NA	Conversion of 15,389 Other CCCPS (54)	77,316	7,731,600
	(59,399)	100	NA	NA	Conversion of 59,399 Other CCCPS (55)	17,917	1,791,700
Series G CCCPS							
June 10, 2021	83,165	100	17,916	Cash	Private placement (56)	83,165	8,316,500

(1) Allotment to Sequoia Capital India Investment Holdings III.
(2) Allotment to Sequoia Capital India Investments IV.
(3) Allotment to Sequoia Capital India Investments IV.
(4) Allotment to Sequoia Capital India Investments IV.
(5) Allotment to Sequoia Capital India Investments IV.
(6) Allotment to Tree Line Asia Master Fund (Singapore) Pte Ltd
(7) Allotment to American Express Travel Related Services Company, Inc.
(8) Allotment to Cisco Systems (USA) Pte. Ltd.
(9) Allotment to Sequoia Capital India Investments IV.
(10) Allotment to Tree Line Asia Master Fund (Singapore) Pte Ltd
(11) Allotment to Cloud Ranger Limited.
(12) Allotment to GMO Global Payment Fund Investment Partnership.
(13) Allotment to Sequoia Capital India Investments IV.
(14) Allotment to Tree Line Asia Master Fund (Singapore) Pte Ltd
(15) Allotment of 36,201 equity shares to Cloud Ranger Limited, on conversion of 36, 201 Series C1 CCCPS.
(16) Allotment of 482,680 Equity Shares to GMO Global Payment Fund Investment Partnership, on conversion of 24,134 Series C1 CCCPS.
(17) Allotment to Net1 Applied Technologies Netherlands B.V.
(18) Allotment to Cisco Systems (USA) Pte. Ltd.
(19) Allotment to American Express Travel Related Services Company, Inc.
(20) Allotment to GMO Global Payment Fund Investment Partnership.
(21) Allotment of 116,200 Equity Shares to GMO Global Payment Fund Investment Partnership, on conversion of 5,810 Series C1 CCCPS.
(22) Allotment to Net1 Applied Technologies Netherlands B.V.
(23) Allotment to Bennett, Coleman and Company Limited.
(24) Allotment to Bennett, Coleman and Company Limited.
(25) Allotment to Bajaj Finance Limited.
(26) Allotment of 6,306,080 Equity Shares to Bajaj Finance Limited on conversion of 271,050 Series D CCCPS.
(27) Allotment to GMO Global Payment Fund Investment Partnership.
(28) Allotment to Sequoia Capital India Investments IV.
(29) Allotment to GMO Global Payment Fund Investment Partnership.
(30) Allotment of 36,440 Equity Shares to GMO Global Payment Fund Investment Partnership on conversion of 1,822 Series E1 CCCPS.
(31) Allotment to Net1 Applied Technologies Netherlands B.V.
(32) Allotment to Gaurav Manglik.
(33) Allotment to Tianying Fu (Trustee of The Fu Family Trust).
(34) Allotment to Bajaj Finance Limited.
(35) Allotment to Bajaj Finance Limited.
(36) Allotment to Bajaj Finance Limited.

(37) Allotment to Bajaj Finance Limited.
(38) Allotment to Bajaj Finance Limited.
(39) Allotment of 1,365,380 Equity Shares to Bajaj Finance Limited on conversion of 68,269 Series E3 CCCPS.
(40) Allotment to New Delhi Television Limited.
(41) Allotment of 139,440 Equity Shares to New Delhi Television Limited on conversion of 6,972 Series E5 CCCPS.
(42) Allotment to Trifecta Venture Debt Fund – I. The Series E4 CCCPS were partly paid at the time of allotment, and were made fully paid up on May 12,2021
(43) Allotment to Nicolas Jarosson.
(44) Allotment to Hindustan Media Ventures Limited.
(45) Allotment to S. Gopalakrishnan (Trustee of Pratithi Investment Trust).
(46) 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.
(47) 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 Enterprises 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.
(48) Allotment to Khattar Holdings Pte. Ltd.
(49) Allotment of 4,500 CCCPS to Dheeshjith G Vattaparambil, 1,286 CCCPS to Padma Lochan Mohanty, 964 CCCPS to Vardhman Holdings Limited, 322 CCCPS to Phani Kumar Mantha, and 322 CCCPS to Vijaya Kamesh Mantha.
(50) Allotment to Bajaj Finance Limited.
(51) Allotment to Bajaj Finance Limited.
(52) Allotment to Bajaj Finance Limited.
(53) Allotment to DMI Alternative Investment Fund – The Sparkle Fund.
(54) Allotment of 307,780 Equity Shares to Bajaj Finance Limited on conversion of 15,389 Other CCCPS.
(55) Allotment of 240,906 Equity Shares to Elizabeth Mathew, 144,580 Equity Shares to Mauryan First, 120,550 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.
(56) Allotment to Abu Dhabi Investment Authority.

D. *Conversion of outstanding Issued Preference Shares*

As on the date of this Draft Red Herring Prospectus, there are 1,248,668 outstanding Issued Preference Shares. For details of allotments of the outstanding Issued Preference Shares, see "*Capital Structure - History of Preference Share Capital of our Company*" beginning on page 86. The outstanding Issued Preference Shares will convert to a maximum of 24,820,960 Equity Shares prior to filing of the Red Herring Prospectus, as set forth below.

Issued Preference Shares	**Maximum number of Equity Shares converted to**
109,779 Series A CCCPS of face value of ₹ 10 each	2,183,200
172,536 Series A1 CCCPS of face value of ₹ 100 each	3,430,960
23,615 Series A2 CCCPS of face value of ₹ 100 each	352,420
17,806 Series A3 CCCPS of face value of ₹ 100 each	356,120
175,922 Series B1 CCCPS of face value of ₹ 100 each	3,518,440
47,120 Series B2 CCCPS of face value of ₹ 10 each	942,400
52,834 Series B3 CCCPS of face value of ₹ 100 each	1,056,680
89,844 Series B4 CCCPS of face value of ₹ 100 each	1,796,880
24,134 Series C1 CCCPS of face value of ₹ 100 each	482,680
181,007 Series C2 CCCPS of face value of ₹ 100 each	3,620,140
120,665 Series C3 CCCPS of face value of ₹ 100 each	2,413,300
7,204 Series C5 CCCPS of face value of ₹ 100 each	144,080
5,067 Series C6 CCCPS of face value of ₹ 100 each	101,340
31,092 Series C7 CCCPS of face value of ₹ 100 each	621,840
18,218 Series E1 CCCPS of face value of ₹ 100 each	364,360
9,109 Series E2 CCCPS of face value of ₹ 100 each	182,180
2,732 Series E3 CCCPS of face value of ₹ 100 each	54,640
3,643 Series E4 CCCPS of face value of ₹ 100 each	72,860
3,914 Series E6A CCCPS of face value of ₹ 100 each	78,280
41,375 Series E7 CCCPS of face value of ₹ 100 each	827,500
9,970 Series E8 CCCP of face value of ₹ 100 each	199,400
83,165 Series G CCCPS of face value of ₹ 100 each	1,663,300
17,917 Other CCCPS of face value of ₹ 100 each	358,340

Issued Preference Shares	Maximum number of Equity Shares converted to
Total	**24,820,960**

E. ***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	Face value (₹)	Offer price per equity share (₹)	Nature of consideration	Nature of allotment	Benefits accrued to our Company
January 31, 2019	4,960	10	10,307.00	Other than cash	Allotment as part of consideration for the acquisition of Harvest Fintech (1)	Acquisition of Harvest Fintech.
June 22, 2021	15,617,940*	2	NA	NA	Bonus issue (2)	Allotment of bonus shares in the proportion of three Equity Shares for each Equity Share held.
June 29, 2021	1,444,020	2	411.68	Other than cash	Conversion of 68,269 Series E3 CCCPS and 3,932 Other CCCPS (3)	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	2	501.50	Other than cash	Conversion of 7,538 Other CCCPS (4)	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.
	78,380	2	622.50	Other than cash	Conversion of 3,919 Other CCCPS (5)	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 outstanding Issued Preference Shares will be 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 c, 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 Holdings 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.
(3) Allotment to Bajaj Finance Limited.
(4) Allotment to Bajaj Finance Limited.
(5) Allotment to Bajaj Finance Limited.

Preference Shares

Date of allotment	Number of preference shares allotted	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	100	8,233.50	Other than cash	Private placement (1)	Allotment in lieu of payment of outstanding acquisition and transaction fees to Bajaj Finance Limited.
August 20, 2019	7,707	100	8,233.50	Other than cash	Private placement (2)	
December 9, 2019	27,084	100	8,233.50	Other than cash	Private placement (3)	
April 10, 2020	12,754	100	8,233.50	Other than cash	Private placement (4)	
October 19, 2020	10,190	100	8,233.50	Other than cash	Private placement (5)	
Series E5 CCCPS						
July 10, 2019	6,972	100	8,233.50	Other than cash	Private placement (6)	Allotment in lieu of payment for advertising services.
Other CCCPS						
May 31, 2021	3,932	100	8,234	Other than cash	Private Placement (7)	Allotment in lieu of payment of acquisition and transaction fees to Bajaj Finance Limited.
May 31, 2021	7,538	100	10,030	Other than cash	Private Placement (8)	
May 31, 2021	3,919	100	12,450	Other than cash	Private Placement (9)	

(1) Allotment to Bajaj Finance Limited.
(2) Allotment to Bajaj Finance Limited.
(3) Allotment to Bajaj Finance Limited.
(4) Allotment to Bajaj Finance Limited.
(5) Allotment to Bajaj Finance Limited.
(6) Allotment to New Delhi Television Limited.
(7) Allotment to Bajaj Finance Limited.
(8) Allotment to Bajaj Finance Limited.
(9) Allotment to Bajaj Finance Limited.

F. Issue of shares pursuant to schemes of arrangement

Our Company has not allotted any Equity Shares or Issued 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.

G. Issue of shares at a price lower than the Offer Price in the last one year

Except as disclosed above under "*Capital Structure - History of Equity Share capital of our Company*" and "*Capital Structure - History of Preference Share capital of our Company*" on pages 84 and 86, our Company has not issued any Equity Shares or Issued Preference Shares during the period of one year preceding the date of this Draft Red Herring Prospectus.

H. 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 84.

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, 19,882,440 Equity Shares, which constitute 34.52% 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

<u>Founder Promoters</u>

Set forth below is the build-up of our Founder 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-Offer shareholding on a fully diluted basis*	Percentage of post-Offer 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		

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-Offer shareholding on a fully diluted basis*	Percentage of post-Offer shareholding on a fully diluted basis#
Total (A)	**11,641,240**					**20.21**	**[●]**
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 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		
Total (B)	**8,241,200**					**14.31**	**[●]**
Total (A + B)	**19,882,440**					**34.52**	

* *Assuming conversion of 1,248,668 outstanding Issued Preference Shares to a maximum of 24,820,960 Equity Shares, and exercise of vested stock options. For details of conversion of outstanding Issued Preference Shares to Equity Shares, see "Capital Structure – Notes to Capital Structure – Conversion of outstanding Issued Preference Shares" on page 90. The specific number of Equity Shares that each of such Issued*

Preference Shares will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC.
Assuming exercise of vested stock options.

All the equity shares held by our Founder 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, our Founder Promoters do not hold any Issued Preference Shares.

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

Other Promoters

As on the date of this Draft Red Herring Prospectus, Koshur Family Trust and Narinder Singh Family Trust do not hold any Equity Shares or Issued 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 or Issued Preference Shares in our Company

S. no.	Name of shareholder	Pre-Offer			Post-Offer	
		No. of Equity Shares	No. of Equity Shares held on a fully diluted basis*	Percentage of pre-Offer shareholding on a fully diluted basis*	No. of Equity Shares	Percentage of post-Offer shareholding on a fully diluted basis#
			Promoters			
1.	Bipin Preet Singh	11,641,240	11,641,240	20.21	[●]	[●]
2.	Upasana Rupkrishan Taku	8,241,200	8,241,200	14.31	[●]	[●]
	Total	**19,882,440**	**19,882,440**	34.52		

* *Assuming conversion of 1,248,668 outstanding Issued Preference Shares to a maximum of 24,820,960 Equity Shares, and exercise of vested stock options. For details of conversion of outstanding Issued Preference Shares to Equity Shares, see "Capital Structure – Notes to Capital Structure – Conversion of outstanding Issued Preference Shares" on page 90. The specific number of Equity Shares that each of such Issued Preference Shares will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC.*
# *Assuming exercise of vested stock options.*

c) Details of Promoters' contribution locked in for three years

Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoters shall be considered as minimum promoters' contribution and locked-in for a period of three years from the date of Allotment ("**Promoters' Contribution**"). Our Promoters' shareholding in excess of 20% shall be locked in for a period of one year from the Allotment. As on the date of this Draft Red Herring Prospectus, our Promoters hold 19,882,440 Equity Shares, constituting 34.52 % 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 Founder 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-Offer Equity Share capital of our Company as Promoters' Contribution. Our Founder 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-Offer 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 Offer;

(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. Details of share capital locked-in for one year

In terms of the SEBI ICDR Regulations, except for:

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

(ii) the Equity Shares sold or transferred by the Selling Shareholders pursuant to the Offer for Sale;

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

(iv) 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 Sequioa Capital India Investment Holdings III shall be exempt from the lock-in requirements in terms of the SEBI ICDR Regulations, as it is a FVCI registered with SEBI.

The entire pre-Offer 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 one year from the date of Allotment. Any unsubscribed portion of the Equity Shares being offered by the Selling Shareholders in the Offer for Sale would also be locked-in as required under the SEBI ICDR Regulations.

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 one year from the date of Allotment in the Offer, 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. However, it should be noted that the Offered Shares which will be transferred by the Selling Shareholders pursuant to the Offer for Sale shall not be subject to lock-in.

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 three years, 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 Offer, 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 one year, 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

Any 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.

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.

Apart from as disclosed in "*Capital Structure - Build-up of Promoters' shareholding in our Company*" on page 93, 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.

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5. *Shareholding Pattern of our Company*

The table below presents the equity shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus.

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid up Equity Shares held (IV)	Number of Partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of 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: Class: Equity Shares	Number of voting rights: Total	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)	
(A)	Promoters and Promoter Group	2	19,882,440	0	0	19,882,440	64.62	19,882,440	19,882,440	64.62	0	35.77	-	-	-	-	19,882,440
(B)	Public	107	10,883,460	0	0	10,883,460	35.38	10,883,460	10,883,460	35.38	24,820,960*	64.23	-	-	-	-	10,163,240
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	109	30,765,900	0	0	30,765,900	100	30,765,900	30,765,900	100	24,820,960*	100	-	-	-	-	30,045,680

* *Assuming conversion of 1,248,668 outstanding Issued Preference Shares to a maximum of 24,820,960 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC.*

6. As on the date of this Draft Red Herring Prospectus, our Company has 93 holders of Equity Shares and 20 holders of Issued Preference 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:

Sr. No.	Shareholder	Number of Equity Shares held	Percentage of pre-Offer share capital (%)	Number of Equity Shares held on a fully diluted basis*	Percentage of pre-Offer share capital on a fully diluted basis* (%)
1.	Bipin Preet Singh	11,641,240	35.81	11,641,240	20.21
2.	Upasana Rupkrishan Taku	8,241,200	25.35	8,241,200	14.31
3.	Bajaj Finance Limited	7,979,440	24.55	7,979,440	13.86
4.	Sequoia Capital India Investments IV	200	0.0006	7,749,320	13.46
5.	Net1 Applied Technologies Netherlands B.V.	-	-	6,215,620	10.79
6.	Tree Line Asia Master Fund (Singapore) Pte Ltd	-	-	2,552,560	4.43
7.	Sequoia Capital India Investment Holdings III	200	0.0006	2,183,200	3.79
8.	Abu Dhabi Investment Authority	20	0.0001	1,663,320	2.89
9.	Cisco Systems (USA) Pte. Ltd.	-	-	1,200,760	2.08
10.	American Express Travel Related Services Company, Inc.	-	-	1,043,740	1.81
11.	Hindustan Media Ventures Limited	-	-	827,500	1.44
12.	GMO Global Payment Fund Investment Partnership	635,320	1.95	635,320	1.10
13.	Bennett, Coleman and Company Limited	80	0.0002	621,920	1.08
	Total	**28,497,700**	**87.67**	**52,555,140**	**91.25**

* *Assuming conversion of 1,248,668 outstanding Issued Preference Shares to a maximum of 24,820,960 Equity Shares, and exercise of vested stock options. For details of conversion of outstanding Issued Preference Shares to Equity Shares, see "Capital Structure – Notes to Capital Structure – Conversion of outstanding Issued Preference Shares" on page 90. The specific number of Equity Shares that each of such Issued Preference Shares will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC.*

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-Offer share capital (%)	Number of Equity Shares held on a fully diluted basis*	Percentage of pre-Offer share capital on a fully diluted basis* (%)
1.	Bipin Preet Singh	11,641,240	35.81	11,641,240	20.21
2.	Upasana Rupkrishan Taku	8,241,200	25.35	8,241,200	14.31
3.	Bajaj Finance Limited	7,979,440	24.55	7,979,440	13.86
4.	Sequoia Capital India Investments IV	200	0.0006	7,749,320	13.46
5.	Net1 Applied Technologies Netherlands B.V.	-	-	6,215,620	10.79
6.	Tree Line Asia Master Fund (Singapore) Pte Ltd	-	-	2,552,560	4.43

Sr. No.	Shareholder	Number of Equity Shares held	Percentage of pre-Offer share capital (%)	Number of Equity Shares held on a fully diluted basis*	Percentage of pre-Offer share capital on a fully diluted basis* (%)
7.	Sequoia Capital India Investment Holdings III	200	0.0006	2,183,200	3.79
8.	Abu Dhabi Investment Authority	20	0.0001	1,663,320	2.89
9.	Cisco Systems (USA) Pte. Ltd.	-	-	1,200,760	2.08
10.	American Express Travel Related Services Company, Inc.	-	-	1,043,740	1.81
11.	Hindustan Media Ventures Limited	-	-	827,500	1.44
12.	GMO Global Payment Fund Investment Partnership	635,320	1.95	635,320	1.10
13.	Bennett, Coleman and Company Limited	80	0.0002	621,920	1.08
	Total	**28,497,700**	**87.67**	**52,555,140**	**91.25**

** Assuming conversion of 1,248,668 outstanding Issued Preference Shares to a maximum of 24,820,960 Equity Shares, and exercise of vested stock options. For details of conversion of outstanding Issued Preference Shares to Equity Shares, see "Capital Structure – Notes to Capital Structure – Conversion of outstanding Issued Preference Shares" on page 90. The specific number of Equity Shares that each of such Issued Preference Shares will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC*

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-Offer share capital (%)	Number of Equity Shares held on a fully diluted basis*	Percentage of pre-Offer share capital on a fully diluted basis* (%)
1.	Bipin Preet Singh	585,000	23.48	585,000	22.29
2.	Upasana Rupkrishan Taku	415,000	16.66	4,15,000	15.81
3.	Sequoia Capital India Investments IV	10	0.0004	387,466	14.76
4.	Bajaj Finance Limited	10	0.0004	373,393	14.23
5.	Net1 Applied Technologies Netherlands B.V.	-	-	310,781	11.84
6.	Tree Line Asia Master Fund (Singapore) Pte Ltd	-	-	127,628	4.86
7.	Sequoia Capital India Investment Holdings III	10	0.0004	109,160	4.16
8.	Cisco Systems (USA) Pte. Ltd.	-	-	60,038	2.29
9.	American Express Travel Related Services Company, Inc.	-	-	52,187	1.99
10.	Cloud Ranger Limited	-	-	36,201	1.38
11.	GMO Global Payment Fund Investment Partnership	-	-	31,766	1.21
	Total	**1,000,030**	**40.14**	**2,488,620**	**94.82**

** Assuming conversion of 1,486,646 outstanding Issued Preference Shares to a maximum of 1,523,280 equity shares, and exercise of vested stock options. For details of conversion of outstanding Issued Preference Shares to Equity Shares, see "Capital Structure – Notes to Capital Structure – Conversion of outstanding Issued Preference Shares" on page 90. The specific number of Equity Shares that each of such Issued Preference Shares will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC*

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-Offer share capital (%)	Number of Equity Shares held on a fully diluted basis*	Percentage of pre-Offer share capital on a fully diluted basis* (%)
1.	Bipin Preet Singh	585,000	24.08	585,000	23.23
2.	Upasana Rupkrishan Taku	415,000	17.08	415,000	16.48
3.	Sequoia Capital India Investments IV	10	0.0004	387,466	15.39
4.	Bajaj Finance Limited	10	0.0004	325,848	12.94
5.	Net1 Applied Technologies Netherlands B.V.	-	-	310,781	12.34
6.	Tree Line Asia Master Fund (Singapore) Pte Ltd	-	-	127,628	5.07
7.	Sequoia Capital India Investment Holdings III	10	0.0004	109,160	4.33
8.	Cisco Systems (USA) Pte. Ltd.	-	-	60,038	2.38
9.	American Express Travel Related Services Company, Inc.	-	-	52,187	2.07
10.	Cloud Ranger Limited	-	-	36,201	1.44
11.	GMO Global Payment Fund Investment Partnership	-	-	31,766	1.26
	Total	**1,000,030**	**41.16**	**2,441,075**	**96.93**

* *Assuming conversion of 1,424,572 outstanding Issued Preference Shares to a maximum of 1,461,206 equity shares, and exercise of vested stock options. For details of conversion of outstanding Issued Preference Shares to Equity Shares, see "Capital Structure – Notes to Capital Structure – Conversion of outstanding Issued Preference Shares" on page 90. The specific number of Equity Shares that each of such Issued Preference Shares will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC*

8. None of the Equity Shares being offered for sale through the Offer for Sale are pledged or otherwise encumbered, as on the date of this Draft Red Herring Prospectus.

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

10. 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. However, IIFL Investment Advisor and Trustee Services Limited, an associate entity of IIFL holds 12,500 Equity Shares of the Company in its capacity of a trustee, on behalf of its clients.

11. No person connected with the Offer, 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 Offer.

12. 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 Offer (including pursuant to conversion of the outstanding Issue Preference Shares) shall be fully paid-up at the time of Allotment, failing which no Allotment shall be made.

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

14. Except for the Issued Preference Shares and 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.

15. 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/ Offer 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.

16. Except for the allotment of Equity Shares pursuant to the (i) the Pre-IPO Placement, (ii) Equity Shares that may be allotted pursuant to the exercise of vested employee stock options granted under the ESOP Scheme, and (iii) conversion of the outstanding Issued Preference Shares prior to the filing of the Red Herring Prospectus with the RoC, 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.

17. 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.

18. Our Promoters and members of our Promoter Group will not submit Bids, or otherwise participate in this Offer, except by way of participation as Selling Shareholders, as applicable, in the Offer for Sale.

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

20. 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 Offer shall be reported to the Stock Exchanges within 24 hours of the transactions.

21. 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 and our Shareholders on July 7, 2021. The Company may grant an aggregate number of up to 4,564,260 options. Upon exercise and payment of the exercise price, the option holder will be entitled to be allotted one Equity Share per employee stock option. Accordingly, the number of Equity Shares that may be issued under the ESOP Scheme 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 details of the ESOP Scheme, as certified by V P G S & Co Chartered Accountants, through a certificate dated July 12, 2021 are as follows:

Particulars	Total
Options granted	259,707
Options vested (excluding options that have been exercised)	150,461
Options exercised	-

Particulars	Total
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)*	171,251
Options forfeited/lapsed/cancelled	88,456
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	N.A.
Total number of options in force	171,251

** For each option exercised, 20 Equity Shares shall be allotted.*

Particulars	Fiscal 2019	Fiscal 2020	Fiscal 2021	For the period April 1, 2021 to the date of this Draft Red Herring Prospectus
Options granted	31,565	75,313	19,154	42,507
Options vested (excluding options that have been exercised)	8,126	8,562	48,642	946
Options exercised	-	-	-	-
Exercise price of options granted (₹)	10 – 6,587	10 – 7,307	7,307 – 8,024	40 – 9,960
Exercise price of options exercised (₹)	-	-	-	-
Vesting period	1-4years			
Total number of Equity Shares that would arise as a result of full exercise of options granted (net of cancelled options)*	78,210	114,803	128,818	171,251
Options forfeited/lapsed/cancelled	25,238	38,720	5,139	74
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	N.A.	N.A.	N.A.	N.A.
Total number of options in force	78,210	114,803	128,818	171,251
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 (%)	32.9% - 37.6%	34.4% - 39.3%	37.9% - 42.7%	37.9% - 42.7%
Dividend Yield (%)	0	0	0	0
Expected life (Years)	8-11	8-11	8-11	8-11
Risk free interest rate (%)	6.84% - 8.15%	5.9% - 7.6%	5.0% - 5.9%	5.0% - 5.9%
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 (₹)	-	-	-	-
b) Exercise price is greater than market price on the date of grant - Fair Value of options granted (₹) - Exercise Price (₹)	1,606 5,728	2,314 6,602	1,168 7,321	- -
c) Exercise price is less than market price on the date of grant - Fair Value of options granted (₹) - Exercise Price (₹)	3,589 1,706	5,692 682	3,830 8,024	10,668 2,187

** For each option exercised, 20 Equity Shares shall be allotted.*

Employee wise details of options granted to Key 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	-	-	22,509
Dilip Bidani	2,233	-	-	2,233
Dheeraj Aneja	5,122	-	-	5,122
Gaurav Malhotra	3,111	-	-	3,111
Chirag Jain	7,747	-	-	7,747
Preety Pandey	5,909	-	-	5,909
Rahul Luthra	385	-	-	385

** For each option exercised, 20 Equity Shares shall be allotted.*

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				
Name	**No. of Options Granted**	**No. of Options lapsed / cancelled**	**No. of Options Exercised**	**No. of options outstanding***
Fiscal Year ending March 2019				
Abhishek Chandra	3,000	-	-	3,000
Chandan Joshi	2,803	-	-	2,803
Fiscal Year ending March 2020				
Kunal Rajan Bajaj	30,453	-	-	30,453
Fiscal Year ending March 2021				
Chandan Joshi	8,758	-	-	8,758
Chirag Jain	1,994	-	-	1,994
Gaurav Malhotra	1,994	-	-	1,994
Period from April 1, 2021 till the date thereof				
Chandan Joshi	10,948	-	-	10,948
Dheeraj Aneja	3,908	-	-	3,908
Dilip Bidani	2,233	-	-	2,233
Preety Pandey	2,791	-	-	2,791

** For each option exercised, 20 Equity Shares shall be allotted.*

Identified employees who are granted options, during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant				
Name	**No. of Options Granted**	**No. of Options lapsed / cancelled**	**No. of Options Exercised**	**No. of options outstanding**
Fiscal Year ending March 2020				
Kunal Rajan Bajaj	30,453	-	-	30,453
Period from April 1, 2021 till the date thereof				
Chandan Joshi	10,948	-	-	10,948

** For each option exercised, 20 Equity Shares shall be allotted*

Particular	**Fiscal 2019**	**Fiscal 2020**	**Fiscal 2021**	**For the period April 1, 2021 to the date of this Draft Red Herring Prospectus**
Fully diluted EPS on a pre-Offer basis on exercise of options calculated in accordance with Ind AS 33 ‘Earning Per Share’ (₹)	No options exercised, hence not applicable			

Particular	Fiscal 2019	Fiscal 2020	Fiscal 2021	For the period April 1, 2021 to the date of this Draft Red Herring Prospectus
Difference between employee compensation cost calculated using the intrinsic value of stock options and the 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 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 Offer	No options exercised, hence not applicable			
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	Certain Key Managerial Personnel may sell equity shares allotted on the exercise of their options post listing of the equity shares of our Company.			

OBJECTS OF THE OFFER

*Industry and market data used in this section has been derived from the report titled "India Fintech Market" dated July, 2021 (the "**RedSeer Report**") prepared and issued by RedSeer Management Consulting Private Limited, which has been commissioned and paid for us in connection with the Offer.*

The Offer comprises of the Fresh Issue and the Offer for Sale.

Offer for Sale

Each Selling Shareholder will be entitled to its respective portion of the proceeds of the Offer for Sale after deducting its proportion of the Offer expenses and relevant taxes thereon. Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale will not form part of the Net Proceeds. See "*The Offer*" on page 72 for details of the size of the Offer for Sale of each Selling Shareholder.

Net Proceeds

The details of the proceeds from the Fresh Issue are summarised in the following table:

Particulars	Estimated amount (₹ in million)
Gross Proceeds of the Fresh Issue(1)	15,000
(Less) Offer related expenses in relation to the Fresh Issue(2)	[●]
Net Proceeds	[●]

(1) Includes the proceeds, if any, received pursuant to the Pre-IPO Placement. In the event the Pre-IPO Placement is undertaken, the size of the Fresh Issue will be reduced by such amount as raised from the Pre-IPO Placement. Upon allotment of Equity Shares issued pursuant to the Pre-IPO Placement, we may utilise the proceeds from such Pre-IPO Placement towards the Objects of the Offer prior to completion of the Offer.
(2) To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

Requirement of funds

We are an asset light company and may not be required to build a fixed asset base. Our core assets are our digital platform, our technology teams and the user and merchant base that we have built since inception.

We are a fintech company - one of the largest mobile wallets (*MobiKwik Wallet*) and BNPL player in India, based on mobile wallet GMV and BNPL GMV, respectively, in Fiscal 2021 (*Source: RedSeer Report*). According to the RedSeer Report, India's online transacting users has rapidly grown at a CAGR of approximately 15% from 180 million in Fiscal 2018 to over 250 million in Fiscal 2021. However, India had only 30-35 million unique credit card users resulting in a low credit card penetration of 3.5% (of the total Indian population above the age of 15 years) compared to the world's major economies, as of March 31, 2021 (*Source: RedSeer Report*). We are focused on addressing the unmet credit needs of this fast growing online transactors by combining the convenience of everyday mobile payments with the benefits of BNPL.

We are a technology-first company operating in payments and financial services. We leverage big data analytics and deep data science (including machine learning) to continuously delight users and merchants on our platform. For further details, see "*Our Business*" on page 135.

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

1. Making the *MobiKwik Wallet* ubiquitous in India by acquiring and retaining users and merchants

2. Strengthening our platform by investing in data, product and technology;

3. Increase the usage of BNPL in India leveraging machine learning and lending partners, and

4. deliver delightful user and merchant experiences.

Further, as we expand our offerings, we may also need to obtain fresh regulatory licenses and approvals for our products, which may require us to raise and maintain capital to comply with minimum capital/ net-worth requirements.

We have made these investments in the past, and we expect these to continue to be critical for the growth of our business in the future.

In addition, we also intend to explore opportunities for inorganic growth.

Accordingly, our Company proposes to utilise the Net Proceeds towards the following objects:

4. Funding organic growth initiatives;

5. Funding inorganic growth; and

6. General corporate purposes.

(collectively, referred to herein as the "**Objects**").

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

Since the Net Proceeds are proposed to be utilized towards the purposes set forth above, and not for implementing any specific project, a schedule of deployment of funds in relation to the Objects has not been provided. We intend to deploy the Net Proceeds towards the Objects (including towards general corporate purposes) over the next five Financial Years from listing of the Equity Shares pursuant to the Offer, in accordance with the business needs of the Company. However, the actual deployment of funds will depend on a number of factors, including market conditions, exchange rate fluctuations, our Board's analysis of economic trends and business requirements, competitive landscape as well as general factors affecting our results of operations, financial condition and access to capital. Depending upon such factors, we may have to increase or decrease the deployment for a particular object or may have to extend or reduce the deployment period for the stated Objects beyond the estimated five Financial Years, at the discretion of our management, in accordance with applicable laws.

Our fund requirements are based 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 the Objects, as set out hereunder, is lower than the proposed deployment, such balance will be used towards general corporate purposes, provided that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Net Proceeds, 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 Offer – Details of the Objects – General Corporate Purposes*" on page 111, 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. We believe that such alternate arrangements would be available to fund any such shortfalls.

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 organic growth initiatives

We intend to utilize at least 40% of the Net Proceeds towards funding organic growth initiatives. The key factors and considerations which contribute to our organic growth, and towards which the Net Proceeds may be utilised include:

(a) *Customer and merchant acquisition and retention*

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

Customers. We intend to continue acquiring customers through various initiatives, including the following:

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

b. *Marketing and branding*: 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. *Optimisation*: We undertake search-engine and app-store optimization, designed to drive customers to our platform while they browse search results on app stores and online search engines.

Merchants. We intend to continue acquiring merchants through various initiatives, including the following:

a. *Promotional offers:* We undertake promotional offers for an initial time period to large merchants to onboard them into our consumer payments platform.

b. *Sales and marketing personnel:* We employ a large team to work in several cities to expand our online, offline and biller merchant base of over 3.44 million (as of March 31, 2021) 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.

We expect our customer and merchant onboarding and retention spends to increase as we initiate more customer and merchant engagement through promotional offers, our *Supercash* program, expenditure on advertisements across various media and sales personnel outreach to merchants.

(b) *Investment in data sciences, products and technology*

We were one of the first to launch a mobile wallet in India in 2009, amongst the first payment gateways in India having launched in 2011 as well as were amongst the first few players to launch BNPL in India in 2018 (*Source: RedSeer Report*). We aspire to be first at bringing new fintech products to the Indian market by being at the forefront of product innovation.

In order to achieve this goal, we intend to continuously invest in people, research and development, and experimentation in order to stay ahead of competition and maintain our thought leadership. We consistently monitor engineering advancements, open source updates, and global industry standards to decide which product features to provide on our platform. The development and functioning of our mobile apps, website, back-end infrastructure, high-scale performance systems and machine-learning algorithms is driven by our in-house technology team.

Our data, product and engineering teams together are responsible for constantly improving our existing products including *MobiKwik Wallet*, BNPL and *Zaakpay*, while also developing new products. In order to enhance these teams, we will continue to recruit significant talent in these roles. Such recruitment may be through direct hiring or through acqui-hire initiatives, whereby we may acquire synergistic companies or businesses (including start-ups) primarily to integrate their employees within our tech workforce.

The Net Proceeds will, accordingly, be utilised towards investment in our tech teams and R&D in order to constantly improve the performance of our platform and user experience.

We also anticipate significant growth in our platform costs to offer enhanced reliability, availability and security to all stakeholders on our platform, including through investment in servers, bandwidth and software.

(c) *Enhancement of user and merchant experience*

We constantly aim to improve the experience offered on our platform to both customers and merchants, and intend to utilise a portion of the Net Proceeds to this end.

The settlement cycle for payments made by customers through our platforms ranges between T+1 to T+2 days (depending upon the underlying transaction). For instance, if a customer transacts or makes a utility payment on "T" day, the amount is credited to escrow accounts on a T+1 basis, and remitted to the merchant or biller on either the T+1st or the T+2nd day. If we were to keep our nodal accounts pre-funded to the extent of the transaction, settlement (both for customers and merchants) could happen on the same day, leading to the following key benefits:

a. Benefit to users: Payments will get completed instead of just being processed on the same day. This is of particular importance to an user making a payment on the relevant due date. Absence of same-day settlement could lead to delayed payments, thereby impacting the user experience.

b. Benefit to merchants: Merchants have to provide goods and services on the day the user transacts, while the actual settlement of payment currently occurs on the T+1st or T+2nd day. This delay leading to a working capital gap that is required to be separately funded by merchant. Same-day settlements will help eliminate this requirement. Instant settlements will also assist merchants to process refunds faster (including for failed transactions or cancelled orders). We believe that this will improve merchant experience and help develop long-term and sustained relationships between us and our merchants.

We will accordingly deploy a portion of the Net Proceeds towards pre-funding our settlement accounts to enable same-day settlement of transactions. We believe that this will ensure further seamlessness for users and merchants alike, thereby improving their experience on the MobiKwik platform.

(d) *Cash Collateral to BNPL lending partners*

We partner with numerous lenders (such as banks and NBFCs) who provide capital, which is provided as credit to our BNPL customers. Our agreements with lending partners require us to provide a cash collateral, which ranges typically around 5% and 15% of the total credit disbursed by them through our platform.

As we scale our BNPL business, we also aim to expand our lending relationships with existing and new lenders to cater to the increased demand for BNPL credit in India.

We intend to utilise a portion of the Net Proceeds towards providing such cash collateral to our lending partners as our BNPL business scales up over time.

(e) *Regulatory capital*

We are licensed by the RBI under regulations governing pre-paid payment instruments, bill payment operating units and payment gateways. These regulations require the Company to comply with certain net-worth thresholds. For further details, see "*Government and Other Approvals*" and "*Key Regulations and Policies*" on pages 334 and 158. Our Subsidiary, Zaak ePayment Services Private Limited, has applied for a payment aggregator license from the RBI. The RBI has mandated a positive net worth of ₹ 250 million to be maintained by March 31, 2023.

As we expand our business, scale and products, we will continue to apply for additional licenses and approvals, which will require us to maintain minimum capitalization and net-worth requirements. We are not currently a profitable company, and expect to re-invest a substantial portion of our internal accruals over the next five years towards the overall growth of our business. Accordingly, shareholder funds are likely to continue to form the most significant component of our net-worth, including for compliance with regulatory criteria.

We therefore intend to utilize a certain portion of the Net Proceeds towards fulfilment of the aforementioned regulatory requirements.

Historical experiences of organic growth initiatives

We have historically incurred significant amounts towards the above organic growth initiatives and believe that these outflows have contributed towards category creation and resulted in users and merchants coming back to our platforms organically for repeat purposes. Our historical expenditure on organic growth initiatives has been primarily accounted as part of, line items such as "Payment Gateway Cost", "Business Promotion", "Franchisee Cost", "Advertisement", "Outsource service cost", "Merchant Related Costs", "Server and related cost", "Software Expenses", "IMPS Expenses", "Financial Guarantee Expenses", each under Note 26 of the Restated Financial Statements on page 259, expenditure pertaining to "Employee benefit expense" under Note 23 of the Restated Financial Statements on page 259, as well as capital expenditure each under Note 4 of the Restated Financial Statements on page 246.

Our historical investments may not be fully reflective of our future growth plans and new developments and business trends may arise within our categories of offerings. Our organic growth strategy and associated investments are and will continue to be subject to multiple internal and external factors, including applicable business requirements including investments in newer platforms and towards complementary and ancillary business offerings to compete effectively and to adapt to changes in customer and user preferences and technological advancements. See "*Risk Factors – 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 and our management will have broad discretion over the use of the Net Proceeds*" on page 31.

2. Funding inorganic growth

We acquired Clearfunds, an online mutual fund platform operated by Harvest Fintech Private Limited, in 2018 to offer wealthtech products. For details of the acquisition agreements, see "*History and Other Corporate Matters - Details regarding material acquisition or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years*" on page 181. The Clearfunds acquisition was intended to expand our product offerings and cross-sell them to existing *MobiKwik* customers, and we believe that we benefitted significantly from this acquisition.

We will from time to time seek inorganic opportunities that we believe fit well with our strategic business objectives and intend to deploy a certain portion of the Net Proceeds towards such acquisitions. The exact amount of Net Proceeds to be used for acquisitions will be based on our management's decisions and may not be the total value or cost of any such acquisitions, but is expected to provide us with sufficient financial leverage to pursue such acquisitions.

The actual deployment of funds towards inorganic growth will depend on a number of factors, including the timing, nature, size and number of acquisitions undertaken, as well as general factors affecting our results of operation, financial condition and access to capital. These factors will also determine the form of investment for these potential acquisitions, i.e., whether they will be directly done by our Company or through investments in our Subsidiaries in the form of equity, debt or any other instrument or combination thereof. Acquisitions and inorganic growth initiatives may be undertaken as cash transactions, or as done previously, be undertaken as share-based transactions, including share swaps, or a combination thereof. At this stage, our Company cannot determine whether the form of investment will be cash, equity, debt or any other instrument or combinations thereof.

Rationale for future acquisitions

Some of the selection criteria that we may consider when evaluating strategic acquisitions include:

- strategic fit to our existing businesses;

- new customers/ users/ merchants that we can acquire for our existing products;
- new capabilities to serve existing customers;
- newer platforms, service/product offerings, including ones which plug-in gaps in our existing ecosystem/value chain; and
- ability to strengthen market share in existing markets.

Apart from acquisition of companies/ businesses, our strategy will be to continue to introduce new fintech products to the Indian market and remain at the forefront of product innovation. While we continue to invest significantly in data and technology, we believe that inorganic growth will also be a viable method for enhancing our product offerings, acquiring high quality engineering talent or even for acquiring specialised technologies.

As on the date of this Draft Red Herring Prospectus, we have not entered into any definitive agreements towards any future acquisitions or strategic initiatives.

3. 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 Net Proceeds, 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, working capital requirements, 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.

Offer Expenses

The total expenses of the Offer are estimated to be approximately ₹ [●] million.

The Offer related expenses primarily include fees payable to the BRLMs and legal counsels, fees payable to the Auditors, brokerage and selling commission, underwriting commission, commission 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.

Other than (a) listing fees; (b) audit fees of Auditors (to the extent not attributable to the Offer); and (c) expenses for any product or corporate advertisements consistent with past practice of our Company (other than the expenses relating to marketing and advertisements undertaken in connection with the Offer) which will be borne by our Company, and (d) fees and expenses in relation to the legal counsel to any Selling Shareholders which shall be borne by the respective Selling Shareholders, all costs, charges, fees and expenses associated with and incurred in connection with the Offer shall be shared upon successful completion among the Company and each of the Selling Shareholders in proportion to the number of Equity Shares offered by the Company through the Fresh Issue and the Equity Shares sold by the Selling Shareholders in the Offer for Sale, in accordance with the applicable Law. Our Company will advance the cost and expenses of the Offer and will be reimbursed by the Selling Shareholders for their respective proportion of such costs and expenses only upon the successful completion of the Offer. In the event that the Offer is postponed or withdrawn or abandoned for any reason or the Offer is not successfully completed, our Company shall pay all costs, charges, fees and expenses in relation to the Offer.

The estimated Offer related expenses are as under:

Activity	Estimated expenses[(1)] (₹ in million)	As a % of the total estimated Offer expenses[(1)]	As a % of the total Offer size[(1)]
BRLMs' fees	[●]	[●]	[●]
Commission/processing fee for SCSBs, Sponsor Bank and Bankers to the Offer. Brokerage, underwriting commission and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs [(2)(3)(4)(5)]	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Fees payable to the other advisors to the Offer	[●]	[●]	[●]
Others			
- Listing fees, SEBI filing fees, upload fees, BSE & NSE processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
- Printing and stationery	[●]	[●]	[●]
- Advertising and marketing expenses	[●]	[●]	[●]
- Fee payable to legal counsels	[●]	[●]	[●]
- Miscellaneous	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

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

(3) No processing fees shall be payable by our Company and the Selling Shareholder 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 Bid cum Application Form (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*₹[●] per valid Bid cum Application Form (plus applicable taxes)*

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

(4) The Processing fees for applications made by Retail Individual Bidders using the UPI Mechanism would be as follows:

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*

(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 Offer Price*

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 amended, 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.

Bridge financing facilities

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.

Monitoring of utilisation of funds

Our Company has appointed [●] as the monitoring agency in accordance with Regulation 41 of the SEBI ICDR Regulations. Our Company will disclose the utilisation of the Net Proceeds, including interim use under a separate head in our balance sheet for such Financial Years as required under applicable law, specifying the purposes for which the Net Proceeds have been utilised. Our Company will also, in its balance sheet for the applicable Financial Years, provide details, if any, in relation to all such Net Proceeds that have not been utilised, if any, of such currently unutilised Net Proceeds.

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 this Draft 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 statement shall be certified by the statutory auditor of our Company. 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.

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 Promoters will be required to provide an exit opportunity to such Shareholders who do not agree to the above stated proposal, at a price as prescribed by SEBI, in this regard.

Other confirmations

No part of the Net Proceeds will be paid by our Company as consideration to our Promoters, members of the Promoter Group, our Directors or our Key Managerial Personnel.

Our Company has not entered into and is not planning to enter into any arrangement/ agreements with our Promoters, Directors, or Key Managerial Personnel in relation to the utilisation of the Net Proceeds. Further, there are no existing or anticipated interest of such individuals and entities in the Objects except as set out in this section.

BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company and the Selling Shareholders, in consultation with the BRLMs on the basis of assessment of market demand for the Equity Shares offered in the Offer 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 Offer 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 Statements*" and "*Management Discussion and Analysis of Financial Condition and Results of Operations"* on pages 135, 26, 215 and 292 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 Offer Price are:

- Strong network effects resulting in growth across business verticals
- Large engaged user base with low CAC
- MobiKwik is a strong consumer brand recognised across India
- Technology and product first approach to business

For further details, please see "*Our Business – Our Strengths*" on page 148.

Quantitative factors

Some of the information presented in this section relating to our Company is derived from the Restated Financial Statements. For details, see "*Financial Statements*" beginning on page 215.

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

1. Basic and Diluted Earnings Per Equity Share ("EPS")(1) (2), as adjusted for changes in capital

Financial Period	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weightage
Financial Year ended March 31, 2021	(22.18)	(22.18)	3
Financial Year ended March 31, 2020	(20.45)	(20.45)	2
Financial Year ended March 31, 2019	(31.01)	(31.01)	1
Weighted Average	**(23.08)**	**(23.08)**	

(1) Basic EPS (₹) = Basic earnings per share are calculated by dividing the net restated profit or loss for the period attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year/period.
(2) Diluted EPS (₹) = Diluted earnings per share are calculated by dividing the net restated profit or loss for the period attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year/period as adjusted for the effects of all dilutive potential Equity Shares outstanding during the year/period.

Notes:
1. *Basic EPS and Diluted EPS calculations are in accordance with Indian Accounting Standard 33 'Earnings per Share'.*
2. *Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the period adjusted by the number of Equity Shares issued during the period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period.*
3. *Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. [(EPS x Weight) for each year] / [Total of weights].*
4. *The above statement should be read with significant accounting policies and notes on Restated Financial Statements as appearing in the section titled "Financial Statements" on page 215.*
5. *Includes the impact of stock split and bonus issue after the end of the year but before the date of filing DRHP.*

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, 2021	[●]	[●]
Based on Diluted EPS for the financial year ended March 31, 2021	[●]	[●]

* *Will be populated in the Prospectus*

Industry Peer Group P/E Ratio

There are no listed entities in India whose business portfolio is comparable with that of our business.

3. *Return on Net Worth (RoNW)*

Financial Period	RoNW, as derived from the Restated Financial Statements (%)	Weightage
Financial Year ended March 31, 2021	556.15%	3
Financial Year ended March 31, 2020	323.87%	2
Financial Year ended March 31, 2019	9,409.41%	1
Weighted Average	1,954.26%	

Notes:
1. *(1) Return on Net Worth (%) = Restated Loss for the year/period divided by Total Equity at the end of the year.*
2. *(2) Total Equity has been computed as the aggregate of equity share capital, instruments entirely equity in nature and other equity.*

4. *Net Asset Value per Equity Share*

Fiscal/ Period Ended	NAV derived from the Restated Financial Statements (₹)
As on March 31, 2021	(3.88)
After the completion of the Offer*	[●]
At the Floor Price:	[●]
At the Cap Price:	[●]
Offer Price*	[●]

**will be populated in the Prospectus. Not derived from the Restated Financial Statements.*

Notes:

(1) Offer Price per Equity Share will be determined on conclusion of the Book Building Process.
(2) Net Asset Value per Equity Share = Total Equity as per the Restated Financial Statements / number of equity shares and cumulative compulsorily convertible preference shares on fully converted basis outstanding as at the end of year/period adjusted for the impact of stock split and bonus issue after the end of the year but before the date of filing of the DRHP.
(3) Total Equity has been computed by aggregating equity share capital, instruments entirely equity in nature and other equity.

5. *Comparison of Accounting Ratios with Listed Industry Peers*

We believe that none of the listed companies in India are engaged in a portfolio of business similar to ours.

The Offer Price is [●] times of the face value of the Equity Shares.

The Offer Price of ₹ [●] has been determined by our Company and the Selling Shareholders 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 Statements*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 26, 135, 215 and 292, 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 26 and you may lose all or part of your investments.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

The Board of Directors
ONE MOBIKWIK SYSTEMS LIMITED
5th Floor, HUDA City Centre,
Metro Station, Sector 29,
Gurugram, Haryana - 122 001

Date: 9 July 2021

Subject: 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 8 July 2021.

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 Subsidiaries 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 Charted 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.

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 Statement in the Draft Red Herring Prospectus, Red Herring Prospectus, the Prospectus 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

Gajendra Sharma
Partner
Membership No: 064440
UDIN: 21064440AAAABU4826

Place: Gurugram
Date: 9 July 2021

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 SUBSIDIARIES CONSIDERED AS PART OF THE STATEMENT (Note 1)

1. Zaak ePayment Services India Private Limited

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 2021) 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 ("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 and 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**

Director

Place: Gurugram
Date: 9 July 2021

SECTION IV – ABOUT OUR COMPANY

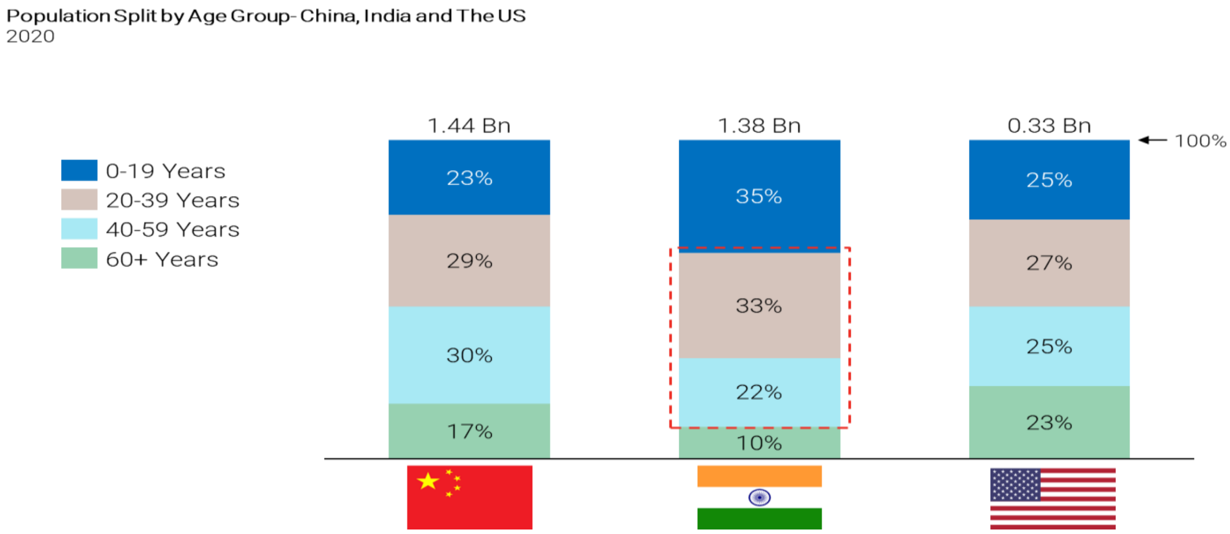
INDUSTRY OVERVIEW

*Unless otherwise indicated, the information in this section is obtained or extracted from the report "India Fintech Market" dated July 2021 (the "**RedSeer Report**") prepared and issued by RedSeer Management Consulting Private Limited, which has been commissioned and paid for by us as well as exclusively prepared for the purposes of the Offer. Neither we, nor the BRLMs, nor any other person connected with the Offer has independently verified any third-party statistical, financial and other industry information in the RedSeer Report. For the disclaimers associated with the RedSeer Report, see* *"Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Disclaimer of RedSeer" on page 16.*

MACRO ECONOMY AND INTERNET TRENDS IN INDIA

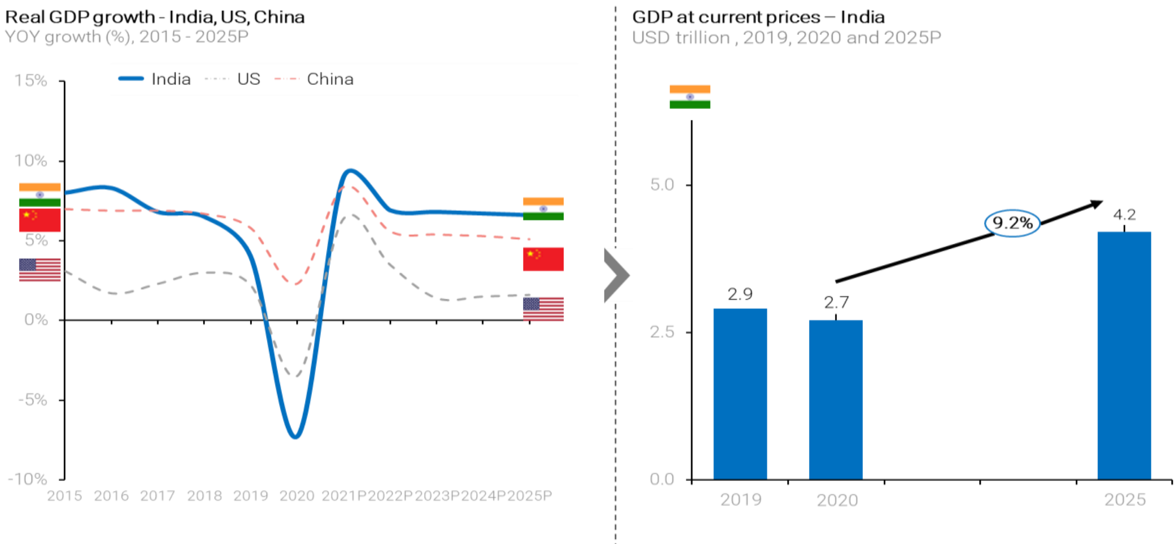
Approximately 68% of India's population is young and 55% of its population is between 20-59 (working population), which would be key to its economic growth

India is one of the youngest nations in the world, with a median age of 28 years compared to 37 years in China and the United States, 45 years in Western Europe, and 49 years in Japan. Approximately 55% of the population is between 20 and 59, which means a large part of the population is part of the workforce. Millennials (*i.e* typically those born in 1980s and 1990s according to various definitions) and generation Z (those born after mid 1990s) are driving the digital adoption and consumption growth in India.



Source(s): Secondary Research (United Nations), RedSeer Analysis

India is growing faster than other major economies like United States and China against a backdrop of a highly productive workforce



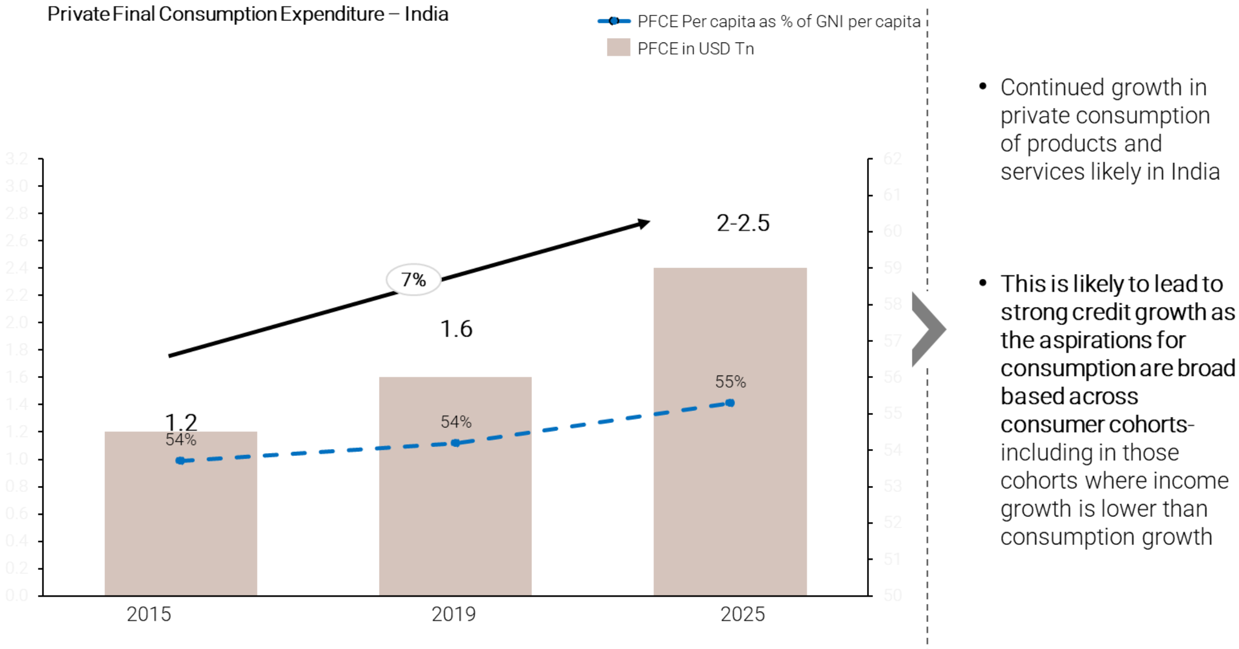
Source(s): RedSeer Estimates

Since 2015, India has witnessed approximately 7% average growth in real gross domestic product ("**GDP**"). However, the calendar year 2020 was an aberration due to the COVID-19 pandemic. India's economy contracted by 7.3% in Fiscal 2021 as per India's National Statistics Office data because of the slowdown in economic activities in the first quarter of Fiscal 2021 (*i.e.*, April 2020 to June 2020) due to one of the most severe nationwide lockdowns imposed globally.

India was expected to have a very strong recovery with an estimated growth rate of 11% to 11.5% for Fiscal 2022 on a real growth basis as per official estimates in the Economic Survey of India 2020 to 2021 and International Monetary Fund projections. However, due to the severe impact of the second wave of COVID-19 pandemic, the projections have undergone further normalisation to be at a growth of 9.5% for Fiscal 2022 as per the Reserve Bank of India.

Nonetheless, this is higher than the 5.4% projected growth for the global economy as per the United Nations. As the economy stabilizes to a healthy growth of 6% to 7% in real GDP thereafter, India's GDP (at current prices) is expected to be US$4.2 trillion by 2025. As per Centre for Economics and Business Research (CEBR), India is expected to become the third largest economy in the world by 2030.

GDP growth in India is also expected to be driven by rising private final consumption expenditure ("PFCE") in the next five years

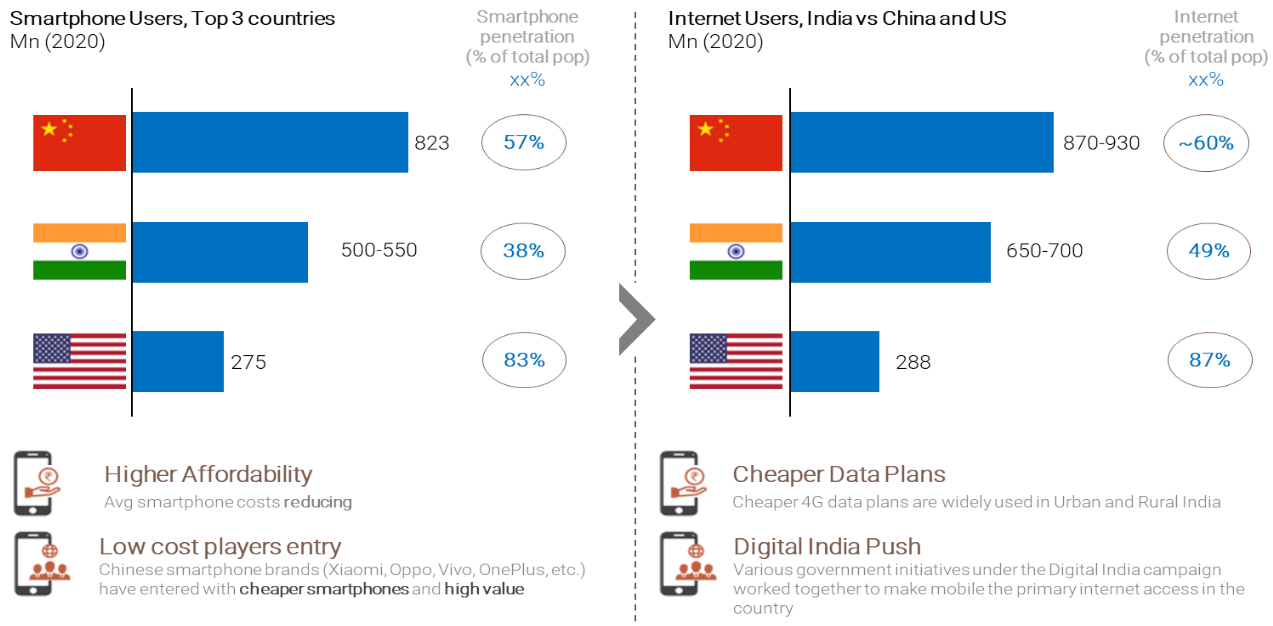


Source(s): Secondary Research (RBI), RedSeer Analysis

Quick resumption of high activity levels in the economy due to calibrated stimulus packages and other government initiatives has resulted in rebounds in PFCE and has driven the V-shaped recovery of the economy. Private consumption grew by 1% during October-December quarter of Fiscal 2021, indicating an improvement from the 25% decline in the June quarter of Fiscal 2021.

The PFCE has been growing steadily, from US$ 1.2 trillion in 2015 to US$ 1.6 trillion in 2019, which is further expected to increase to approximately US$ 2-2.5 trillion by 2025, according to various estimates.

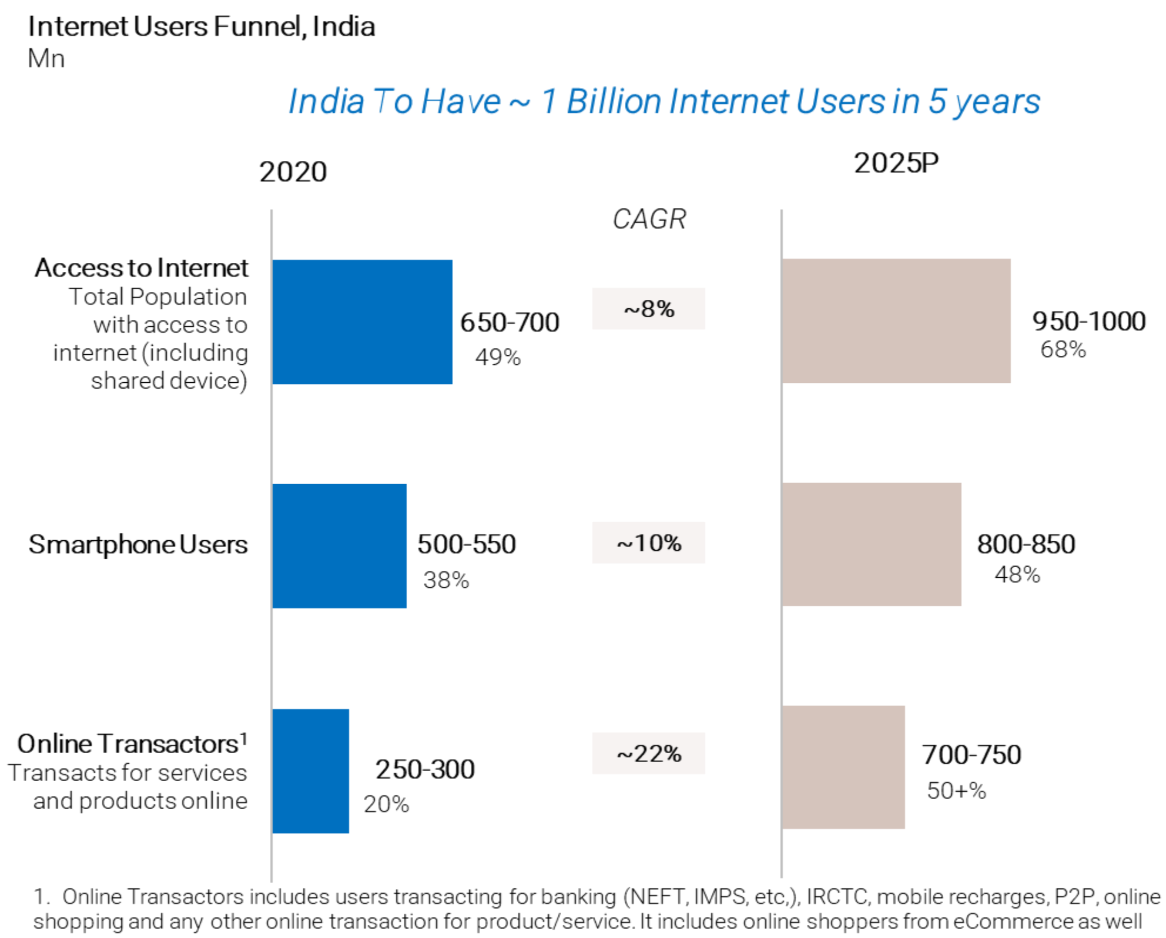
India has reached one of the highest smartphone and internet penetration in the world



Source: RedSeer Estimates

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 317 million internet users in 2015 to 650 - 700 million users in 2020.

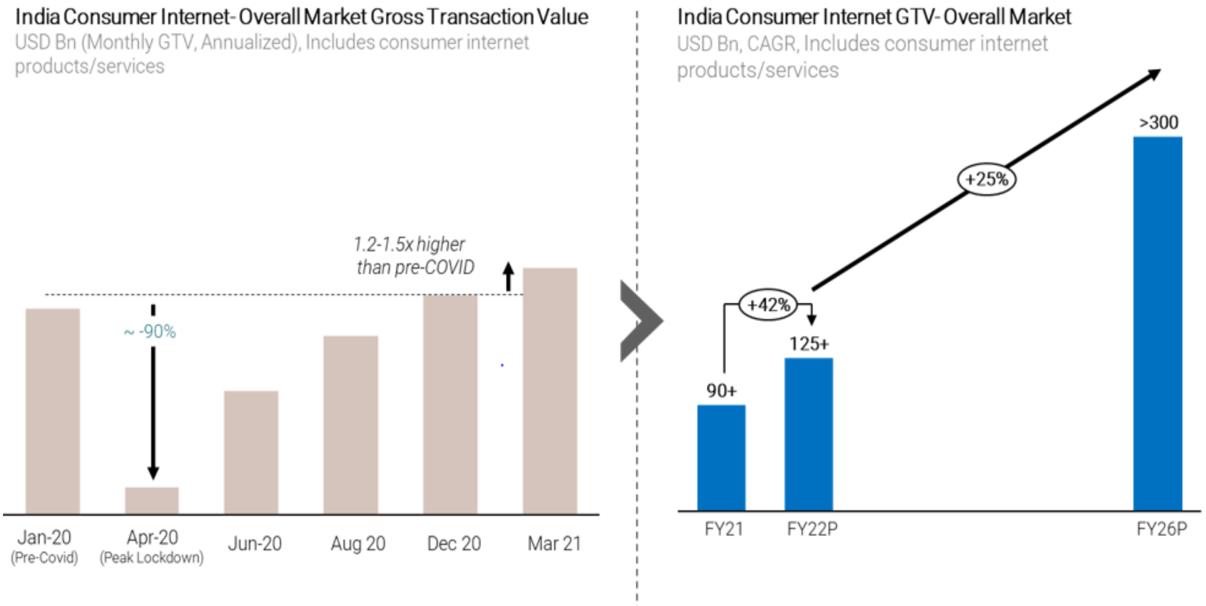
Internet and smart-phone penetration has nearly doubled from 2015 to 2020 and continues to grow in India



Source: RedSeer Estimates

The factors driving India's digital growth story are expected to be very well placed and continue to drive the growth in smartphone and internet user base going forward. Factors like low-cost smart-phones availability, from local as well as global brands, easy availability of smart-phones on e-commerce platforms, ease of consuming content on them, cheap and high speed 4G connections, will all remain in play for the coming years and drive continued adoption of smart-phones and internet user base going forward.

Growth of India's consumer internet market for products and services - to become a US$ 300 billion plus industry by Fiscal 2026



Note:
1.Consumer Internet includes online retail of mobile, electronics, fashion, grocery (e-tailing) and other sectors like Food Tech, eHealth, Travel and Stay, Bill Payments and Recharges, Stay, mobility, EdTech, Classifieds etc.

Source: RedSeer Estimates

India's consumer internet market experienced a 'V-shaped' recovery in gross transaction value ("**GTV**") terms through the course of Fiscal 2021. The consumer internet market dropped 90% from pre-COVID GTV in January 2020 before it recovered steadily month on month and was operating at 1.2-1.5 times higher than pre-COVID levels at the exit of Fiscal 2021.

The consumer internet market is expected to continue steady growth in Fiscal 2022 and cross triple digits GTV for the first time and eventually reach US$ 300 plus billion by Fiscal 2026.

Growth of GTV will be driven by the major consumer internet sectors

	GTV FY21	GTV FY26	CAGR	Key Growth Drivers
Online Retail	$ 41 Bn	$ 140-160 Bn	28-31%	• 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 the sector
Online Travel	$ 9-11 Bn	$35-40 Bn	30%	• It will take some time before the travel economy reverts to pre-Covid-19 levels. As government has started the vaccination drive, once protected from the virus, travel will resume, with accelerated growth trajectory
eGrocery	$ 3.7 Bn	$ 22-27 Bn	43-49%	• The growth in eGrocery is due to large number of first-time shoppers taking to online shopping during COVID- with many of them likely to stick around in future supported by increasing competition that drives better prices and improving experience
Food Delivery	$ 2.7-3 Bn	$ 13-14 Bn	~36%	• 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	$ 1.5 Bn	$12-16 Bn	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 COVID testing and others

Note- eGrocery numbers are included within online retail

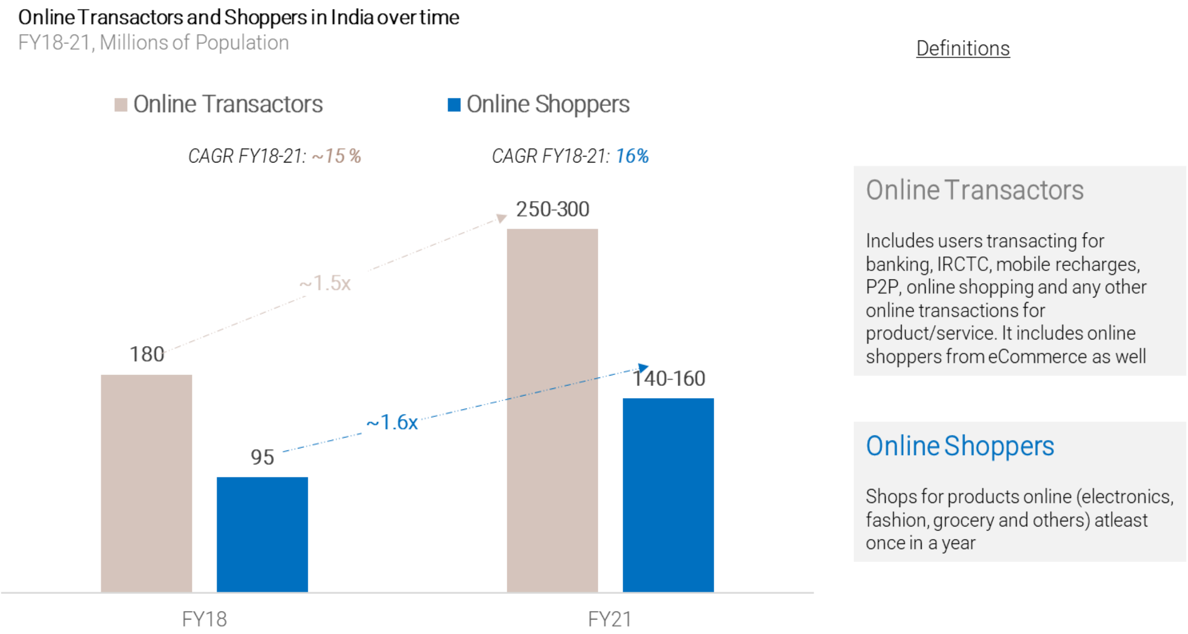
Source: Redseer Analysis and Estimates

Within India's consumer internet economy, the online retail (e-tail) sector is one of the largest and has been creating large impact on the economy by directly impacting micro, small and medium enterprises (MSME) in India by providing means of financing, technology and training and has a favourable cascading effect on other industries as well. Online retail (e-tail) sector is expected to continue its steady growth, reaching US$140-160 billion GTV by Fiscal 2021, thus remaining a cornerstone of the overall consumer internet market.

The other key sectors within India's internet economy are online travel, food delivery, e-grocery and e-health, amongst many others, each of which is expected to grow at a CAGR of above 30% in next 5 years, encouraging accelerated growth of Indian consumer internet market.

DIGITAL PAYMENTS LANDSCAPE IN INDIA

Online transactors and shoppers have been both growing in India rapidly and this is driving the consumer internet economy



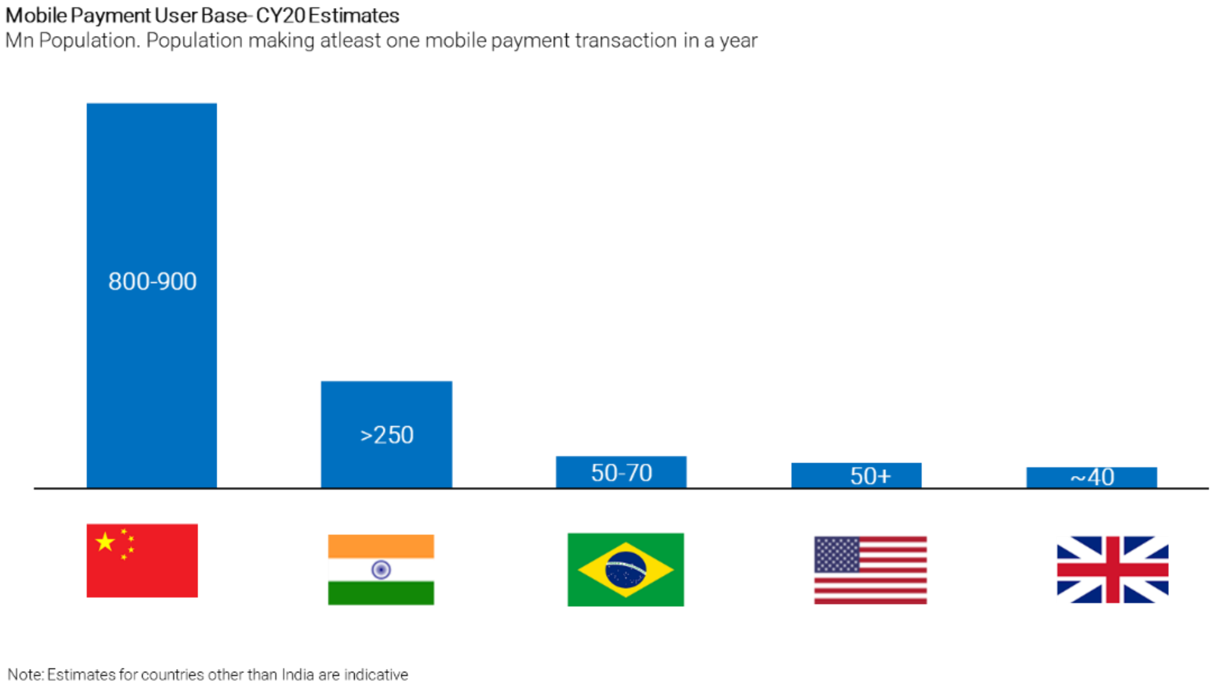
Source: RedSeer Estimates

The online transactor user base in India has been rapidly expanding, as a larger share of the population gets access to high speed 4G internet and gets comfortable with basic services such as recharges, bill payments, ticket bookings online. This has been facilitated further by the rapid growth in the mobile payment user base of India, which has been further enabled by the growth of payment instruments such as mobile wallets and unified payments interface ("**UPI**").

India's online transacting users has rapidly grown at a CAGR of approximately 15% from 180 million in Fiscal 2018 to over 250 million in Fiscal 2021. It is expected that this population base will continue to expand in the future, primarily accelerated by growth in convenient online payment solutions which can be used to pay for a wide range of services/products online.

Enabled by wider category mix (variety), EMI schemes (affordability) and faster deliveries (convenience). India's online shopper user base grew 1.6 times as well to reach 140 - 160 million by Fiscal 2021, enabling an online retail market of US$ 41 billion in Fiscal 2021.

India ranks as the second largest mobile payment markets in the world in terms of user base



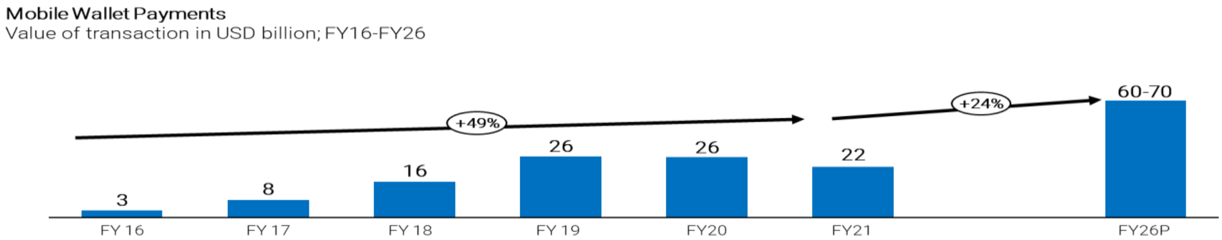
Source: RedSeer Estimates

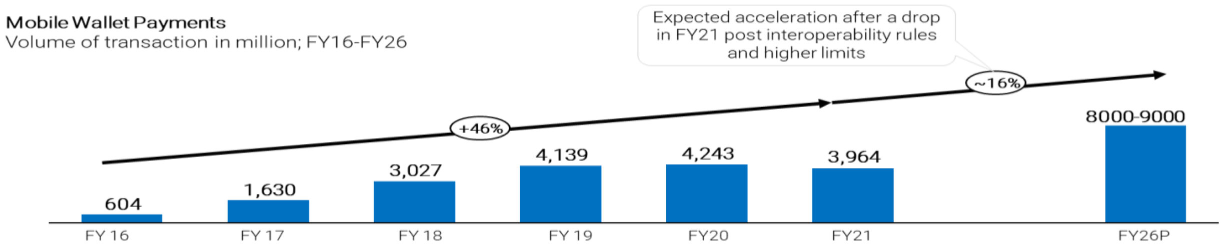
India's mobile payment user base has grown to be the second largest in the world behind China, indicating the strides it has made in growing mobile payments. Rigorous investment in mobile payment technology which drives superior convenience and consumer confidence, large merchant ecosystem penetration created by mobile payment platforms s 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.

Bill payments is another emerging use case that has further accelerated the growth of mobile payments in India. The total value of transactions executed on BBPS in Fiscal 2021 was US$ 5.9 billion, with approximately 266 million transactions completed. *MobiKwik* was among the top six players (comprising more than 60 banks and non-banks) on the BBPS platform in terms of customer Bharat Bill Payment Operating Unit (BBPOU) during June 2021.

Within mobile payments, mobile wallet payments are expected to grow (by value) by three times to reach approximately US$ 60-70 billion by Fiscal 2026.





Source(s): NPCI Data, RedSeer Estimates

Mobile wallets led to the advent of mobile payments in India as consumers shifted from cash to paying via mobile. As discussed earlier, demonetisation in 2016 also played a crucial role in pushing merchants to accept mobile wallet payments. This led to growth in usage of mobile wallets (by value) by approximately nine times between Fiscal 2016 and Fiscal 2020.

Multiple players have played a pivotal role in driving mobile wallets category.

MobiKwik is one of the largest mobile wallets (*MobiKwik Wallet*) and one of the first to launch a mobile wallet in India in 2009.

One of the biggest growth drivers that is expected to push mobile wallet growth in Fiscal 2021 - Fiscal 2026 is enabling regulations. The RBI's decision on interoperability of wallets allows mobile wallets to become members of card schemes such as Visa, Mastercard and American Express enabling them to directly issue prepaid cards to their customers.

Furthermore, the regulation permits a customer to send money from the mobile wallet to a bank account and from one company's wallet to another, thus driving up use cases, and eventually transaction frequencies and average order values. At the same time, the mobile wallet average transaction values will get a further boost as the limit of the outstanding balance in mobile wallets has also been doubled to ₹ 2 lakhs by RBI. Finally, customers will also be able to use mobile wallets at ATMs to withdraw cash and at point-of-sale terminals (card-swiping machines). Until now, only mobile wallets issued by banks offered a cash withdrawal facility.

The second driver accelerating the growth of mobile wallets will be from the demand side, as consumers grow increasingly focused on convenience and safety. High success rate of transactions and higher safety will lead to more trust among users.

The third driver accelerating the growth of mobile wallets will be revolving credit-based Buy Now Pay Later ("**BNPL**") models, which will provide access to credit for underserved customers and thus enable them to transact for multiple use cases on merchants across the wallet network using the BNPL credit.

BNPL OPPORTUNITY - GLOBAL

Globally, BNPL has emerged as a large and fast-growing opportunity to democratize lending

Total BNPL Transactions processed in Value (CY 20)	~$ 5-10 Bn	NA	$ 20-30 Bn
BNPL payment contribution to total e-comm payment (CY20) [2]	10%	23%	2%
Major Players operating in the region	afterpay flexigroup openpay zip	Klarna. QLIRO collector bank	affirm afterpay Klarna.

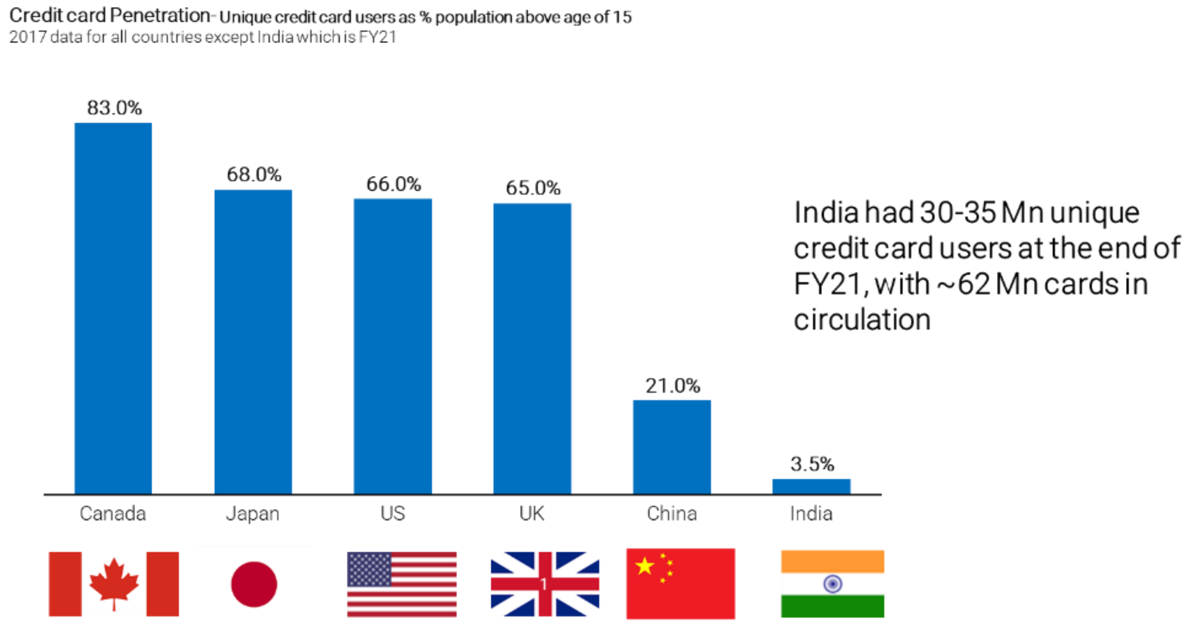
Source(s): RedSeer Estimates

Globally, BNPL as a payment mechanism is significantly evolved in developed markets like Australia, USA and Sweden. In these markets, BNPL solutions cater to convenience and affordability needs of millennials and generation Z and has grown into multi-billion dollar scale in 2020 (in term of Gross merchandise Value ("**GMV**") processed). Ecommerce remains the strongest use case for BNPL in these markets and BNPL now contributes to more than double digit e-commerce payments share in Australia and Sweden in the short time since launch, indicative of the impact of this product in driving the digital and overall consumption.

Multiple players are leading the growth of BNPL market in these countries including Afterpay, Affirm and Klarna, each of who are valued highly by investors and have proven the success/impact of BNPL models in these countries.

BNPL OPPORTUNITY IN INDIA

India has low credit card penetration (approximately 3.5% of the Indian population above the age of 15 years) compared to the developed countries; this is an opportunity for BNPL models to grow in India as well

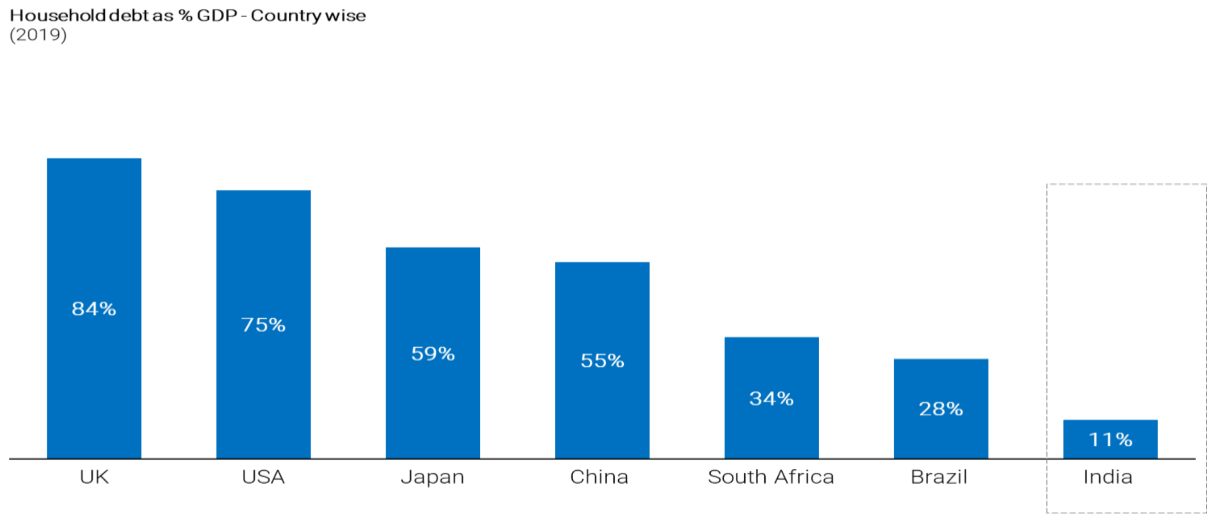


Source(s): World Bank; RBI Data, RedSeer Estimates

India had only 30-35 million unique credit card users resulting in a low credit card penetration of 3.5% (of the total Indian population above the age of 15 years) compared to the world's major economies, as of March 31, 2021. As a result, India presents a huge consumer credit gap and has significant headroom for growth for credit card as well as other credit instruments.

India's overall retail credit penetration remains significantly lower than global peers as well

In general, a large part of the Indian population continues to be unserved or underserved by the formal credit market, and as a result millions of people in India have either low or no access to credit or only have access to credit at very high interest rates. The inequality of credit distribution in India is evidenced by the fact that household credit utilization as a percentage of GDP in India was 11% as compared to over 75% in developed economies, such as the USA and UK.



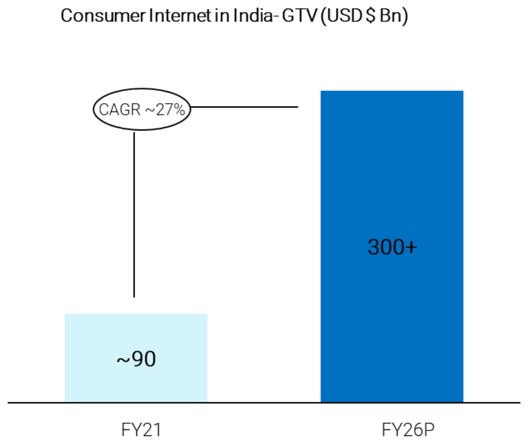
Source(s): RedSeer Analysis, RBI and IMF

India is gradually shifting to a consumption economy

One of the key factors that will drive the need for credit even further in the coming years is that there has been a shift in the mindset of consumers from being savings focused to consumption and instant gratification. Consumer lending from banks and NBFCs across use cases was estimated to be around US$ 267 billion in Fiscal 2017 and has grown to reach US$ 437 billion in Fiscal 2020. This trend of growing consumption behaviour especially amongst millennials and generation Z population will further expand the need for credit. Tech based credit solutions will be better placed to target this credit need compared to traditional credit institutions- especially considering that smartphone and mobile payment user base was approximately fifteen times and eight times of the unique credit card user base, respectively, in Fiscal 2021.

BNPL is a disruptive trend driving access to consumption credit and is likely to grow rapidly in future- as most of its target categories are themselves also poised for rapid growth in next few years

Addressable Market for BNPL is large and growing fast…



..with large opportunity in specific categories /use cases

	GTV FY21	GTV FY26	CAGR
Online Retail	$ 41 Bn	$ 140-160 Bn	28-31%
Online Travel	$ 9-11 Bn	$35-40 Bn	30%
E-grocery	$ 3.7 Bn	$ 22-27 Bn	43-49%
Food Delivery	$ 2.7-3 Bn	$ 13-14 Bn	~36%
E-Health	$ 1.5 Bn	$12-16 Bn	50-60%

Other large use cases are travel, bill payments, EdTech, amongst others

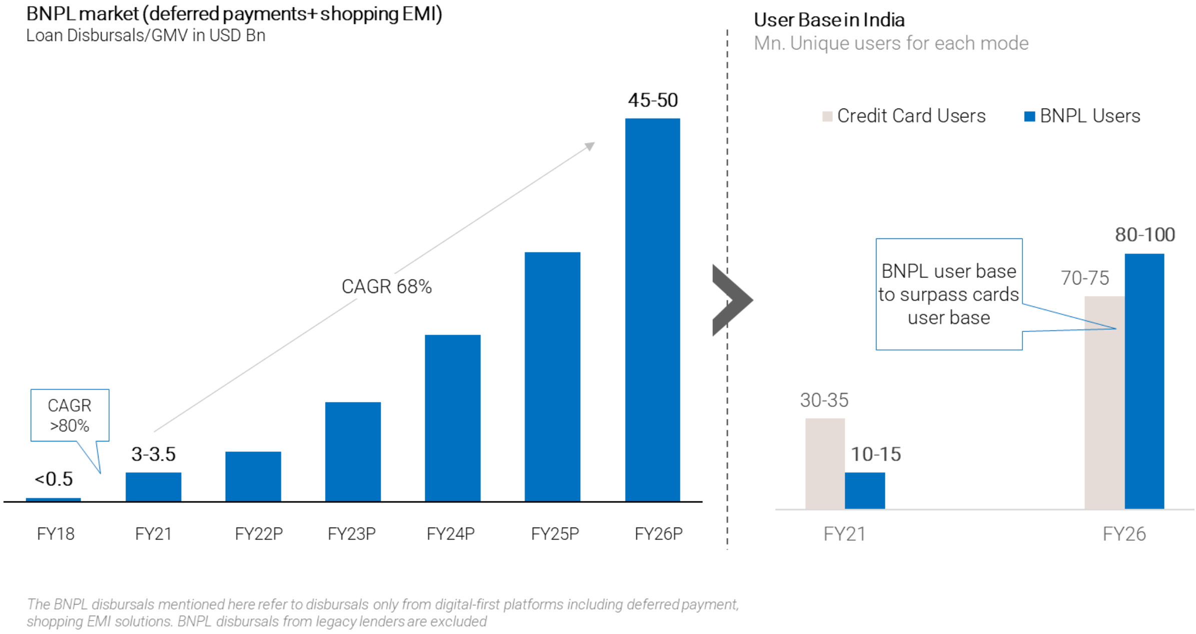
Note- eGrocery numbers are included within online retail

Source- RedSeer Estimates

In the context of a population starved of formal credit, BNPL has emerged as a major disruptor. Both globally as well as in India, BNPL players have made strong inroads in e-commerce, foodtech and other online and offline consumption categories. Consumers adopt them both for convenience (for instance, in case of lower ticket size food delivery purchases) and for affordability (for instance, high ticket size shopping payments via EMI loans to purchase consumer durables) they provide.

Looking at the overall consumer internet opportunity it is expected that BNPL would have an addressable market of approximately US$ 300 billion by Fiscal 2026 (not including offline). A significant portion of this market will actually be addressed by BNPL, driven by consumer's growing aspirations and need for convenience.

India's BNPL market has rapidly grown to reach US$ 3-3.5 billion in disbursals in Fiscal 2021 and is on track to grow to US$ 45-50 billion by Fiscal 2026 driven by user growth



Source: RedSeer Estimates

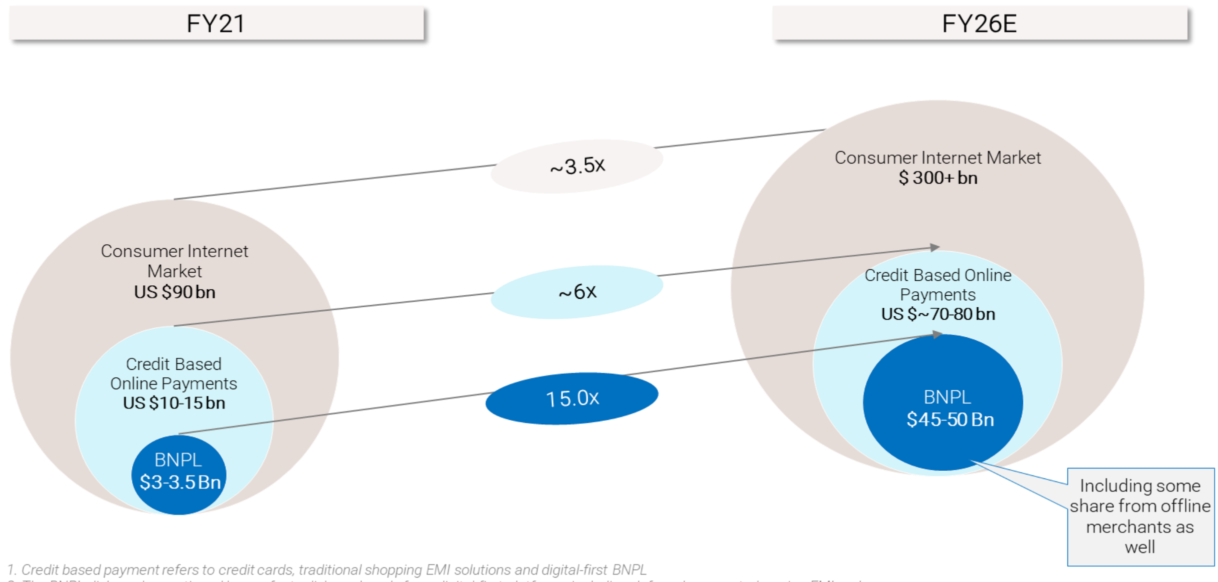
BNPL has been riding on the wave of rising consumer internet transaction and user growth across categories where most of the transacting users are underserved by credit. In this context, BNPL players have grown rapidly and now account for US$ 3-3.5 billion in disbursals for Fiscal 2021. In India, BNPL has been growing based on the following two models: deferred payments and shopping EMI loans. Deferred payment models are adopted mostly in online transaction services such as ecommerce, food delivery, e-grocery, online ticketing and utility bill payments. Deferred payment models work like credit cards offering a 15/30 day repayment period without any interest or charges while allowing customers to revolve by paying a fee. The players in the shopping EMI loans model offer higher loan amounts sums of money, with a longer repayment period (3/6/12 months) compared to the deferred payment model.

Rapid customer acquisition is accelerating the growth of BNPL. BNPL user base is expected to reach approximately 80-100 million users by Fiscal 2026, surpassing the unique credit card user base. Growing user base and expanding merchant use cases will drive the market to reach US$ 45-50 billion in disbursals by Fiscal 2026. Rapid growth of BNPL will also enable it to compare more favourably with credit cards business in terms of business scale. BNPL annual disbursals are expected to grow from approximately 3% of India's total credit card spends in Fiscal 2021 to approximately 15%-20% by Fiscal 2026.

The aforementioned rapid rise of the BNPL market in India has been supported and catalysed by multiple players offering deferred payments and shopping EMIs.

MobiKwik is one of the largest mobile wallet players in India and one of the largest 'buy now pay later' (BNPL) players in India, based on mobile wallet GMV and BNPL GMV, respectively, in Fiscal 2021. *MobiKwik* was amongst the first few players to launch BNPL in India in 2018.

BNPL in India is expected to grow approximately 15 times in the next five years and become a large share of the consumer internet market



1. Credit based payment refers to credit cards, traditional shopping EMI solutions and digital-first BNPL
2. The BNPL disbursals mentioned here refer to disbursals only from digital-first platforms including deferred payment, shopping EMI and revolving credit platforms. BNPL disbursals from legacy lenders are excluded,

Source(s): Desk Research; RBI data; RedSeer Estimates

As the BNPL user base and use case expand in India GMV disbursals is expected to grow nearly 15 times from US$ 3-3.5 billion in Fiscal 2021 to US$ 45-50 billion in Fiscal 2026, leading to a significant change in the landscape of unsecured consumer credit in India. This will result in double digit share of the total consumer internet market in Fiscal 2026 being powered by BNPL compared to approximately 3% in Fiscal 2021.

Overall user base for BNPL solutions will rise significantly to reach 80-100 million by Fiscal 2026, surpassing ahead of credit cards in this period and truly democratizing retail credit access to India's large base of digitally savvy millennials.

Wallet based (revolving credit) BNPL model also has significant inherent advantages compared to other BNPL peers and is well placed to capture the large BNPL opportunity

Compared to peers offering only BNPL services, wallet based (revolving credit) players are well placed

	Wallet Based BNPL	Online Retailers with BNPL	Shopping EMI Platforms	Deferred Payment Platforms
Digital Lending	✓	✓	✓	✓
Low CAC	✓	✓	✗	✗
Access to Data with KYC	✓	✓	✗	✗
Access to Captive Users	✓	✓	✗	✗
Large Merchant Network	✓	✗	✓	✗

Source- RedSeer Analysis

Wallet based BNPL models have some clear inherent advantages over other BNPL models. Online retailers offer their BNPL products and services on the back of their large customer base however their merchant pools are limited when compared to dedicated payments and BNPL platforms. Whereas the deferred payment players and specialized tech driven shopping EMI players have to incur high customer acquisition cost with limited access to captive users and necessary data.

In comparison to these peers, wallet based BNPL players have emerged stronger as they possess the benefit of having access to users (through its wallet offerings) as well as required data which enable them to avail lower customer acquisition costs. At the same time with their large merchant network, they are able to provide multiple use cases for the onboarded customers that increases their overall lifetime value. Further, wallet based BNPL players are able to gather user data which allows them to optimize the BNPL offerings and experience basis analysis of this data, thus leading to a virtuous cycle of further BNPL adoption and transactions.

Wallet based (revolving credit) BNPL model vs credit cards - more scalable with lower customer acquisition costs and balance sheet risks

Advantages for Wallet based (revolving credit) BNPL over Traditional Credit Card Providers

	WALLET BASED (REVOLVING CREDIT) BNPL	TRADITIONAL CREDIT CARD PROVIDERS
Low Customer Acquisition Costs	✓	✗
Rapid Scalability	✓	✗
Instant Approval	✓	✗
Low Balance Sheet Risk	✓	✗
Advanced Technology and Underwriting	✓	✗
Large Scale Consumer Data	✓	✗
End to End Online Solution	✓	✗

Source: RedSeer Analysis

In India, traditional credit card providers experience difficulty scaling their operations due to various reasons including the underwriting process, slow credit approvals and lack of flexibility.

BNPL has several advantages over credit cards, on account of being digital, resulting in low cost of operations, as well as, having the ability to offer smaller ticket size credit, making it a more scalable and profitable alternative over the traditional credit delivery models. Moreover, the ability of traditional credit delivery models to scale-up in a cost-efficient way has been constrained due to various factors, including limited consumer data and credit scores for consumers in India, the high consumer acquisition cost of traditional financial institutions, and consequent limitation to provision of smaller ticket size credit.

Wallet based (revolving credit) BNPL model comes to the rescue of these consumers with better underwriting process, instant approval and flexible options. They also provide products that offer them more convenience with one click payments, transparency and affordability, making it a sought-after alternative especially for the digitally savvy youth which drives much of India's digital and consumption economy today.

BEYOND BNPL- ADDITIONAL CROSS SELL OPPORTUNITIES IN WEALTH AND INSURANCE FOR MOBILE WALLETS CUSTOMERS

As the consumer base of the digital payment platforms sees strong growth, it creates a large captive customer pool that the platforms are looking to monetize by cross selling other financial services. Due to the growth potential provided by the digital payment industry, various companies have started offering integrated services, such as wealth management and micro-insurance products which also have higher margins

Additionally, the growing overall digitization of the consumers has led to accelerated digitization of these financial products as well. Consumers who are used to doing regular digital payments and shopping online for various products and services are increasingly going online for purchase of sophisticated financial products like insurance and investing in a varied class of assets.

Wealthtech – Large addressable market for digital disruption

India's investments market is ready for digital disruption

In 2020, the mutual fund investor penetration in India was approximately 2% in Fiscal 2021 with the AUM to GDP ratio at approximately 16% as compared to approximately 145% for the United States. The low penetration of mutual funds can be attributed to risk averseness, emphasis on saving in physical assets, and lack of awareness among Indians. Moreover, traditionally in India, wealth management products are advised/sold by individual agents and banks which involves an inconvenient physical investing process, conflict of interest and lack of transparency. As a result, digital channels offering instant KYC and investment, open architecture, robust research, and transparency have a significant opportunity in wealth management.

In addition, gold has been a preferred choice of investment for a majority of Indians. According to the World Gold Council, Indian households have accumulated approximately 25,000 tonnes of gold and are the largest collectors of yellow metal, as of 2019. However, the traditional ways of buying gold has been evolving with the adoption of technology and growth of technology-driven segments of the population, such as millennials, resulting in gold being purchased digitally through online platforms, which provide benefits, such as, instant liquidity, higher selling price, the convenience of buying using a single-click and safety.

In this context, digital investment market is ripe for growth. The growth will be driven by a fundamental shift in how consumers invest. With a generational shift and increasing income for millennials - digital-first platforms are to gain the most. With the declining interest rate environment, the use case for traditional savings products such as fixed deposits become inefficient. The new age of investors who are risk-takers and digitally savvy will need alternative asset classes to invest. Further making the case for equities is driven by the convenience of at-home investments made easy by digital platforms. At the same time, multiple new age business models have come up in this space, targeting various cohorts within retail customer segment and high net worth individuals. These business models help the customers to invest across mutual funds or equities, besides other asset classes such as digital gold, futures and options. While traditional full-service models led this space earlier, over the last few years, various digital-first models such as discount brokers, mutual fund distributors, 'robo advisors' have emerged.

A combination of these two factors is expected to drive up participation in equity markets (direct and MF) along with enabling investments in other assets, and digital platforms would play a key role in more than doubling India's active investor base in next 5 years.

Insurtech: Digitizing India's highly underpenetrated insurance market

In 2019, the penetration of insurance, life insurance and non-life insurance in India was 3.76%, 2.82% and 0.94%, respectively, which is relatively lower in comparison to the global penetration of insurance, life insurance and non-life insurance of 7.23%, 3.35% and 3.88%, respectively. In addition, traditionally in India, insurance is advised or sold as a 'push' product through channels, such as, individual agents, brokers and common service centres. Accordingly, there exists a significant growth opportunity in the sale of insurance products in India, particularly for digital platforms, which offer open architecture, transparency, superior consumer interface, bite-sized products and instant issuances.

Multiple new age business models have come up in India's insurance space, targeting business-to-consumer and business-to-business customers. These business models help the customers to buy life and non-life insurance products. While traditional insurers lead this space, over the last few years, digital insurers have also come up selling insurance online through their app/ website. At the same time, the distribution channel has seen disruption with marketplace players disrupting the agent-driven distribution model. This digital transformation of the Insurance sector looks promising and bodes well for the future.

Insurtech market growth is expected to be driven by four key drivers

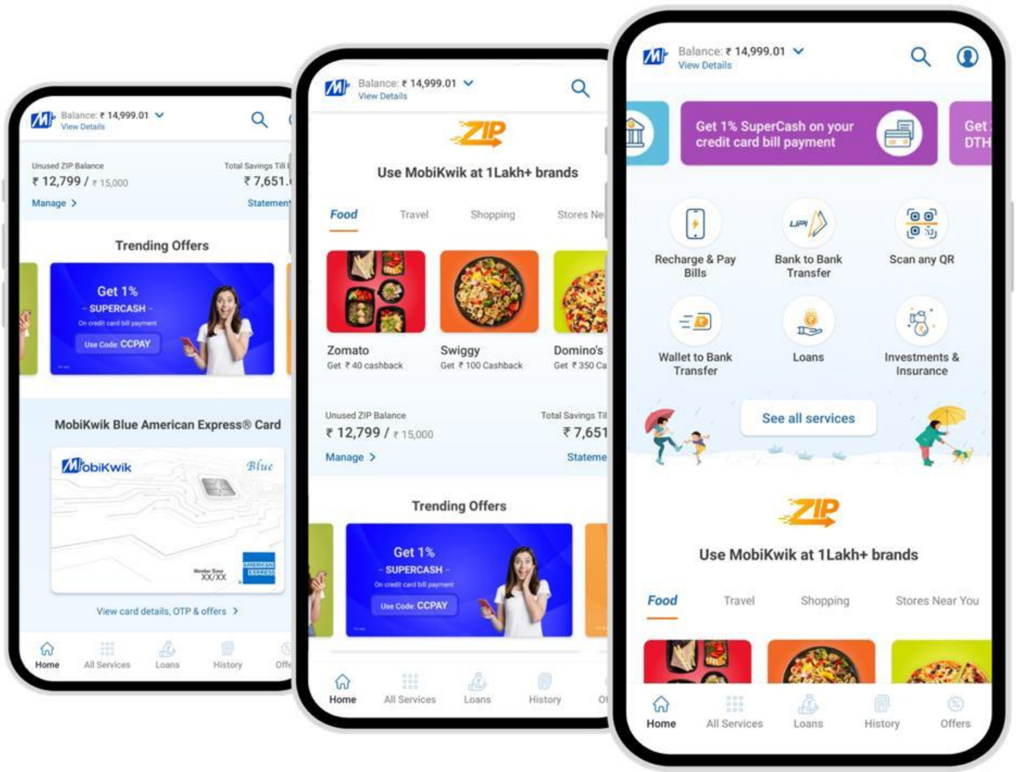
- Increase in penetration in health insurance, auto insurance and other general insurance categories supported by several government initiatives is expected to give an impetus to the insurance industry in the coming years.
- Earlier, FDI limit for insurance companies was at 26%, which was changed to 49% in 2019-20 and was further increased to 74% recently.
- In the recent years, insurance has emerged as a big frontier for fintech, with significant amount of investor interest, led by digital insurance models.
  While most age groups have started buying insurance online, millennials and generation Z have turned up as the power-users and are expected to drive the digital insurance model, globally.

*Unless otherwise indicated, industry and market data used in this section has been derived from the report "India Fintech Market" dated July 2021 (the "**RedSeer Report**") prepared and issued by RedSeer Management Consulting Private Limited, which has been commissioned and paid for by us as well as exclusively prepared for the purposes of the Offer. 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 16.*

OVERVIEW

We are a fintech company - one of the largest mobile wallets (*MobiKwik Wallet*) and Buy Now Pay Later ("**BNPL**") players in India, based on mobile wallet gross merchandise value ("**GMV**") and BNPL GMV, respectively, in Fiscal 2021 (*Source: RedSeer Report*). According to the RedSeer Report, India's online transacting users has rapidly grown at a CAGR of approximately 15% from 180 million in Fiscal 2018 to over 250 million in Fiscal 2021. However, India had only 30-35 million unique credit card users resulting in a low credit card penetration of 3.5% (of the total Indian population above the age of 15 years) compared to the world's major economies, as of March 31, 2021 (*Source: RedSeer Report*). We are focused on addressing the unmet credit needs of these fast growing online transactors by combining the convenience of everyday mobile payments with the benefits of Buy Now Pay Later (BNPL).

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

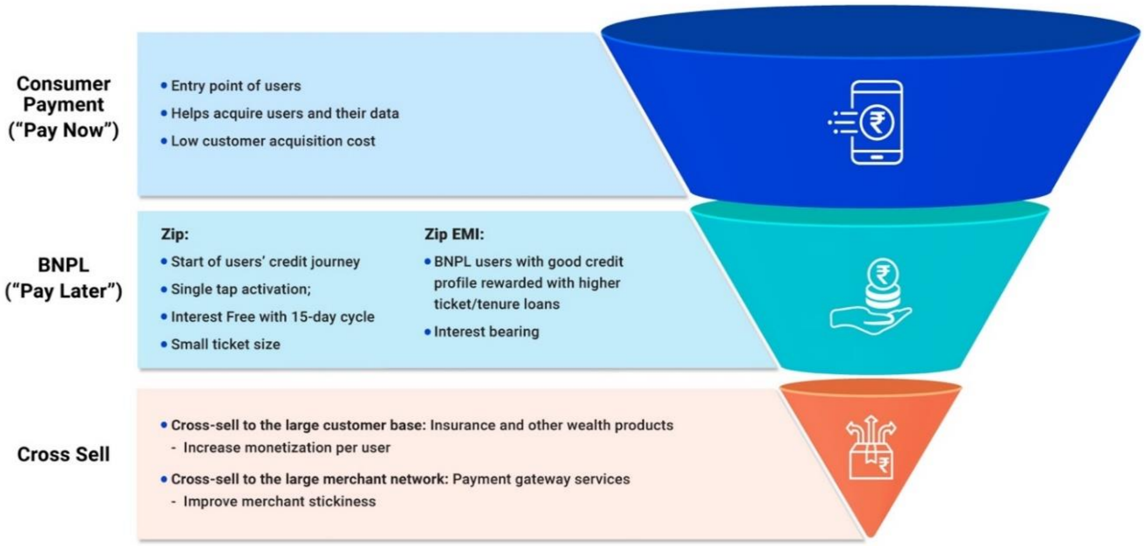


We commenced operations in 2009 with the *MobiKwik Wallet* so that users could load money into a mobile wallet and use it to pay their utility bills in a single click. Over the years, our mobile wallet use cases have expanded to include, among others, ecommerce shopping, food delivery, petrol pumps, large retail chains and pharmacies. Our large merchant network includes websites and mobile apps, where the *MobiKwik Wallet* is a payment option in the checkout as well as physical retail stores, where the *MobiKwik Wallet* is a QR code payment option at the point-of-sale ("**POS**")/ cashier. Our platform also enables peer-to-peer payments via unified payment interface ("**UPI**"), *MobiKwik Wallet* as well as *MobiKwik Wallet* to bank payments. As of March 31, 2021, our Company had over 101.37 million Registered Users and more than 3.44 million ecommerce, physical retail and biller partners.

In order to further enhance our value proposition to our online merchants, we introduced our payment gateway, *Zaakpay*, in 2012. *Zaakpay* enables online websites and mobile apps to collect payments from their users using multiple payment options, including debit and credit cards, mobile wallets, UPI and net banking.

In May 2019, we launched *MobiKwik Zip*, our flagship BNPL product, with a focus on the Indian middle-class population to enable them to make payments for daily life use cases. *MobiKwik Zip* is focused on providing majority of users forming part of the unserved Indian population their first experience of credit. As of March 31, 2021, 22.25 million users have been pre-approved for *MobiKwik Zip*, and in Fiscal 2021, our *MobiKwik Zip* users repeat rate was 79.19%.

Overall Business Strategy and Competitive Strength



We believe our key competitive advantages include our ability to (i) cross-sell; (ii) leverage data science and technology; and (iii) efficiently manage risk. Our consumer payments segment is the foundation stone for BNPL. It acts as top of the funnel through which we acquire new users who come on our platform for making daily life payments. The data, generated by these users through their transactions, is leveraged for risk assessment and underwriting BNPL through *MobiScore*. Our merchant network further helps in user engagement for BNPL and helps cross-sell our payment gateway (*Zaakpay*). These synergies and the complementary nature of our businesses adds value to our users, merchants and other partners and increases our ability to monetise our user and merchant network without incurring significant additional expenditure. We believe such network effects increase the stickiness and loyalty of both users and merchants, creating an interlinked virtuous cycle.

BUSINESS SEGMENTS

Our business operations are divided into three distinct business segments: (i) BNPL; (ii) Consumer Payments (*MobiKwik Wallet*); and (iii) Payment Gateway (*Zaakpay*).

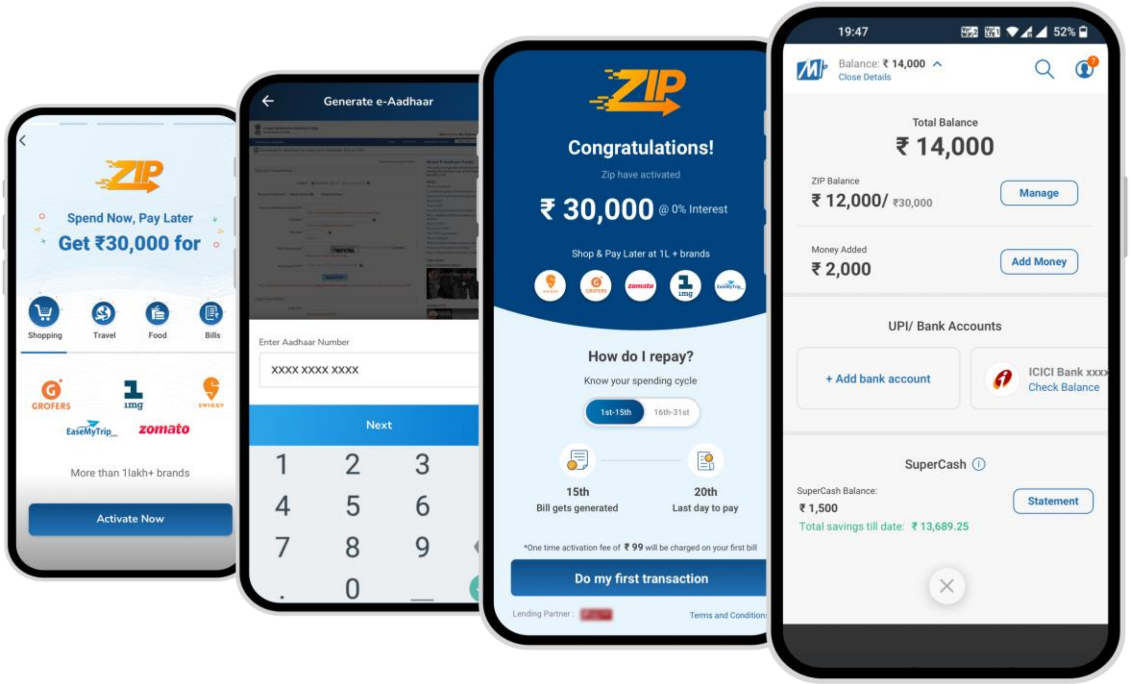
1. Buy Now Pay Later (BNPL) Segment

Our BNPL products - *MobiKwik Zip* and *Zip EMI*, provide accessible and affordable small-ticket credit to middle class Indians for daily life payments as well as discretionary spend. We also cross-sell small ticket wealthtech and insurtech products to these users.

- ***MobiKwik Zip***: Flagship BNPL product provides convenience to users, enables them to make purchases they otherwise could not afford, upgrade purchase choices to appeal to their aspirations and purchase more frequently. For pre-approved users, the *MobiKwik Zip* activation on our mobile app is seamless, one-tap and takes less than a few minutes.

  MobiKwik Zip is an interest-free product with a ₹ 500 to ₹ 30,000 credit limit available in the user's *MobiKwik Wallet* with a one tap activation in 15-day cycles. At the end of the cycle, a user is required to pay the due amount within five days, failing which a late fees is charged. The user also pays a one-time activation fee.

- ***Zip EMI***: Users with satisfactory repayment history on *MobiKwik Zip* are then pre-approved for *Zip EMI*. *Zip EMI* is focused on users who wish to purchase high value products between ₹ 25,000 to ₹ 100,000. This product is interest bearing and users repay through six/12/18 equal monthly instalments ("**EMIs**").



Strong value proposition

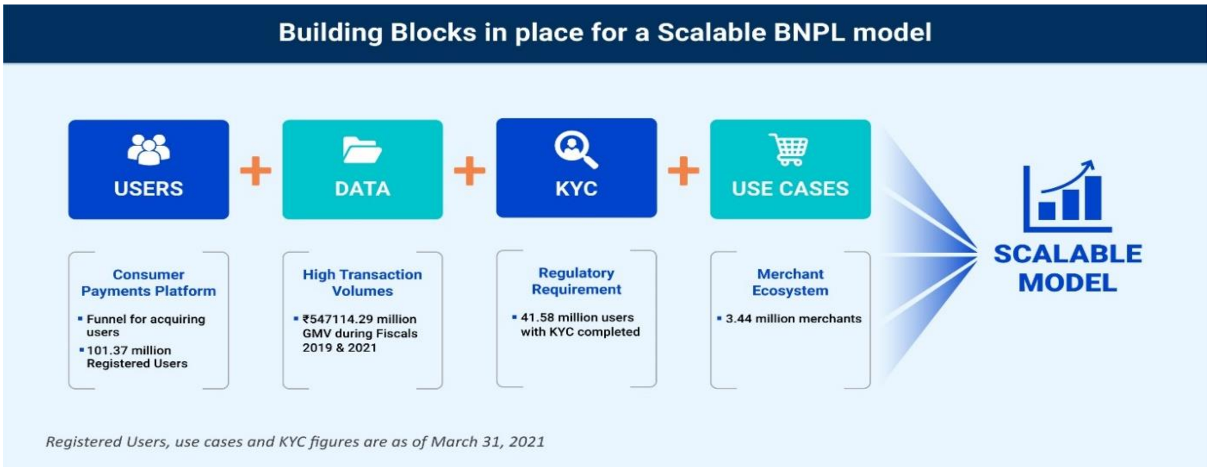
- ***Users***: We believe that *MobiKwik Zip* offers various value propositions to users including: first time access to credit; increased purchasing power; interest free credit if repaid on time; ability to build credit history; transparent pricing and terms; and ease of use while shopping. These inherent value propositions for users are reflected in the increasing loyalty to our BNPL products, higher repeat rates and increased spends.

- ***Merchants***: Merchants also benefit from the increased purchasing power of our *MobiKwik Zip* users, higher success rates, frequent transactions and higher average transaction value.

- ***Partners***: While our BNPL products are developed, managed and serviced by us, we are not a lender and we therefore partner with banks and RBI registered NBFCs, who in turn extend the BNPL credit to our users, through our technology platform. Lending partners can drive loan growth cost effectively by partnering with us. We have partnered with five lending institutions, namely, IDFC FIRST BANK, InCred, Fullerton India Credit Company Limited, DMI and Faircent.com.

The complementary nature of consumer payments and BNPL segments has resulted in an increase in user engagement (*MobiKwik Zip* users repeat rate was 79.19% in Fiscal 2021), and an increase in conversion rates for merchants and GMV on our platform, which in turn helps us in improving operating leverage.

Building blocks in place to scale up BNPL profitably



Large KYC-ed (KYC completed) user base with no customer acquisition cost ("CAC") - As of March 31, 2021, we had over 41.58 million KYC-completed users on our platform acquired through the *MobiKwik Wallet*. As a result, the CAC for our BNPL segment is effectively zero.

Big data leveraged to underwrite using our proprietary algorithm MobiScore - We continuously acquire a large amount of user 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 BNPL underwriting. This flow of credit, payment and user data allows *MobiScore* to continually learn, increase the number of pre-approved BNPL users, increase credit limit of existing BNPL users, while managing relatively low delinquency rates.

Large merchant network – The large merchant network built for *MobiKwik Wallet* over the last decade allows our BNPL users 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* users have transacted at least once has increased from 2,454 as of March 31, 2020 to 11,351 as of March 31, 2021.

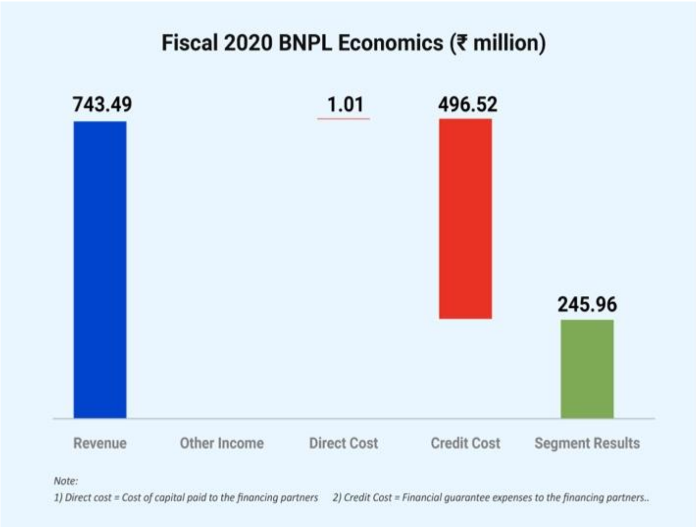
Wealthtech and Insuretech cross-sell to users

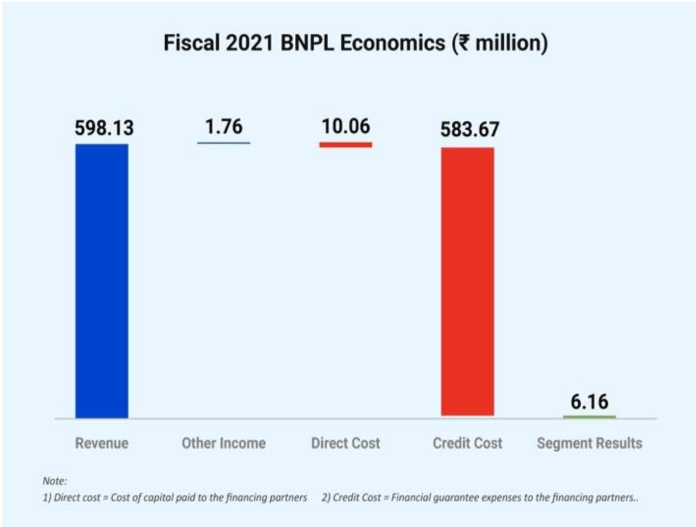
We had acquired Clearfunds, an online mutual fund platform, in 2018 to offer wealthtech products. As of March 31, 2021, we have partnered with 36 asset management companies, including UTI Mutual Fund, DSP and Aditya Birla Sun Life Mutual Fund. Investments on our platforms can be done with relatively low amounts, starting with ₹ 100. We intend to further diversify into other products such as fixed deposits and National Pension Scheme. We have partnership with SafeGold, to enable trading of digital gold on our platform bringing benefits such as instant liquidity, higher selling price and ease of purchase to our users. The AUM of our Wealthtech offerings amounted to ₹ 1,652.50 million, ₹ 2,879.00 million and ₹ 3,963.90 million in Fiscals 2019, 2020 and 2021, respectively.

We have received an approval to act as a '*Corporate Agent*' from the IRDAI. We have partnered with four insurance companies, including SBI General Insurance, Aegon Life and Chola MS to offer a wide range of micro insurance (life, health and general) products. We aim to increase insurance penetration in India through our 'DIY' model, enabled by bite-sized products, instant purchases and seamless payments.

Growth strategy

Our consumer payments segment (*MobiKwik Wallet*) provides key competitive advantages for our BNPL segment, including brand recall, large existing KYC user base, big data to assess user creditworthiness and a large merchant ecosystem. As a result of the above building blocks being in place, we believe we have a sustainable base to grow the BNPL business in a scalable and profitable manner. We have been profitable at the BNPL segment results level (*i.e.* revenue minus direct cost) in Fiscals 2020 and 2021 as indicated in the charts below:





As a result, we have experienced rapid growth in our BNPL segment with our BNPL segment GMV increasing from ₹ 2,327.95 million in Fiscal 2019 to ₹ 4,854.92 million in Fiscal 2020. While COVID-19 impacted the first half of Fiscal 2021, our recovery in the second half was sharp, resulting in BNPL segment GMV of ₹ 2,999.43 million in Fiscal 2021. For further information, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations - Key Factors affecting our Financial Condition and Results of Operations - BNPL (Buy Now Pay Later) Segment*" on page 296.

2. Consumer Payments Segment (MobiKwik Wallet)

MobiKwik Wallet is a mobile payments app, which provides our 101.37 million Registered Users (as of March 31, 2021) a simple, fast, safe and reliable way to pay. Users can fund their *MobiKwik Wallet* using various funding sources, including (i) savings from their bank account through debit card, net banking or UPI; (ii) credit through credit card and BNPL products; (iii) other pre-paid instruments, including gift cards, pre-paid cards and coupons; and (iv) peer-to-peer transfers, such as, wallet-to-wallet or UPI.

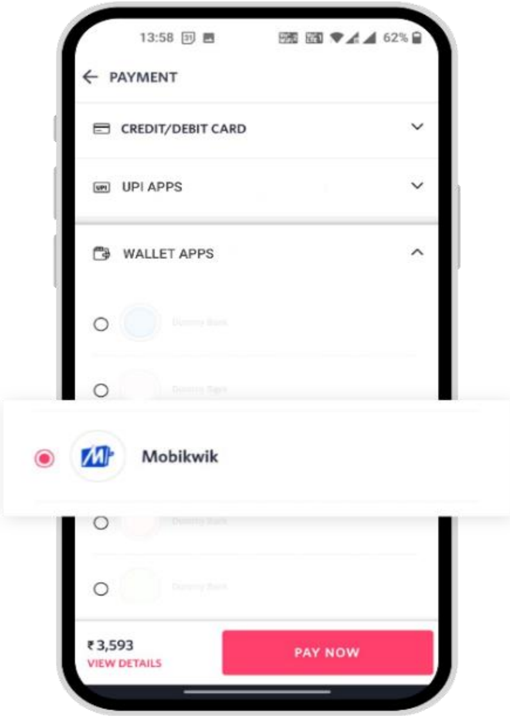
Our consumer payments segment strategy is to acquire a large set of users and create a large acceptance network for them so that they can pay with *MobiKwik Wallet* anywhere in India.

Use cases

Our large merchant network includes online websites and apps, where (i) *MobiKwik Wallet* is a payment option in the checkout and physical retail stores; and (ii) *MobiKwik Wallet* is a QR code payment option at the POS/cashier. Our platform also enables peer-to-peer payments on UPI and *MobiKwik Wallet* as well as *MobiKwik Wallet* to bank payments.

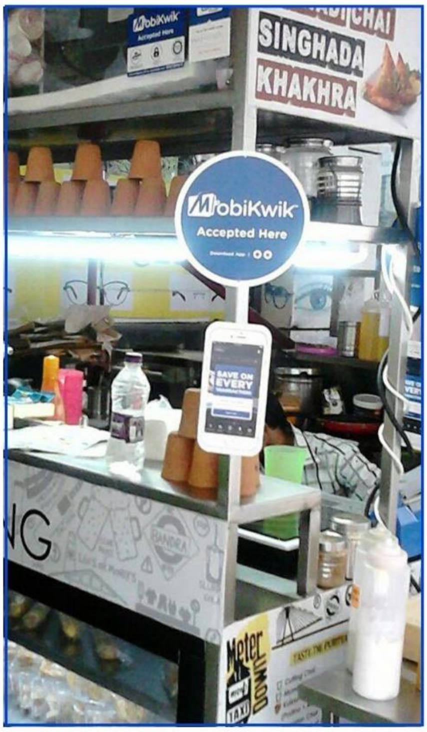
Users can pay with *MobiKwik Wallet* through multiple product flows:

- ***Ecommerce merchants***: Where *MobiKwik Wallet* is a payment option in the merchant checkout screen via direct integration between merchants' and our servers.

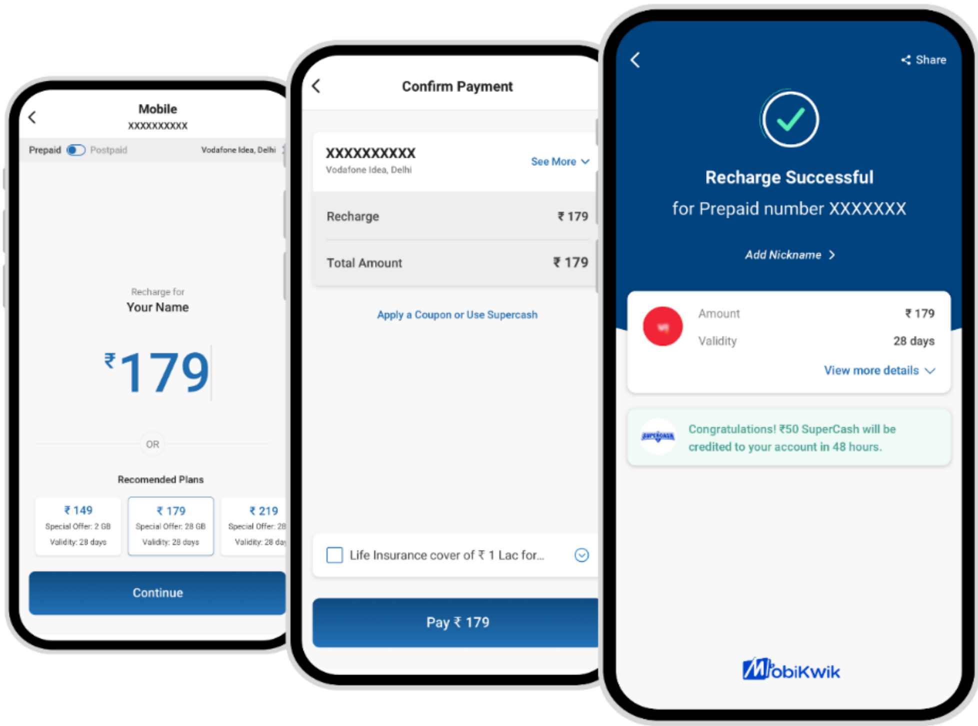


- ***Large format retail stores***: Where *MobiKwik Wallet* is a QR code based payment option at the merchant POS/cashier via direct integration between retail merchants' and our servers.

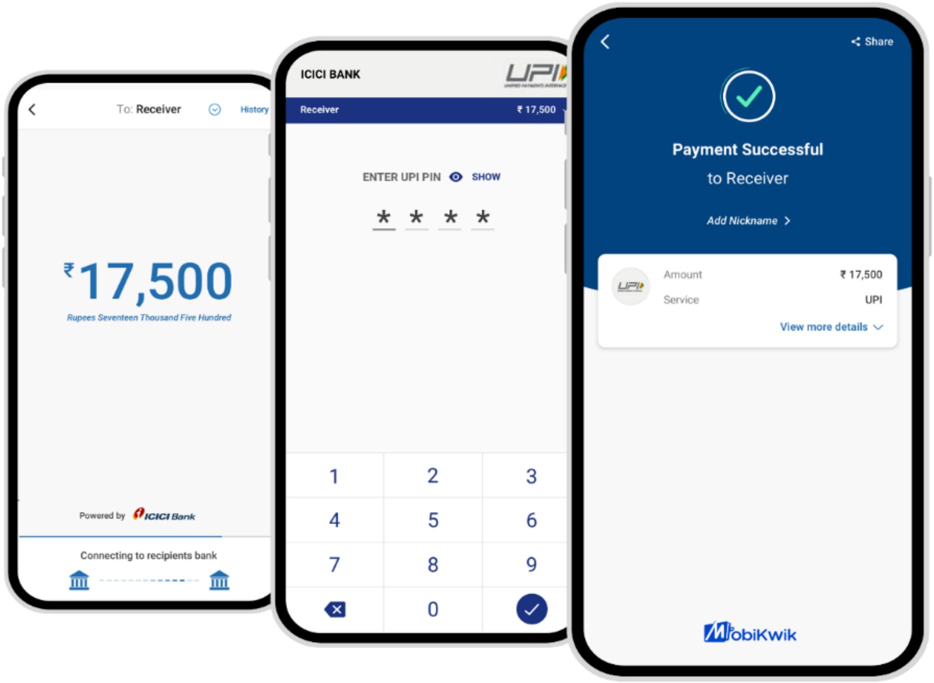
- ***Mom and pop stores***: Where *MobiKwik Wallet* is a QR code-based payment option at the merchant POS/cashier.



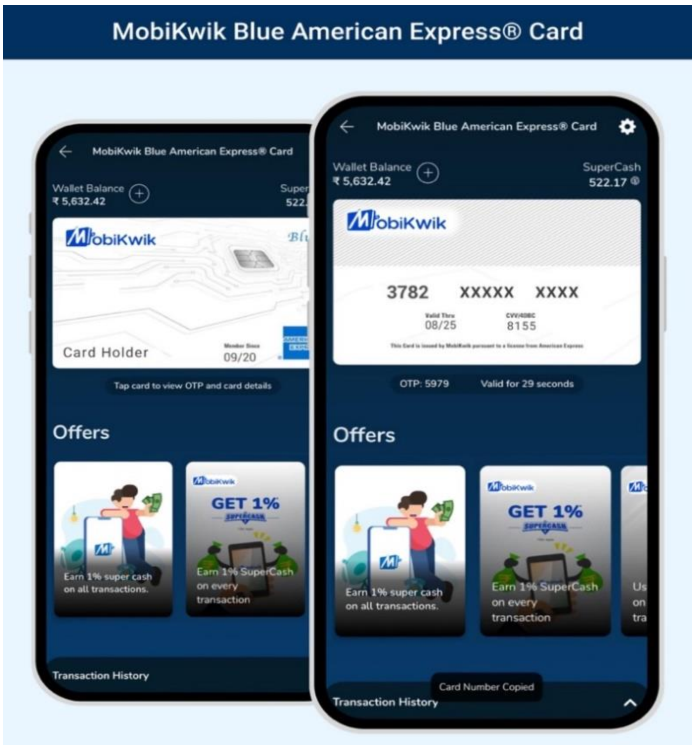
- ***Bill payments and others***: Where users come to the *MobiKwik* app to make payments for, among others, mobile, broadband, television, electricity, water, FastTag, property tax, EMI, credit card, subscriptions and gift cards.

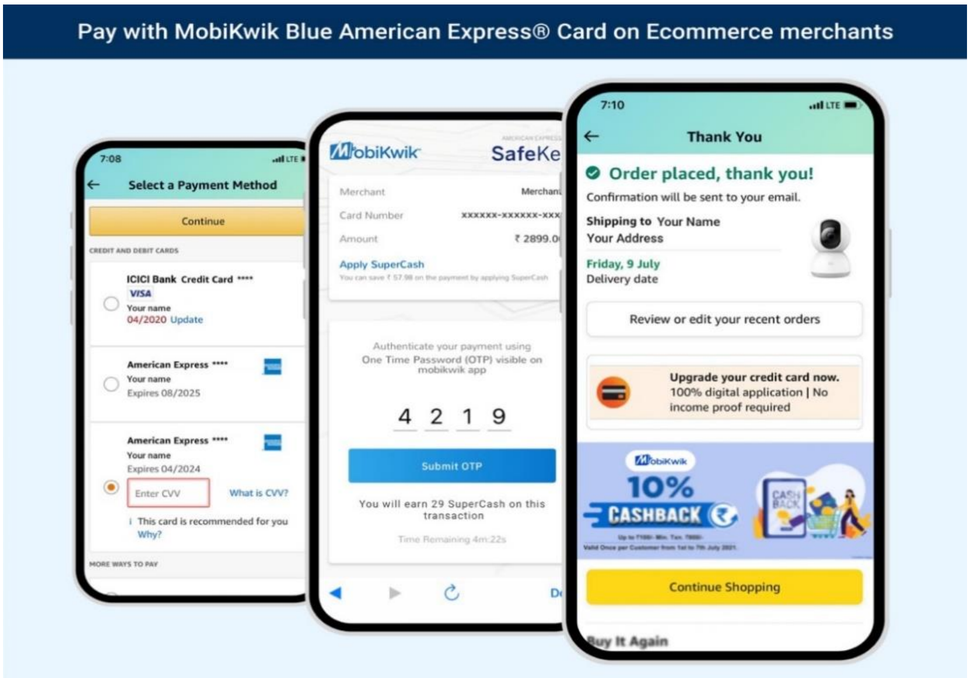


- ***Peer-to-peer transfers***: *MobiKwik Wallet* (wallet to wallet), bank (wallet to bank) or UPI (bank to bank transfer).



- ***Ecommerce merchants via card***: Where credit/debit card is a payment option in the merchant checkout but *MobiKwik Wallet* is not. We have executed agreements with network providers, such as, American Express Limited and Visa to issue prepaid cards through which our users can pay at merchants where *MobiKwik Wallet* is not directly integrated. As of March 31, 2021, we had issued 1,104,364 *MobiKwik Blue American Express Cards*.





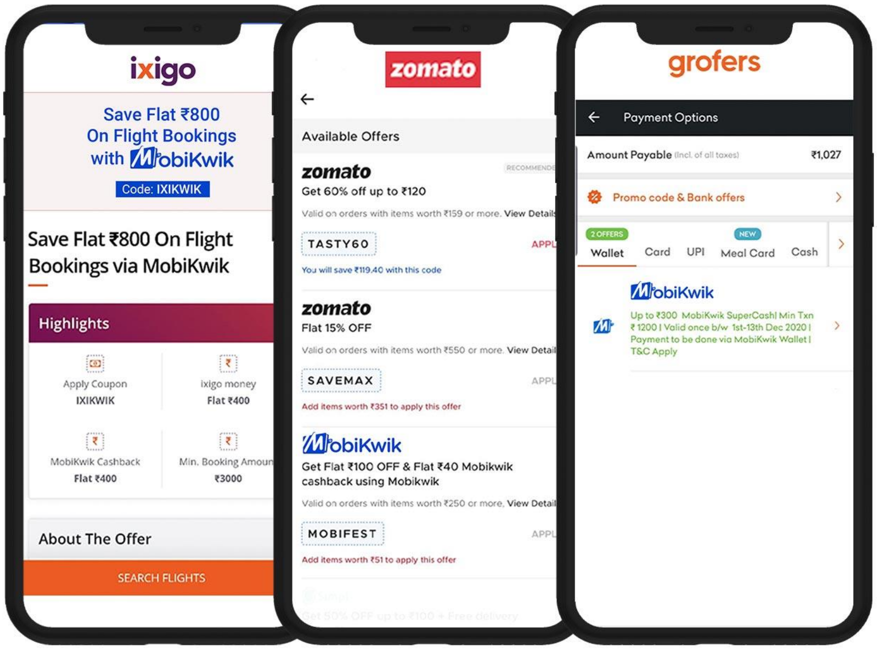
User acquisition

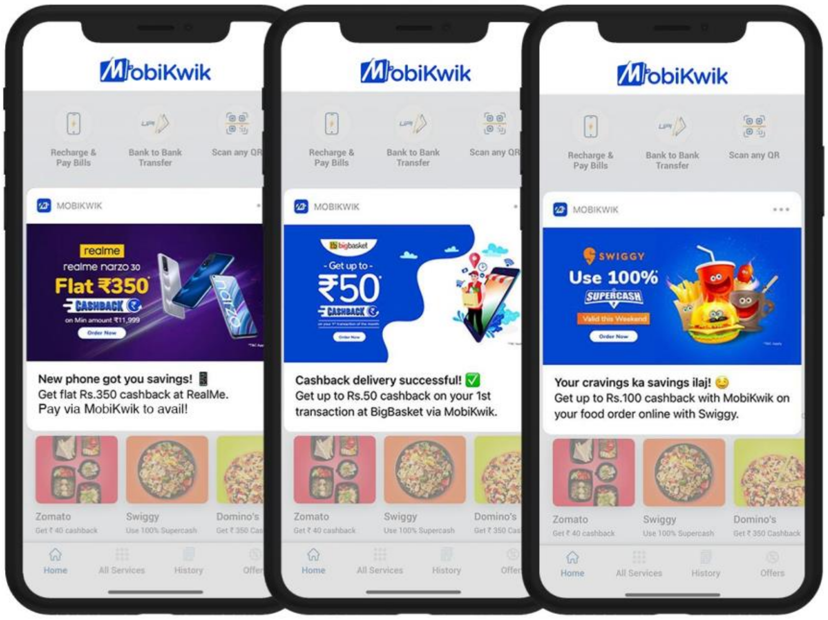
In Fiscal 2021, we acquired 77.00% of our Registered Users organically without any cost. We primarily acquire users through the following:

- 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; and
- High usage of the Bharat Bill Payment System ("**BBPS**") platform.

According to Redseer, *MobiKwik* was among the top six players (comprising more than 60 banks and non-banks) on the BBPS platform in terms of customer Bharat Bill Payment Operating Unit (BBPOU) during June 2021.

MobiKwik's **co-branding campaigns with merchants**

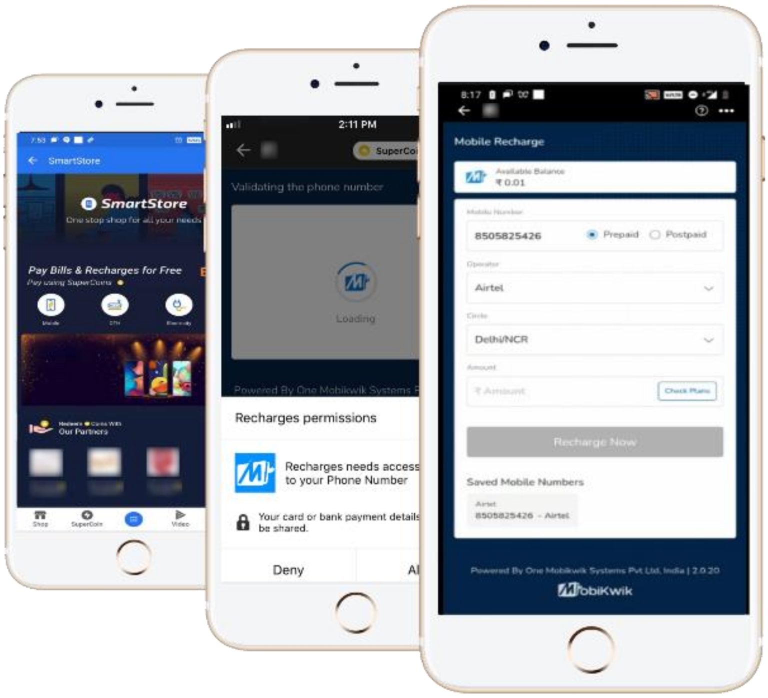




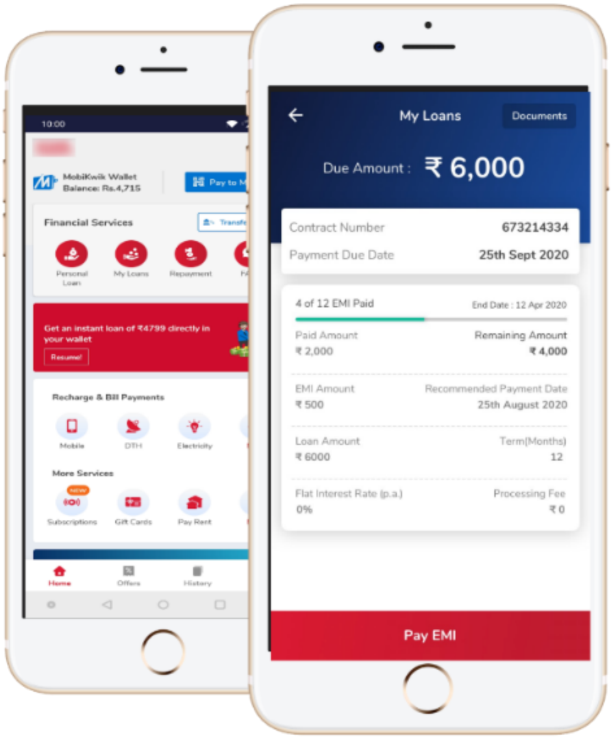
- ***Other modes of user acquisition***

In addition to organic modes of user acquisition, we have undertaken several initiatives for user acquisition through arrangements in various payment categories, including bill payments stack, co-branded apps and prepaid cards. We believe that such partnerships and co-branding efforts have allowed us to acquire a large number of new users in a cost effective manner.

(i) ***Bill payments***: We have partnered with various companies such as MyGate where we provide *MobiKwik* branded bill payment solutions on their platform.



(ii) ***Co-branded apps***: We partnered with Home Credit to launch a co-branded payments app for their users, leveraging the *MobiKwik Wallet* platform and its merchant network. It allows them to digitize new user loan onboarding, enables digital payments and cross-sell of other products



Merchant acquisition

As of March 31, 2021, over 3.44 million merchants accepted payments through the *MobiKwik Wallet*, including over 3.37 million physical stores and 73,281 online merchants.

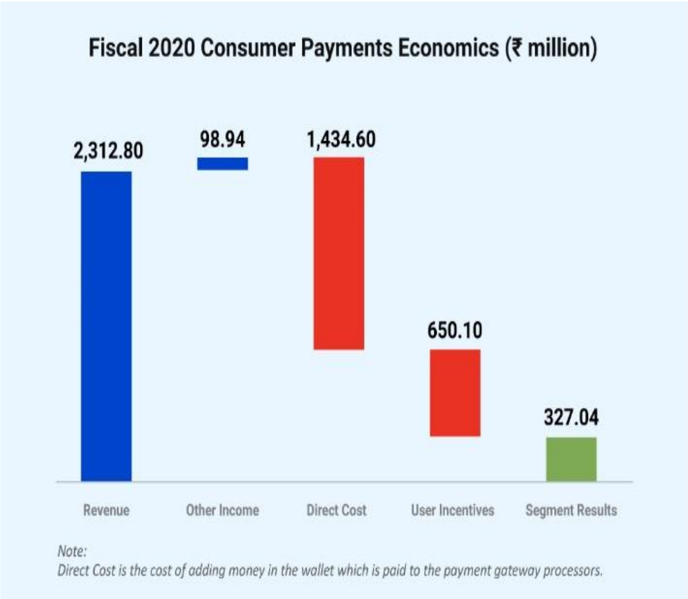
We acquire enterprise merchants (ecommerce and physical retail) via business development efforts. The mom and pop physical stores are acquired via direct sales team (primarily feet on street).

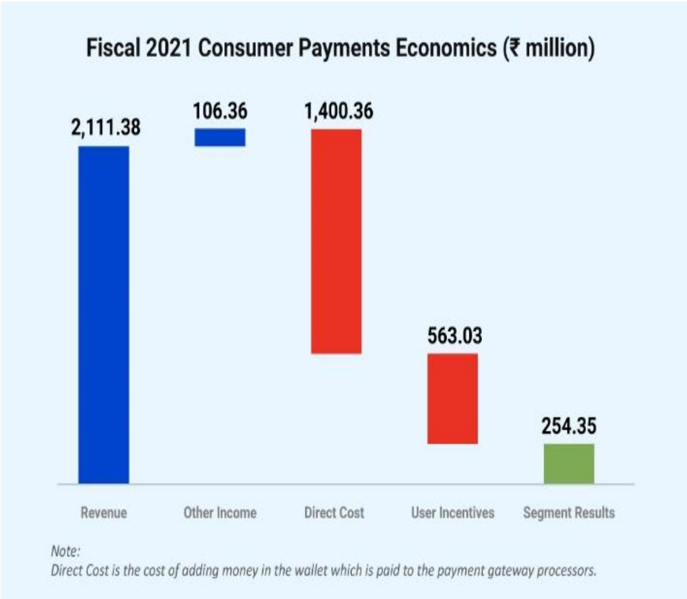
The table below highlights our merchant network or entities to whom we provide services based on the various use cases:

Segment	Use Cases	Name
Ecommerce	Food Delivery	Swiggy, Zomato, Domino's
	E-tail	RealMe, Indiamart, Reliance Retail Group
	Travel	IRCTC, Ixigo, EaseMyTrip
	Grocery	Grofers, BigBasket, Milkbasket
	Health and Wellness	1mg, PharmEasy, MedPlus
Physical Retail	Consumer Durables	Croma, Reliance Retail Group
	Supermarket	Spencer's, Reliance Retail Group
	Health and Wellness	Apollo Pharmacy, Frank Ross Pharmacy
	Fashion	Pantaloons
Bill Payments	Telecom, Television, Utilities	VI, Dish TV, BBPS
Others	Financial Services	Home Credit, Aegon Life
	Apartment Complex Management	MyGate

We have also executed agreements with network providers, such as, American Express Limited and Visa to issue prepaid cards through which our users can pay at merchants where *MobiKwik Wallet* is not directly integrated.

According to the RedSeer Report, mobile payment penetration in India was only 18% of the total population in 2020, compared to 50%-60% of the population for countries such as China and United Kingdom, highlighting significant growth potential for consumer payment segment. We continue to focus on increasing our relevance for both users and merchants and to grow digital payments in India. Our consumer payments segment contributed 72.58% of our total revenue from operations in Fiscal 2021 and generated positive segment results after absorbing payment gateway and user incentive cost for our entire platform.





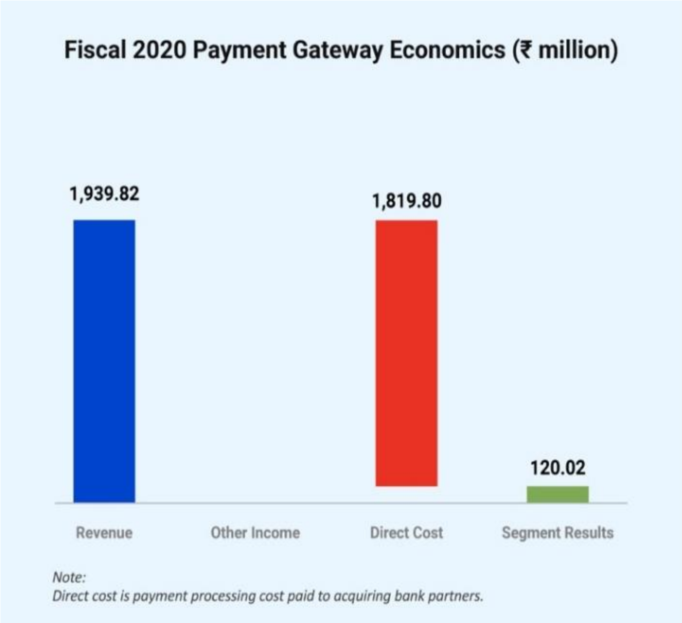
We have experienced rapid growth in our consumer payment segment with our consumer payment segment GMV increasing from ₹ 90,902.51 million in Fiscal 2019 to ₹ 152,687.79 million in Fiscal 2020. While COVID-19 impacted the first half of Fiscal 2021, our recovery in the second half was sharp, resulting in consumer payment segment GMV of ₹ 118,345.95 million in Fiscal 2021. For further information, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations - Key Factors affecting our Financial Condition and Results of Operations – Consumer Payments Segment*" on page 293.

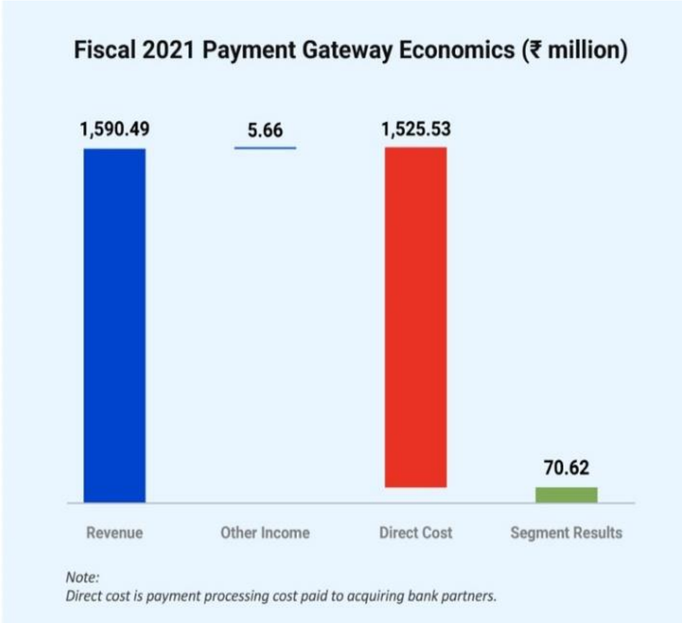
3. Payment Gateway (Zaakpay)

Zaakpay is a payment gateway aggregator and offers end-to-end payment processing solutions to online merchants through an extensive choice of payment modes including credit and debit cards, UPI, net banking, mobile wallets and BNPL credit. *Zaakpay* benefits from the large user base and merchant network of our platform, which provides a significant untapped opportunity for cross-selling the payment gateway service to online merchants of *MobiKwik Wallet*.

Our merchant network ranges across categories such as financial services, travel, ride hailing and online grocery delivery, including Uber India, IRCTC (Indian Railway Catering and Tourism Corporation), Indiamart Intermesh and 1MG Technologies. We partner with leading acquiring banks such as ICICI Bank and Yes Bank on the back-end of our payment gateway platform.

We intend to increase our share of checkout with existing merchants, acquire merchants in new categories, cross-sell payment gateway services to *MobiKwik Wallet's* online merchant network, directly integrate with more banks and provide innovative value-added services such as, same day, instant and customised settlement, payout suite, instant refunds, split payments, auto-reconciliation and advanced routing control.





We have experienced robust growth in our payment gateway segment with our payment gateway segment GMV increasing from ₹ 136,759.89 million in Fiscal 2019 to ₹ 143,341.91 million in Fiscal 2020. While COVID-19 impacted the first half of Fiscal 2021, our recovery in the second half was sharp, resulting in payment gateway segment GMV of ₹ 113,589.70 million in Fiscal 2021. For further information, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations - Key Factors affecting our Financial Condition and Results of Operations – Payment Gateway Segment*" on page 298.

Zaakpay has applied for a 'payment aggregator license' under the Guidelines on Regulation of Payment Aggregators and Payment Gateways issued by the RBI.

Key Performance Indicators

The following table highlights certain key performance indicators as of and for the periods indicated:

Key Performance Indicators	As of and for the financial year ended March 31,		
	2019	2020	2021
Consolidated GMV (₹ million)[(1)]	185,482.51	212,312.22	149,319.56
Registered Users (million)[(2)]	64.16	82.93	101.37
New Registered Users (million)[(3)]	16.50	18.77	18.44
BNPL Segment			
BNPL GMV (₹ million)[(4)]	2,327.95	4,854.92	2,999.43
Activated *MobiKwik Zip* users[(5)]	74,382	207,744	740,784
Repeat *MobiKwik Zip* users (%)[(6)]	-	74.16%	79.19%
Number of BNPL transactions[(7)]	91,459	663,461	4,156,775
MobiKwik Zip GMV per user per month (₹)[(8)]	-	4,008.56	2,477.90
Provisions for ECL as percentage of BNPL segment GMV (%)	-	1.92%	2.40%
Provisions for ECL as percentage of *MobiKwik Zip* GMV (%)	-	1.89%	5.25%
Consumer Payments Segment			
Consumer payments GMV (₹ million)[(9)]	90,902.51	152,687.79	118,345.95
Consumer payments revenue as a percentage of consumer payments segment GMV (%)[(10)]	1.05%	1.58%	1.87%
Customer Acquisition Cost (CAC) (₹)[(11)]	9.47	13.39	11.51
Payment Gateway Segment			
Payment gateway segment GMV (₹ million)[(12)]	136,759.89	143,341.91	113,589.70
Payment gateway revenue as a percentage of payment gateway segment GMV (%)[(13)]	0.76%	1.35%	1.41%
Number of merchant partners for *Zaakpay*	1,572	4,243	4,551

Notes:

(1) Consolidated GMV refers to the aggregate value of transactions (including taxes, fees and services, and gross of all discounts) through our platform related to our consumer payments segment, BNPL segment, and payment gateway segment (post inter-segment elimination) in the relevant period.

(2) Registered Users refers to number of unique devices (laptops, mobile phones etc.) that provided a unique mobile number or email address for registration in our MobiKwik Wallet as of the relevant date.
(3) New Registered Users refers to the Registered Users added during the relevant period.
(4) BNPL segment GMV refers to the aggregate value of transactions (including taxes, fees and services, and gross of all discounts) through MobiKwik Zip, Zip EMI and other credit products in the relevant period.
(5) Activated MobiKwik Zip users refers to the aggregate pre-approved users who have activated themselves by paying the one-time activation fee as of the relevant date.
(6) MobiKwik Zip users repeat rate is calculated as a percentage of transactions by repeat users, identified by their unique mobile number and/ or email address, where a MobiKwik Zip repeat user is any user who has transacted for MobiKwik Zip at least once before.
(7) Number of BNPL transactions refers to the total number of transactions processed for MobiKwik Zip and Zip EMI in the relevant period.
(8) MobiKwik Zip GMV per user per month refers to 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.
(9) Consumer payments segment GMV refers to the aggregate value of transactions (including taxes, fees and services, and gross of all discounts) through MobiKwik Wallet in the relevant period.
(10) Consumer payments revenue includes segment revenue plus other income from consumer payments segment. For further information, "Restated Financial Statements – Note 35: Segment Reporting" on page 270.
(11) Customer Acquisition Cost refers to total marketing spend comprising advertisement and business promotion divided by the number of New Registered Users in the relevant period.
(12) Payment gateway segment GMV refers to the aggregate value of transactions (including taxes, fees and services, and gross of all discounts) processed through Zaakpay in the relevant period.
(13) Payment gateway revenue includes segment revenue plus other income from payment gateway segment. For further information, "Restated Financial Statements – Note 35: Segment Reporting" on page 270.

Management

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 191.

OUR STRENGTHS

Strong network effects resulting in growth across business verticals

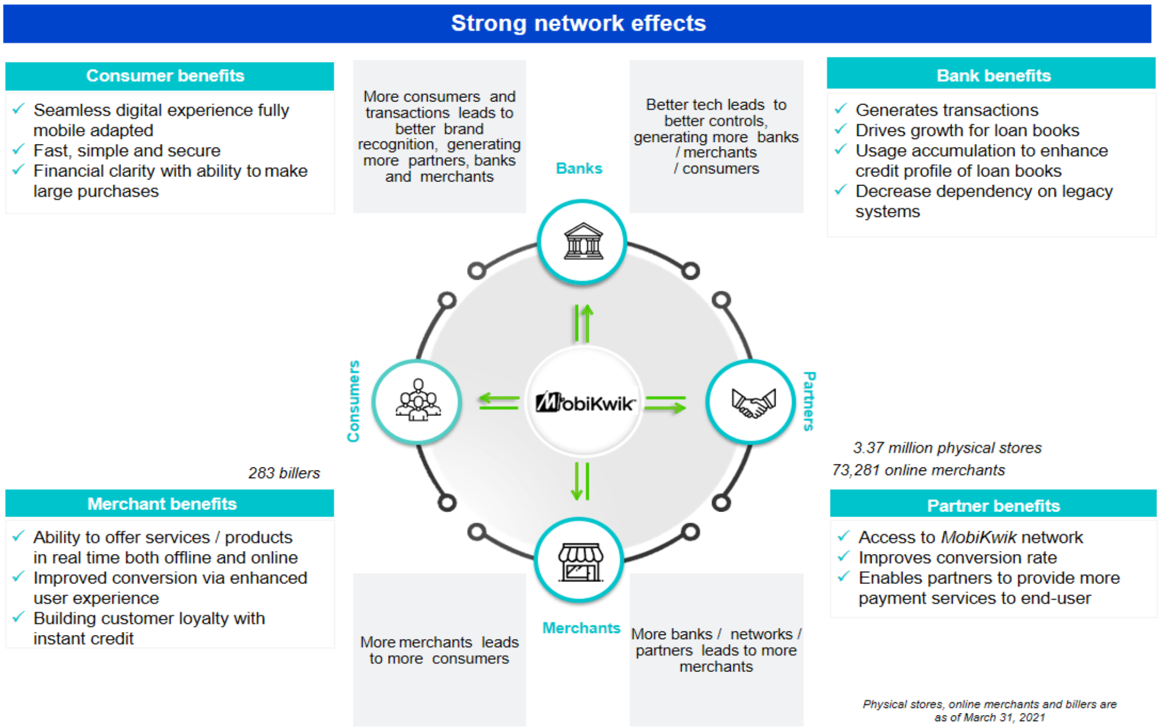
Our ecosystem connects end users, retail merchants, lending institutions and other partners, generating attractive networks effects benefiting all parties. As incremental users and merchants join *MobiKwik's* ecosystem, additional benefits accrue to all parties.

End users: We believe *MobiKwik's* flagship BNPL product (*MobiKwik Zip*) addresses a key pain point for end users in their online journey by facilitating easy availability of credit for online purchases. *MobiKwik Zip* enables end users to make purchases they otherwise could not afford, which results in increase in GMV, upgrades purchase choices to appeal to their aspirations, which results in increase in average transaction value and purchase more frequently, which reflects in increase in average transaction frequency. With increasing adoption, as the user and merchant ecosystem develops further, these end users are able to access a wider choice of payment use cases and financial products. We believe the benefits of *MobiKwik Zip* and these other products create a 'viral effect' amongst users with an increasing percentage of new users coming from referrals and 'word-of-mouth'.

Retail merchants: *MobiKwik Zip* drives greater conversion and upsize / cross-sell, thereby resulting in higher GMVs, higher average transaction values, and higher repeat purchases by end users. Retail merchants are also able to benefit from referrals from *Mobikwik's* app and directed marketing campaigns on over 101.37 million *MobiKwik's* Registered Users, as of March 31, 2021, based on data driven insights linked to, among others, spending habits, spend frequency and transaction sizes. As user adoption of *MobiKwik Zip* grows across India, which in turn drives higher online consumption and represents a larger percentage of overall online payments, more retail merchants are attracted to join our merchant network, thus broadening the appeal of using *MobiKwik Zip* to end users.

Lending partners and other partners: As adoption of *MobiKwik Zip* grows with more end users, larger merchant network and higher GMV, *MobiKwik's* data driven credit scoring drives more accurate results and lower non-performing assets. Lending partners can drive loan growth and consumer lending market share more effectively by partnering with *MobiKwik*. Traditionally CACs for legacy lending partners is high (*Source: RedSeer Report*). As our ecosystem grows, along with strong data led results and higher GMVs, lending partners willingness to adopt this channel as an effective growth strategy will further strengthen.

These synergies and the complementary nature of our businesses adds value to our users, merchants, lending partners and other partners and increases our ability to monetise our user and merchant network without incurring significant additional expenditure. We believe such network effects increase the stickiness and loyalty of both users and merchants, creating an interlinked virtuous cycle.



Large engaged user base with low CAC

Our Registered Users have grown at a CAGR of 25.70% from 64.16 million as of March 31, 2019 to 101.37 million as of March 31, 2021. In Fiscal 2021, 77.00% of our Registered Users were added organically without any cost.

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; and (iv) high usage of the BBPS platform.

This has enabled us to reduce our already low CAC per New Registered User from ₹ 13.39 in Fiscal 2020 to ₹ 11.51 in Fiscal 2021. 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 users and strengthen our user retention.

MobiKwik is a strong consumer brand recognised across India

We believe we have a strong brand name and recall, across large and small Indian cities. Our offerings include ecommerce, physical retail and bill payments thereby giving us the ability to capture increasing utilization by users for daily life payments. We believe that our brand is synonymous with digital payments and our users associate us with comprehensive digital payments offerings. Our extensive physical retail and online merchant network across India as of March 31, 2021 was over 3.44 million, including over 3.37 million physical stores, 73,281 online merchants and 283 billers.

Technology and product first approach to business

We have a technology and product-first approach to business and we leverage deep data science (including machine learning) to continuously drive innovations on our platform for our users, 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.

Our product design is tailored to provide an experience that is 'simple yet delightful', and supports the user through the entire payment life cycle. Our platform contains easter eggs (hidden features) to reward and engage users in gamification loops, helping our product teams use deep user personalisation to enhance user experience.

The core of our product decision making is access to quality data. Our robust data platform, supported by analytics, engineering and data science teams, ensures that we are able to run meaningful experiments supported by real retention and user lifetime value data. Our machine learning driven algorithms allow us to optimise payment processing, tailor user experiences on the *MobiKwik Wallet*, predict risk in BNPL and predict propensity to buy wealthtech and insurtech products.

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 Co-Founder, Managing Director and Chief Executive Officer, Bipin Preet Singh, leads this team and inspires them to develop one of the best digital payment and BNPL platforms in India.

OUR STRATEGIES

Our long term growth strategies are summarised below:

Invest in data science, product and technology

We one of the first to launch a mobile wallet in India in 2009, amongst the first payment gateways in India having launched in 2011 as well as were amongst the first few players to launch BNPL in India in 2018 (*Source: RedSeer Report*). We aspire to be first at bringing new fintech products to the Indian market by being at the forefront of product innovation.

In order to achieve this goal, we intend to continuously invest in people, research and development, and experimentation in order to stay ahead of competition and maintain our thought leadership. Our data, product and engineering teams together are responsible for constantly improving our existing products including *MobiKwik Wallet,* BNPL and *Zaakpay*, while also developing new products.

Increase usage of BNPL in India

The Indian BNPL market has rapidly grown to reach US$ 3-3.5 billion in disbursals in Fiscal 2021 and is expected to grow to US$ 45-50 billion by Fiscal 2026 driven by user growth (*Source: RedSeer Report*). Out of our 101.37 million Registered Users, we have currently pre-approved only 22.25 million for *MobiKwik Zip.* We intend to leverage *MobiScore*, the constant flow of credit and the flywheel of our consumer payment segment to expand this base of pre-approved users and enhance credit limits of existing BNPL users.

Our unique approach of providing credit in our users' *MobiKwik Wallet* creates a cycle where our users' payments drive BNPL GMV, which in turn drive spends across multiple daily life use cases and merchants through the *MobiKwik Wallet*. Further, since BNPL helps increase the users' purchasing power, our merchants also benefit as it increases the users' average transaction value, frequency and number of transactions.

Increase digital payments in India

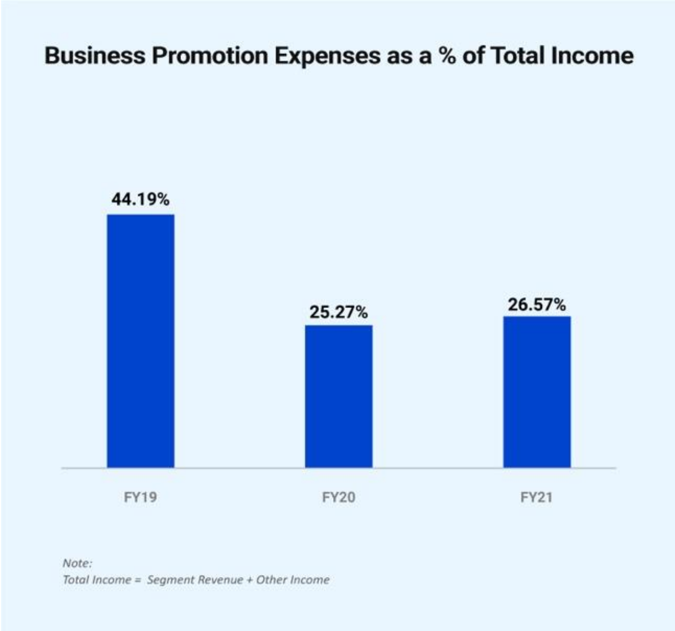
Our business depends upon building deep partnerships with merchants of various sizes and categories across India and increase daily life use cases for our users. We enter into synergistic arrangements enabling promotion of their products to our user base and at the same time enabling promotion of *MobiKwik Wallet* to their users.

We aspire to make *MobiKwik Wallet* ubiquitous and the preferred way to pay for the ever-increasing digital savvy Indian population. As part of this goal, we continuously acquire merchants (ecommerce and physical retail) via business development efforts and direct sales (primarily small stores). We have partnered with and continue to evaluate new partnerships to not only expand our footprint but also grow the digital payments ecosystem in India.

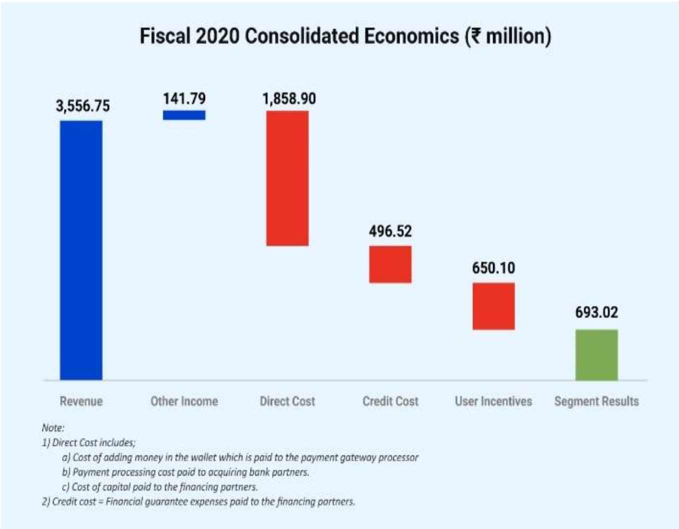
Continuous focus on profitable growth

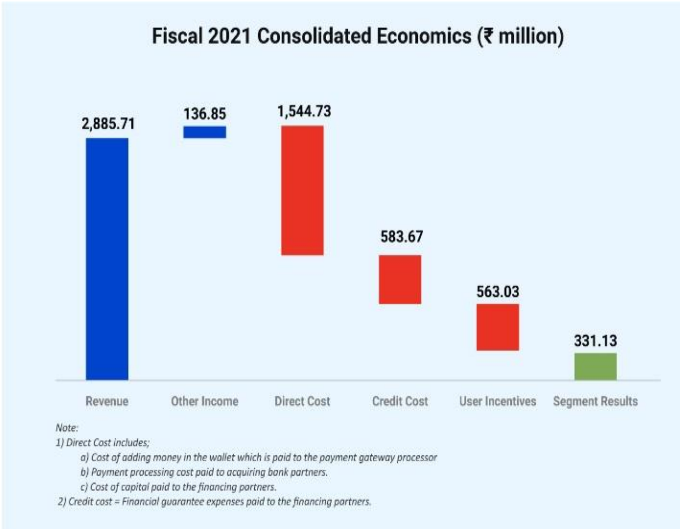
We have made significant investments in marketing and brand to accelerate the adoption of *MobiKwik Wallet.*

We believe that our investments have resulted in significant organic user acquisition, strong repeat rates and high level of user engagement on our platform. As a result, our business promotion expenses as a percentage of total revenue have significantly reduced over time.



We have seen strong growth in revenue in all our business segments in Fiscal 2020 and Fiscal 2021 excluding COVID-19 impact. In addition, all our business segments have been profitable at the segment result level (*i.e.* revenue minus direct cost of the segment) in Fiscals 2020 and 2021, while our payment gateway segment (*Zaakpay*) was also profitable at segment result level in Fiscal 2019. This demonstrates a strong focus on growth and at the same time an equal focus on profitability, which we believe is the key for sustainable growth.





Supplement Organic Growth with Strategic Acquisitions

We believe all our businesses are high growth businesses; with large market potential in India and South Asia. In addition, fintech is a constantly evolving sector globally. While we continue to invest heavily in data and technology, we do believe that inorganic growth is a viable strategy for enhancing our product offerings, strengthening or establishing our presence in targeted markets, acquiring high quality engineering talent or even for acquiring specialised technologies.

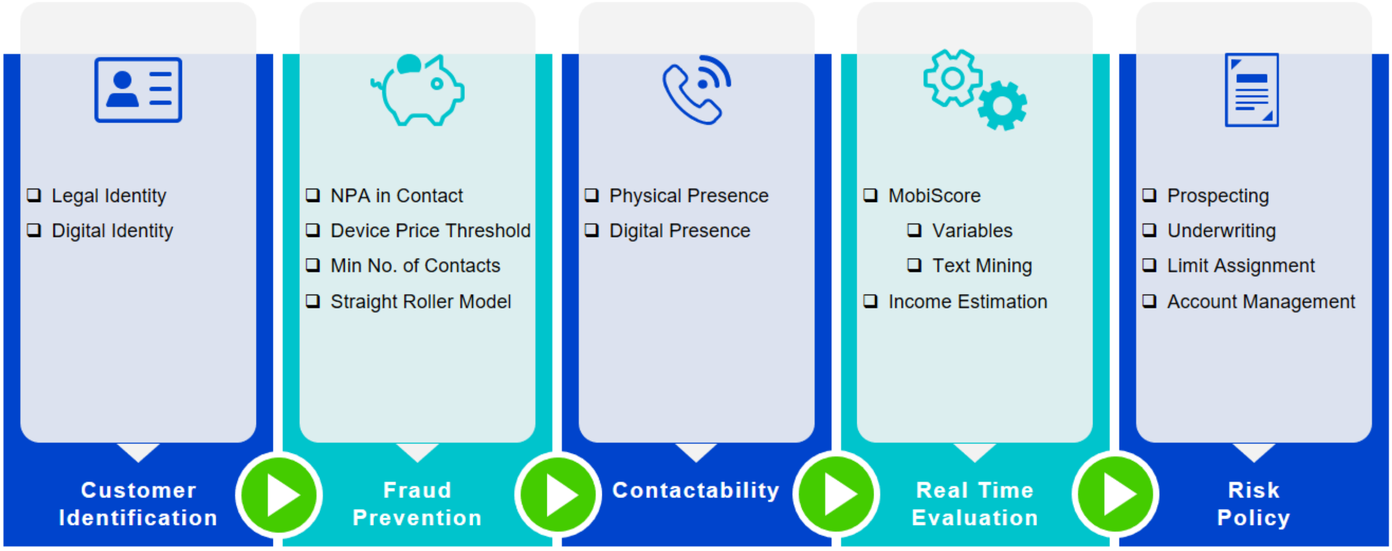
RISK MANAGEMENT AND COLLECTIONS FOR BNPL SEGMENT

A critical element of our business is the ability to mitigate risks associated with our BNPL operations, including identification of suitable users, appropriate underwriting, and development of a viable and efficient collection strategy.

(i) Risk management

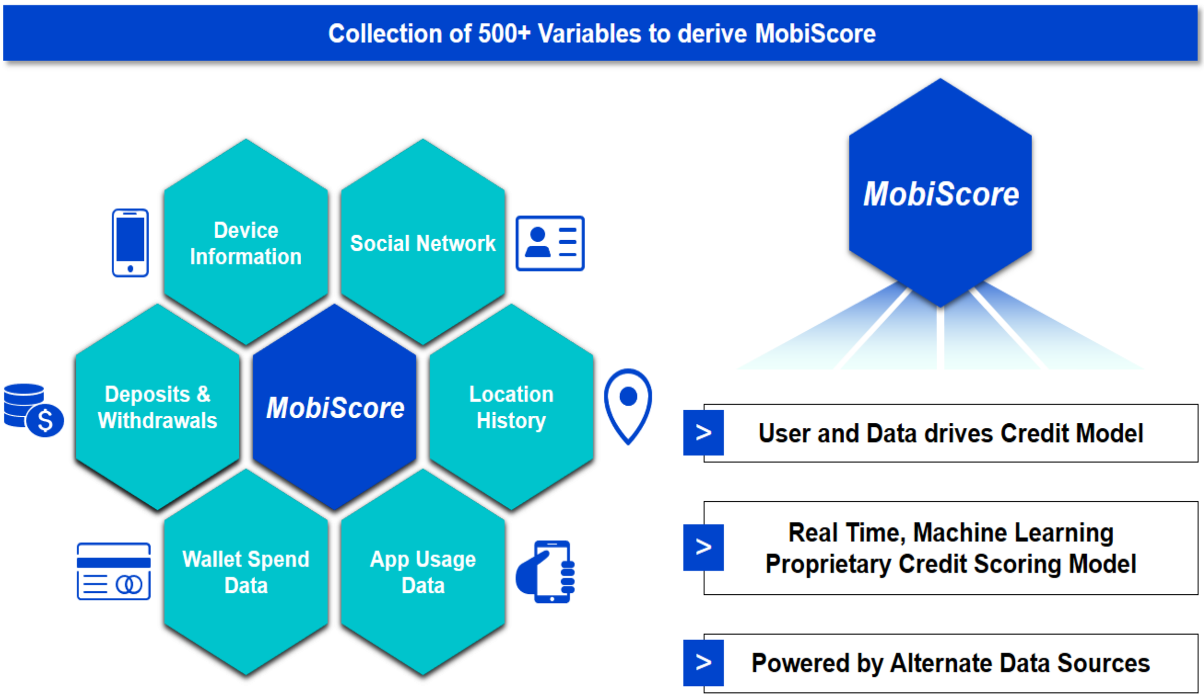
Our overall risk management framework and strategies are set out by our Risk Management Committee and comprises independent directors and senior management team. Our credit underwriting is a comprehensive process that qualifies users on parameters such as identity, fraud, address verification and real time evaluation of risk through *MobiScore* as set out by our credit risk policy.

Risk management framework



(ii) MobiScore

MobiScore is a data science driven credit scoring algorithm, which utilizes over 500 raw and derived variables for underwriting and risk assessment to pre-approve users and determine credit limits. We consider data beyond traditional credit scores, including, for example, spending patterns, device information, location history and mobile application usage. Any data, which is used for underwriting is done with explicit consent and following all applicable laws and regulations in India.



MobiScore is evolving given the constant flow of credit and payment data, which helps us to expand our pre-approved users as well increase credit limit of existing BNPL users. We believe that *MobiScore* will enable us to cater to the underpenetrated and underserved population in India while mitigating risk and reducing delinquencies.

(iii) Collections

As of March 31, 2021, we had 89 employees in our collections team. We also have a network of third-party collection agencies across India. Our collection mechanism relies on the following:

- Contactability and Identity**:** At the time of *MobiKwik Zip* activation, we collect adequate digital and physical contact data of a user to enable us to communicate through various methods during the disbursement and repayment process.

- Intelligence: We use machine learning models to determine the collection strategy at an individual user level based on payment patterns, outstanding amount, channel preference, contactability and responsiveness.

- Automation: Our processes have been designed to ensure minimal human intervention and are automatically triggered based on certain events and action.

- Multiple repayment options: We provide users the flexibility to repay the BNPL dues through various modes, such as, wallet, net banking, UPI and debit card.

Delinquency Management

We manage users who are overdue on their repayment through the following methods:

- ***Soft Collections*****:** Low risk users are targeted through digital channels such as SMS, IVR, emails and in-app notifications

- ***First payment defaulters*****:** Targeted through direct calling to ensure awareness regarding the dues.

- ***NPA management*****:** Issue legal notices to users that cross 90 days past due and allocate them to collection agents

We believe our early warning mechanisms, personalised notifications and collection automation keeps our cost of collection low and repayment rates high.

SECURITY AND DATA PRIVACY

We are an RBI regulated fintech company and place an emphasis on data privacy and security of our users and merchant partners. We undergo various security and compliance audits, including the Payment System Data Storage – System Audit and the Information System Audit as under RBI-PPI Master Directions. In addition, we have obtained the ISO 27001:2013 certification in relation to information security management system.

We strive to follow the best industry practices to ensure data privacy and security, have implemented the following measures:

- ***Data Security***: We store data in a secure data centre with access control based on firewall and user privileges. All card data and critical personal identifiable information is securely stored with table encryption and data masking employed, while all data values are accessed through a transport layer security (TLS) while in transit.

- ***Application Security*****:** We release products only once security assessments and re-assurance of applications are further verified by third-party security assessors. These assessments and re-assurances are conducted on a periodic basis in addition to our internal quarterly assessments. Approved scanning vendor (ASV) scans are conducted in order to maintain compliance with PCI DSS. Our internal information security team also conducts vulnerability assessment and penetration testing (VAPT) scans periodically. In addition, our mobile apps on Android and iOS are secured through SSL pinning.

- ***Network and Infrastructure Security/Audit***: We have implemented firewalls to restrict access through public networks. We also follow proper network segmentation to improve security by limiting access to only authorized personnel. We have deployed all systems processing and card information in a separate restricted zone. In addition, we have implemented Web Application Firewalls (WAF) for web traffic analysis and filtration based on certain rules and threshold values.

- ***Data Access and Recovery:*** We maintain multiple copies of data to prevent any data loss high availability using real time data replications. We further monitor privileged access control with proper audit.

- ***Incident Management Policy and Response Procedure***: We follow the process of incident and change management with respect to their severity and service level agreement (SLA). We have also implemented a bug bounty program.

In addition, we continue to strengthen our data security measures by: (i) enabling a more detailed logging framework across our infrastructure; (ii) stronger cloud security implementation; (iii) implementing real time anomalies and threat detection in network traffic; and (iv) strong data encryption standards throughout our systems.

OPERATIONAL AGREEMENTS

Our typical arrangements with merchants for our consumer payments and payment gateway segments, lending partners and users are as follows:

- **Agreements with Merchants**

Consumer Payments Segment (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 users for processing payments for the transactions made by their users 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 user and authorization of the payment when the users decides to use the 'pay by' *MobiKwik Wallet*. However, the right to accept or cancel a transaction after the user 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 user 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.

Payment Gateway Segment (Zaakpay)

We enter into non-exclusive merchant agreements, which permit the merchant to use *Zaakpay's* payment gateway services for facilitating payments by users through a debit or credit card, net banking, UPI or *MobiKwik Wallet* for the products and/ or services availed from the merchant by the user. These agreements typically range for a period of one to five years and are subject to extension on mutually agreed terms. In consideration of the services provided by *Zaakpay*, the merchants are required to pay a merchant fee, which varies for debit cards, credit cards, net banking and corporate cards, as well as further charges, such as annual maintenance charges. The merchant fee maybe modified from time to time on mutually agreed terms and may not be modified without prior consent of the merchant and us.

- **Agreement with Lending Partners**

We act as a facilitator, service provider or business correspondent, including in connection with facilitating loans for users, for our lending partners on a non-exclusive basis and are required to expressly convey to the user 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 users; (ii) monitoring and collections, which involves monitoring of loan disbursement and assist in the recovery from the user for the repayment of the loan amount; (iii) acting as a recovery agent for the purposes of collecting all 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 user 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 agreement terms.

We are also responsible for obtaining specific consent from our users 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 user verification and shall have the right to approve or reject the user 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 Users**

Users 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 users’ 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, users 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 user 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 users and merchants, strengthening user engagement, and enhancing consumer and merchant value proposition. We engage with our existing users 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 users.

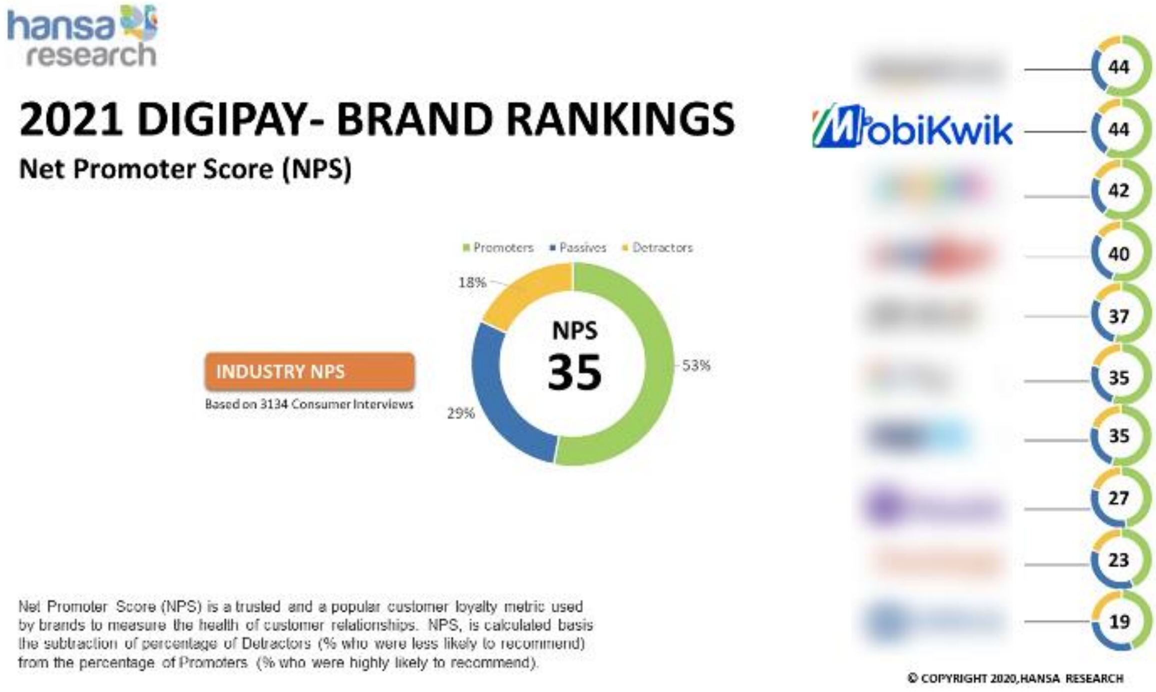
We believe our strong brand recognition provides us with significant organic user traffic and a cost-efficient marketing channel. Historically, we have grown through organic and user-driven means and further accelerated this organic growth with promotions, discounts, and our loyalty rewards program *SuperCash*. In Fiscals 2019, 2020 and 2021, our marketing spend (comprising advertising and business promotion expenses) accounted for 0.42%, 0.44% and 0.58%, respectively, of our total consolidated 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 180.

CUSTOMER SERVICE

We focus on ensuring a good customer experience on our platform. Our customer service team is dedicated in resolving simple and complex queries and provide 24/7 support to the customers. Our dedicated team of customer 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 customer queries. We also utilize the customer feedback collected and analyse it through our in-house customer 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 customer experiences. According to the Hansa research report dated January 20, 2021, *MobiKwik* had the joint highest ‘Net Promoter Score’ for digital payments



COMPETITION

With the Indian and international economy shifting from 'brick-and-mortar' to online, digital payments is the first sub-segment which is expected to grow significantly and as more users transact for products and services online, there is a greater need of online payments (*Source: RedSeer Report*).

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 user preferences and needs, price sensitivity of merchants and users, 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 users, 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 users and merchants. We compete to attract, engage and retain users based on the variety and value of digital payment and financial products available on the *MobiKwik* platform, and the overall user experience and security of the *MobiKwik* platform. We compete to attract and retain merchants based on the scale and the engagement of users 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 user bases and significantly greater financial, sales and marketing, technical and other resources than we have. Please see, "*Risk Factors – We face substantial and increasingly intense competition in the digital payment and financial services 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 30.

INTELLECTUAL PROPERTY RIGHTS

As of the date of this Draft Red Herring Prospectus, our Company had obtained seven registered trademarks, including *MobiKwik* under the Trade Marks Act, 1999. Our Company has also applied for 14 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 four 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 41.

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 29.44% of our permanent employees were women, as of March 31, 2021. We focus on hiring young and creative employees and the average age of our permanent employee base was 28 years, as of March 31, 2021.

As of March 31, 2021, we had 666 employees, including 377 permanent employees and 289 contract employees. The following table provides the breakdown of our permanent employees by function, as of March 31, 2021:

Function	Number of Permanent Employees
Technology	152
Operations	107
Marketing and Sales	64
Corporate	54
Total	**377**

None of our 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 52.

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 5th Floor, Huda City Centre Metro Station, Sector 29, Gurgaon, Haryana - 122 001, India, for which we have entered into a co-working space agreement from February 15, 2021 for a period of one year.

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 are 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 334.

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 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 for a failure to meet 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, 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 of up to ten years or with fine of up to one crore rupees. Failure to produce any statement, information returns or other document that may be called for by the RBI is punishable with fine of up to ten lakhs in respect of each offence. Disclosure of confidential information is punishable with imprisonment of up to six months or with fine up to five lakh rupees, or an amount equal to twice the amount of the damages incurred by the act, or both. 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.

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 systems provider to submit monthly returns, details of defaults by system participants, monthly return containing details of defaults, quarterly certificate from bankers, quarterly statement regarding disputes, annual returns relating to staff strength, income and expenditures, and annual returns of the system provider. 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 the annual accounts are closed and balanced.

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 service 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). Bharat Bill Payment Operating Units (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 ₹ 1,000 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.

Reserve Bank of India (Issuance and Operation of Prepaid Payment Instruments) Directions, 2017 ("Master Direction on Issuance and Operation of Prepaid Payment Instruments")

In exercise of the powers under 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. PPI Issuers operate/participate in a payment system for issuing PPIs to individuals/organisations. A company can issue and operate Semi-closed PPIs after receiving authorisation from RBI. PPIs can be issued as cards, wallets, and any such form/instrument which can be used to access the PPI and to use the amount therein. No entity is allowed to set up and operate payment systems for issuance of PPIs without prior approval/authorisation of RBI.

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 non-bank PPI issuers, the customers have recourse to the Ombudsman Scheme for Digital Transactions. 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 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.

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 data security standards as prescribed and does not store customer card credentials except for the limited purpose of transaction tracking; for which required credentials may be stored in compliance with the applicable standards. Based on the representations received from the industry seeking additional time for implementation, RBI has decided, as a one-time measure, to extend the timeline for non-bank PAs by six months, i.e., till December 31, 2021, to enable the payment system providers and participants to put in place workable solutions, such as tokenisation, within the framework set out in the circular dated March 17, 2020 (Guidelines on Regulation of Payment Aggregators and Payment Gateways).

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.

Insurance Regulatory and Development Authority of India (Registration of Corporate Agents) Regulations, 2015

These regulations govern corporate agents and prescribe the code of conduct and compliances for corporate agents who undertake functions as distributors of insurance products. The 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. These 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 three insurance companies in each insurance vertical, i.e., up to a maximum of three 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, capital adequacy, 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 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 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 Act, 1992 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, among other things. The Information Technology (Procedure and Safeguards for Blocking for Access of Information by Public) Rules, 2009 specifically permit the Government of India to block access of any information generated, transmitted, received, stored or hosted in any computer resource by the public, the reasons for which are required to be recorded by it in writing.

The IT Act 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, 2011 ("**IT Intermediary Rules**") requiring intermediaries receiving, storing, transmitting, or providing any service with respect to electronic messages to not knowingly host, publish, transmit, select or modify any information prohibited under the IT Intermediaries Rules and to disable hosting, publishing, transmission, selection or modification of such information once they become aware of it.

The Personal Data Protection Bill, 2019 ("Data Privacy Bill")

The Data Privacy Bill, which proposes to supersede the Information Technology Act, 2000 deals with the provisions relating to compensation payable by companies for failure to protect personal data. The Data Privacy Bill also establishes a Data Protection Authority of India. Currently, the Data Privacy Bill categorizes two kinds of data, (a) "Personal Data" data about or relating to a natural person who is directly or indirectly identifiable, having regard to any characteristic, trait, attribute or any other feature of the identity of such natural person, whether online or offline, or any combination of such features with any other information, and shall include any inference drawn from such data for the purpose of profiling; and (b) "Sensitive Personal Data" includes such personal data, which may, reveal, be related to, or constitute, amongst others: (i) financial data; (ii) health data; (iii) official identifier; (iv) sex life; (v) sexual orientation; and (vi) biometric data. The applicability of the Bill also extends to foreign companies that handle data of individuals in India. The Bill accords certain rights to individuals with respect to the protection of their data. However, there are certain exceptions to protection offered under the Data Privacy Bill, such as, act done in interest of security of state, public order, sovereignty and integrity of India and friendly relations with foreign states, and act done for preventing incitement to commission of any cognizable offence relating to the above matters. Processing of personal data is also exempted from provisions of the Data Privacy Bill under certain conditions, as long as such processing is for a specific, clear and lawful purpose, this includes an act undertaken for prevention, investigation, or prosecution of any offence, or personal, domestic, or journalistic purposes. As on date, the Data Privacy Bill is pending with Joint Parliamentary Committee, and is yet to be notified and take effect.

Non-Personal Data

The Government of India is also considering enacting a legislation governing non-personal data. In September 2019, the Ministry of Electronics and Information Technology, Government of India, formed a committee of experts ("**NPD Committee**") to recommend a regulatory regime to govern non-personal data ("**NPD**"). The NPD Committee has released two reports till date, which recommend, among other items, a framework to govern NPD (defined as any data other than personal data), access and sharing of NPD with government and corporations alike and a registration regime and for "data businesses", being business that collect, process or store data, both personal and non-personal.

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 repeals 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 protects 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 traders. 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, the MoCA has also released the discussion paper in relation to the draft amendments to the E-Commerce Rules for public consultation.

Aadhar (Authentication) Regulations, 2016 and Draft Aadhaar (Authentication and Offline Verification) Regulations, 2021 (Draft Authentication Regulations)

Under the Aadhaar (Authentication) Regulations, 2016 ("**Regulations**"), a "Requesting entity" means an agency or person that submits the Aadhaar number, and demographic information or biometric information, of an individual to the Central Identities Data Repository (CIDR) for authentication. The Regulations also state that requesting entities must ensure that the core biometric information collected from the Aadhaar number holder is not stored, shared or published for any purpose whatsoever, and no copy of the core biometric information is retained within the requesting entities. Further, identity information received during authentication must only be used for the purpose specified to the Aadhaar number holder at the time of authentication, and shall not be disclosed further, except with the prior consent of the Aadhaar number holder to whom such information relates. The identity information of the Aadhaar number holders collected during authentication and any other information generated during the authentication process must be kept confidential, secure and protected against access, use and disclosure not permitted under the Aadhaar (Targeted Delivery of Financial and Other Subsidies, Benefits and Services) Act, 2016 and its regulations.

The draft Aadhaar (Authentication and Offline Verification) Regulations, 2021 stipulate that the Authority may enable an Aadhaar number holder to permanently lock his biometrics and temporarily unlock it when needed for biometric authentication. Further, the Draft Authentication Regulations also propose the addition of the following forms of Offline Verification QR Code verification, Aadhaar Paperless Offline e-KYC verification, e-Aadhaar verification, and offline Paper based verification. This is in addition to the four forms of authentication under the Regulations, which are Demographic authentication, OTP based authentication, biometric-based authentication, and multi-factor authentication.

Further, there is a proposal for the creation of a Virtual Identity Number (VID), which shall be an alternative identification number mapped with the Aadhaar number. Similar to the core biometric information, no entity will be allowed to store the VID.

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 ("**TRIPS**").

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-Offer 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 28, 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.

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; and

5. Indian Stamp Act, 1899 and various state-specific legislations made thereunder.

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.

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.

Change 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, 122 022, 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.

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.*

Date of change/ shareholders' resolution	Nature of amendment
	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 ₹ 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

Date of change/ shareholders' resolution	Nature of amendment
	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 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

Date of change/ shareholders' resolution	Nature of amendment
	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 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

Date of change/ shareholders' resolution	Nature of amendment
	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 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

Date of change/ shareholders' resolution	Nature of amendment
	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 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,

Date of change/ shareholders' resolution	Nature of amendment
	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 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

Date of change/ shareholders' resolution	Nature of amendment
	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 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

Date of change/ shareholders' resolution	Nature of amendment
	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 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

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	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 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

Date of change/ shareholders' resolution	Nature of amendment
	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.
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

Date of change/ shareholders' resolution	Nature of amendment
	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, 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

Date of change/ shareholders' resolution	Nature of amendment
	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 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
2013	MobiKwik was a finalist in the Vodafone appStar contest for mobile applications hosted by Vodafone
2014	MobiKwik won the 'm-business and commerce' award at the 5th mBillionth 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' 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
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 #12 in the richest self-made women list ii) ranked #10 in the women founders list

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 incorporated by Bipin Preet Singh (as a signatory to the MoA) in March 2008
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 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
2014	• Raised ₹ 152.70 million in Series A funding from Sequoia Capital India Investment Holdings III and Sequoia Capital India Investments IV • 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 Sequoia Capital India Investments IV, Tree Line and Amex • Launched MobiKwik wallet as a payment option for organized retail
2016	• Raised Series C funding from Sequoia Capital India Investments IV, Tree Line, Net1, among others. • Launched MobiKwik wallet as a payment option for un-organized retail stores

Calendar Year	Details
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
2019	• Launched "Buy Now Pay Later" (BNPL) • Received authorisation from the RBI to operate as a Bharat Bill Payment Operating Unit
2020	• Entered into partnerships with Home Credit, MyGate • Launched MobiKwik Blue American Express Card in partnership with American Express • Received license to act as a composite corporate agent from the IRDAI • Elevated Chandan Joshi as a co-founder & CEO-Payments • Clocked total income of ₹ 3,698.54 million in Fiscal 2020
2021	• Entered into partnership with VISA to launch a prepaid card • Application made by Zaak ePayment for authorization to set up a payment system • Raised Series G funding of ₹ 1,490 million from ADIA

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

For details of launch of key products or services, entry in new geographies or exit from existing markets, see "*Our Business*" on page 135.

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 1, 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 84.

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.

Amended and restated shareholders' agreement dated July 31, 2017 ("MobiKwik SHA") amongst our Company, Sequoia, 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, Sequoia, 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, Sequoia, 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, Sequoia, 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, Sequoia, 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, Sequoia, Tree Line, Amex, Cisco, GMO, MediaTek, Net1, Bajaj, NDTV, HMVL and Pratithi; (vi) supplementary deed dated June 3, 2021 between the Company, Bipin Preet Singh and Upasana Rupkrishan Taku, Sequoia, Tree Line, Amex, Cisco, GMO, Net1, Bajaj, NDTV, HMVL, Pratithi and ADIA; and (vii) the amendment agreement dated June 20, 2021 ("MobiKwik SHA Amendment Agreement") to the MobiKwik SHA entered amongst our Company, Sequoia, Tree Line, Amex, Cisco, GMO, Net1, Bajaj, NDTV, Pratithi, HMVL, ADIA, Bipin Preet Singh and Upasana Rupkrishan Taku

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 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. The 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 Offer (**"Consummation of the Offer"**). Notwithstanding such termination, following the consummation of the Offer, and subject to 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 Offer, 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 Offer; (b) the June 30, 2022 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 Offer. Upon termination of the MobiKwik SHA Amendment Agreement for reasons other than Consummation of the Offer, apart from the rights of the Founder Promoters to appoint the Promoter Nominee Directors, any Investor (as defined in the MobiKwik SHA) holding 9% or more of the Equity Share capital of our Company on a fully diluted basis will also have the right to nominate one director on our Board.

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 Offer.

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 by 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

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. As on date, BCCL holds 80 Equity Shares, 31,092 Series C7 CCCPS.

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, pursuant to which the BCCL SWSA will stand automatically terminated upon the Consummation of the Offer. BCCL has also granted certain waivers from its rights under the BCCL SWSA to facilitate the Offer.

Under the BCCL SWSA and the BCCL First Amendment Agreement, as long as BCCL is a Shareholder of the Company (including post-listing pursuant to the Offer), 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 agreement dated June 20, 2021 ("Trifecta SSA Amendment Agreement") 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). As on date, Trifecta holds 3,643 Series E4 CCPS.

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 Agreement, 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 Offer . Trifecta has also granted certain consents and waivers from its rights under the Trifecta SSA to facilitate the Offer. Further, in in terms of the Trifecta SSA Amendment Agreement, 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.

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 18,007 Series C2 CCCPS and 18,007 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 3, 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 3, 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 91.

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 does not have any joint venture. Currently, our Company has four Subsidiaries:

1. ZAAK ePAYMENT SERVICES PRIVATE LIMITED ("**Zaak ePayment**")
2. HARVEST FINTECH PRIVATE LIMITED ("**Harvest Fintech**")
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

Zaak ePayment 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 5th Floor, HUDA City Centre Metro Station, Sector 29, Gurugram, Haryana-122001, India.

Nature of business

Zaak ePayment 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. Zaak ePayment 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.

Capital structure and shareholding pattern

The authorised share capital of Zaak ePayment is ₹ 1,200,000 divided into 1,200,000 equity shares of ₹ 1 each. The issued, subscribed and paid-up capital of Zaak ePayment is ₹ 115,120 divided into 115,120 equity shares of ₹1 each.

The shareholding pattern of Zaak ePayment is as follows:

S. No.	Name of shareholder	Number of equity shares of ₹ 1 each	Percentage of issued capital
1.	ONE MOBIKWIK SYSTEMS LIMITED	115,110	99.99
2.	Upasana Rupkrishan Taku*	10	Negligible
	Total	**115,120**	**100**

* *Nominee shareholder of our Company*

There are no accumulated profits or losses of Zaak ePayment that have not been accounted for by our Company.

2. HARVEST FINTECH PRIVATE LIMITED

Corporate information

Harvest Fintech 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 206, 2nd Floor, Natwar Chambers, 94, Nagindas Master Road, Fort, Mumbai Maharashtra -400001, India.

Nature of business

Harvest Fintech 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. Harvest Fintech 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 Harvest Fintech is ₹ 10,500,000 divided into 875,000 equity shares of ₹ 10 each, and 175,000 preference shares of ₹ 10 each. The issued, subscribed and paid-up capital of Harvest Fintech is ₹ 8,134,390 divided into 813,439 equity shares of ₹ 10 each.

The shareholding pattern of Harvest Fintech is as follows:

S. No.	Name of shareholder	Number of equity shares of ₹ 10 each	Percentage of issued capital
1.	ONE MOBIKWIK SYSTEMS LIMITED	813,429	99.99
2.	Bipin Preet Singh*	10	Negligible
Total		**813,439**	**100**

** Nominee shareholder of our Company*

There are no accumulated profits or losses of Harvest Fintech that have not been accounted for by the Company.

3. 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 5th Floor, HUDA City Centre Metro Station, Sector-29, Gurugram, Gurgaon, Haryana, 122 001, 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, software development, IT solutions, act as an intermediary providing online marketplace, financial services, agency business, sell, exchange, surrender, lease, mortgage, charge, convert, and deal with property of all kinds. MobiKwik Credit is yet to commence operations.

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	99.99
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.

4. 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 5th Floor, HUDA City Centre Metro Station, Sector-29, Gurugram, Haryana, 122 001, 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	99.99
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

Except as disclosed in "*Restated Financial Statements – Note 36: Related Party transactions*" on page 271, our Subsidiaries have no business interest in our Company.

Strategic and financial partnerships

Our Company currently does not have any strategic or financial partners.

Agreements with Key Managerial Personnel, Director, Promoter or any other employee

There are no agreements entered into by a Key Managerial Personnel 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.

Details of guarantees given to third parties by the Promoter Selling Shareholders

Except as disclosed below, our Promoter Selling Shareholders have not provided any guarantees to third parties:

Our Company has availed a working capital facility amounting to ₹ 150 million from ICICI Bank Limited, for which our Promoter Selling Shareholders Upasana Rupkrishan Taku and Bipin Preet Singh have entered into a deed of guarantee dated March 22, 2021 ("**ICICI Bank Guarantee**"). The facility has been availed for working capital purposes of the Company. In the event of any omission, default or failure of our Company in the repayment of the guaranteed obligations, our Promoter Selling Shareholders shall be liable for the repayment obligations of our Company, in accordance with the terms of the ICICI Bank Guarantee.

Our Company has availed an overdraft facility and term loan facility amounting to ₹ 700 million from Axis Bank Limited, for which our Promoter Selling Shareholders, Upasana Rupkrishan Taku and Bipin Preet Singh have each entered into a deed of guarantee, each dated January 12, 2021 (together, the "**Axis Bank Guarantees**"). The facility has been availed for the purposes of meeting working capital requirements of our Company for maintaining escrow requirement for add money transactions, maintaining inventory for prepaid recharges for specific vendors and funding of BBPS transactions. Pursuant to the Axis Bank Guarantees, our Promoter Selling Shareholder agreed to secure the repayment of the guaranteed obligations to the Bank, in accordance with the terms of the covenants as mentioned in the Axis Bank Guarantees.

Zaak ePayment has availed a working capital facility amounting to ₹ 95 million from ICICI Bank Limited, for which our Promoter Selling Shareholders Upasana Rupkrishan Taku and Bipin Preet Singh have given a deed of guarantee dated March 22, 2019 ("**Zaak Guarantee**"). The facility has been availed for the purposes of payment to IRCTC Limited, and business working capital purposes. In the event of omission, default or failure of Zaak ePayment in the repayment of the guaranteed obligations, our Promoter Selling Shareholders shall be liable for the repayment obligations of Zaak ePayment, in accordance with the terms of the Zaak Guarantee.

OUR MANAGEMENT

Our Company currently has seven Directors on its Board, comprising of three Executive Directors, and four Non-Executive Independent Directors including three women Directors. For details on the strength of our Board, as permitted and required under the Articles of Association, see "*Main Provisions of Articles of Association*" on page 377.

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:* D2, 303, Parsvnath Exotica, Sector 53, Golf Course Road, 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	41	*Indian Companies* 1. Zaak ePayment 2. MobiKwik Finance 3. MobiKwik Credit 4. Harvest Fintech *Foreign Companies* Nil
Upasana Rupkrishan Taku *Designation:* Whole-time Director, Chairperson and Chief Operating Officer *Date of Birth*: November 7, 1979 *Address:* D2, 303, Parsvnath Exotica, Sector 53, Golf Course Road, Gurgaon, Haryana, 122002 *Occupation*: Entrepreneur *Nationality:* Indian *Period of directorship*: Since April 1, 2010 *Term:* Three years with effect from June 23, 2021 and liable to retire by rotation *DIN:* 02979387	41	*Indian Companies* 1. Zaak ePayment 2. MobiKwik Finance 3. MobiKwik Credit 4. Harvest Fintech *Foreign Companies* Nil
Chandan Joshi *Designation:* Whole-time Director *Date of Birth*: September 26, 1981 *Address:* A-704 Magalam Aroma, Mansarovar, Patrakar Colony, Jaipur, Rajasthan, 302020 *Occupation*: Entrepreneur *Nationality:* Indian	39	*Indian Companies* 1. Anatole Solutions Private Limited *Foreign Companies* Nil

Name, Designation, Date of Birth, Address, Occupation, Nationality, Period of Directorship, Term and DIN	Age (years)	Other directorships
Period of directorship: Since June 23, 2021 *Term:* Three years with effect from June 23, 2021 and liable to retire by rotation *DIN:* 05168617		
Punita Kumar Sinha *Designation:* Independent Director *Date of Birth*: May 13, 1962 *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	59	*Indian Companies* 1. Srei Infrastructure Finance Limited 2. JSW Steel Limited 3. Rallis India Limited 4. Mahindra Intertrade Limited 5. Fino Payments Bank Limited 6. Classic Legends Private Limited 7. Embassy Office Parks Management Services Private Limited 8. Lupin Limited 9. Paradigmarq Advisors Private Limited *Foreign Companies* 10. The Asia Opportunities Offshore Fund, Cayman Islands 11. The Asia Opportunities Offshore Master Fund, Cayman Islands 12. Lupin Inc., USA
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, Baner, Pune, Maharashtra, 411045 *Occupation*: Entrepreneur *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	40	*Indian Companies* Nil *Foreign Companies* Nil
Navdeep Singh Suri *Designation:* Independent Director *Date of Birth*: September 06, 1959 *Address:* The IVY Residential Complex, Sushant Lok Phase 1, A-103, A Block, Sector 28, Gurugram, Haryana - 122009 *Occupation*: Distinguished Fellow, ORF *Nationality:* Indian *Period of directorship*: Since July 7, 2021 *Term:* Three years with effect from July 7, 2021 and not liable to retire by rotation	61	*Indian Companies* 1. Hindustan Ports Private Limited *Foreign Companies* Nil

Name, Designation, Date of Birth, Address, Occupation, Nationality, Period of Directorship, Term and DIN	Age (years)	Other directorships
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*: Professional *Nationality:* Indian *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 * *In the form filings submitted with the Ministry of Corporate Affairs, Raghu Ram Hiremagalur Venkatesh's name is reflected as "Raghu Ram"*	41	*Indian Companies* Nil *Foreign Companies* Nil

Brief profiles of our Directors

Bipin Preet Singh is the Managing Director, Chief Executive Officer and Co-Founder of our Company. He holds a bachelor's degree in technology, electrical engineering from Indian Institute of Technology, Delhi. He has been associated with our Company since our incorporation in 2008. He has 19 years of experience in engineering and financial services and was previously associated with Freescale Semiconductor (now NXP India Private Limited) as a Design Engineer, NVIDIA as Systems Architect, and Intel as Component Design Engineer.

Upasana Rupkrishan Taku is the Whole-time Director, Chairperson, Chief Operating Officer and Co-Founder of our Company. She holds a bachelor's degree in technology, industrial engineering from Punjab Technical University and a master's degree in management science and engineering from Stanford University. She has been associated with our Company since 2010. She has 17 years of experience in financial services and payment industries and was previously associated with PayPal as Product Manager and HSBC as Business Analyst.

Chandan Joshi, is the Whole-time Director, Co-Founder and CEO Payments of our 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 in technology, textile technology from Indian Institute of Technology, Delhi and a master's degree in business administration, specialising in finance and general management from London Business School. He was the Founder & CEO of eCommerce logistics startup Paketts, which he successfully sold to Nuvo Logistics. He has previously worked with Nuvo Logistics, Credit Suisse and Futures First. He has 16 years of experience in financial services, trading and logistics.

Punita Kumar Sinha is an Independent Director of our Company. She holds a bachelor's degree in chemical engineering from Indian Institute of Technology, Delhi. She has a Ph.D. and a master's degree in finance from Wharton School, University of Pennsylvania. She also holds a master's degree in business administration from Drexel University. She is a certified Chartered Financial Analyst and is a member of the CFA Institute. She has been awarded the Distinguished Alumni Award from IIT Delhi. She is the Founder and managing partner of Pacific Paradigm Investors LLC. She has been associated with our Company since July, 2021. She has 15 years of experience in the real estate, advisory and technology sectors and was previously associated with Infosys as an independent director, JSW Steel as an independent director, Blackstone as a senior managing director and Embassy REIT as an independent director.

Sayali Karanjkar is an Independent Director of our Company. She holds a bachelor's degree in computing from the National University of Singapore, and a master's degree in business administration from the Kellogg School of Management, Northwestern University. She has been associated with our Company since July, 2021. She was the Co-Founder & CBO of fintech startup PaySense, which was acquired by Naspers backed PayU in 2020, post which she exited the company. She has several years of experience in the management and technology sectors and has previously been associated with AT Kearney.

Navdeep Singh Suri is an Independent Director of our Company. He holds a master's degree in economics from Guru Nanak Dev University, Amritsar and has completed the intensive Arabic language program from American University in Cairo, Center for Arabic Studies. He has been associated with our Company since July, 2021 and has 36 years of experience as a member of the Indian Foreign Service. He has also served as India's Ambassador to Egypt and UAE, India's Consul General in Johannesburg, and as India's High Commissioner to Australia. He is a Distinguished Fellow and Director of the Centre for New Economic Diplomacy at the Observer Research Foundation in New Delhi, and has led programmes in Morocco, Kigali and Dhaka. He is also a non-executive director in Hindustan Ports Private Limited.

Raghu Ram Hiremagalur Venkatesh is an Independent Director of our Company. He holds a bachelor's degree in electronics and communication engineering from Bangalore University and a master's degree in computer science from Arizona State University. He has been associated with our Company since July, 2021. He has 12 years of experience in the technology sector, including in Paypal Holdings Inc. as a software engineer. He is currently the Chief Technology Officer and Vice President, Engineering at LinkedIn Corporation.

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. He is entitled to a total compensation of ₹ 40.00 million for Fiscal 2022.

2. **Upasana Rupkrishan Taku**

   Upasana Rupkrishan Taku was appointed as the Whole-time Director, and Chief Operating Officer 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 pursuant to the Board resolution passed on June 22, 2021. She has been appointed 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 Whole-time Director. She is entitled to a total compensation of ₹ 40.00 million for Fiscal 2022.

3. **Chandan Joshi**

   Chandan Joshi was appointed as the Whole-time Director 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 is liable to retire by rotation. His re-appointment on retirement by rotation will not break his length of service as Whole-time Director. He is entitled to a total compensation of ₹ 30.00 million for Fiscal 2022.

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, Bipin Preet Singh is entitled to the following remuneration:

Particulars	Remuneration
Salary	₹ 40.00 million for FY 2021-2022, of which:

Particulars	Remuneration
	• Fixed compensation of ₹ 25.00 million per annum* • Performance linked variable compensation of ₹ 15.00 million per annum • Flexible compensation up to ₹ 1 million per annum**
Other benefits	• House rent allowance: 20% of the fixed compensation** • Executive allowance: 20% of the fixed compensation ** • Travelling allowance: 10% of the fixed compensation **

**Including all allowances, benefits, perquisites, facilities and amenities*
***Forms a part of the fixed compensation.*

As on the date of this Draft Red Herring Prospectus, for Fiscal 2021, our Company has paid Bipin Preet Singh a remuneration of ₹ 14.24 million. In addition to this, a variable pay of up to ₹ 3.56 million is payable to Bipin Preet Singh.

Upasana Rupkrishan Taku

Pursuant to the Board and Shareholders' resolutions passed on June 22, 2021 and June 23, 2021, respectively, Upasana Rupkrishan Taku is entitled to the following remuneration:

Particulars	Remuneration (In ₹ million)
Salary	₹ 40.00 million for FY 2021-2022, of which: • Fixed compensation of ₹ 25.00 million per annum* • Performance linked variable compensation of ₹ 15.00 million per annum • Flexible compensation up to ₹ 1 million annum**
Other benefits	• House rent allowance: 20% of the fixed compensation** • Executive allowance: 20% of the fixed compensation ** • Travelling allowance: 10% of the fixed compensation **

**Including all allowances, benefits, perquisites, facilities and amenities*
*** Forms a part of the fixed compensation*

As on the date of this Draft Red Herring Prospectus, for Fiscal 2021, our Company has paid Upasana Rupkrishan Taku a remuneration of ₹ 14.24 million. In addition to this, a variable pay of up to ₹ 3.56 million is payable to Upasana Rupkrishan Taku.

Chandan Joshi

Pursuant to the Board and Shareholders' resolutions passed on June 22, 2021 and June 23, 2021, respectively, Chandan Joshi is entitled to the following remuneration:

Particulars	Remuneration (In ₹ million)
Salary	₹ 30.00 million for FY 2021-2022, of which: • Fixed compensation of ₹ 20.00 million per annum* • Performance linked variable compensation of ₹ 10.00 million per annum • Flexible compensation up to ₹ 1 million per annum**
Other benefits	• House rent allowance: 20% of the fixed compensation** • Executive allowance: 20% of the fixed compensation ** • Travelling allowance: 10% of the fixed compensation **

**Including all allowances, benefits, perquisites, facilities and amenities*
*** Forms a part of the fixed compensation*

As on the date of this Draft Red Herring Prospectus, for Fiscal 2021, our Company has paid Chandan Joshi a remuneration of ₹ 14.22 million.

Since they were appointed after March 31, 2021, our Non-Executive Directors were not paid any sitting fees/commission and other payments during Fiscal Year 2021.

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 a remuneration of ₹ 1.7 million per annum and sitting fees of ₹ 0.1 million per meeting for attending meetings of our Board and ₹ 0.1 million per meeting for attending meetings of 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.

Since they were appointed after March 31, 2021, our Independent Directors were not paid any sitting fees/commission and other payments during Fiscal Year 2021.

Remuneration paid or payable from Subsidiaries

No remuneration has been paid to our Directors by any of our Subsidiaries.

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 194, 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 (%)	Number of Equity Shares held on a fully diluted basis*	Percentage of pre-Offer share capital on a fully diluted basis* (%)
Bipin Preet Singh	11,641,240	37.84	11,641,240	20.21
Upasana Rupkrishan Taku	8,241,200	26.79	8,241,200	14.31
Punita Kumar Sinha	8,020	0.03	8,020	0.01
Total	19,890,461	64.65	19,890,461	34.53

* *Assuming conversion of 1,248,668 outstanding Issued Preference Shares to a maximum of 24,820,960 Equity Shares, and exercise of vested stock options. For details of conversion of outstanding Issued Preference Shares to Equity Shares, see "Capital Structure – Notes to Capital Structure – Conversion of outstanding Issued Preference Shares" on page 90. The specific number of Equity Shares that each of such Issued Preference Shares will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC.*

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 187.

Service contracts with Directors

There are no service contracts entered into with any of our Directors which provide for benefits upon termination of employment.

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. Further, certain Directors may also be deemed to be interested in Equity Shares that may, pursuant to this Offer, be subscribed by or allotted to them, their relatives, or to the companies, firms, trusts, in which they are interested as directors, members, partners, trustees and promoters.

There is no material existing or anticipated transaction whereby Directors will receive any portion of the proceeds from the Offer.

Except as disclosed in "*Capital Structure - Build-up of Promoters' shareholding in our Company*" on page 93, 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 of our Company, 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 215 and 213, 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 Defaulters.

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
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	Change in designation to Managing Director and Chief Executive Officer
Upasana Rupkrishan Taku	June 23, 2021	Change in designation to Whole-time Director, Chairperson and Chief Operating Officer
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

Rakesh Induprasad Bhatt	June 22, 2018	Resignation as a nominee director

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, 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 three Executive Directors, of which one is a Managing Director and two are Whole-time Directors, and four are Non-Executive Independent Directors. 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 Offer.

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
Upasana Rupkrishan Taku	Member	Whole-time Director, Chairperson and Chief Operating Officer

Our Audit Committee was constituted by a resolution of our Board dated July 7, 2021, in compliance with section 177 of the Companies Act, 2013 and SEBI Listing Regulations. The terms of reference of the Audit Committee include the following:

1. oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

2. recommendation for appointment, remuneration and terms of appointment of auditors of the Company;

3. approval of payment to statutory auditors for any other services rendered by the statutory auditors;

4. 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) modified opinion(s) in the draft audit report;

5. reviewing, with the management, the quarterly financial statements before submission to the board for approval; reviewing, 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, and making appropriate recommendations to the board to take up steps in this matter;

6. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

7. approval or any subsequent modification of transactions of the Company with related parties;

8. scrutiny of inter-corporate loans and investments;

9. valuation of undertakings or assets of the Company, wherever it is necessary;

10. evaluation of internal financial controls and risk management systems;

11. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

12. 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;

13. discussion with internal auditors of any significant findings and follow up there on;

14. 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;

15. 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;

16. 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;

17. to review the functioning of the whistle blower mechanism;

18. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

19. Carrying out any other function as is mentioned in the terms of reference of the audit committee; and

20. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

21. The Audit Committee shall mandatorily review the following information:

(i) management discussion and analysis of financial condition and results of operations;

(ii) statement of significant related party transactions (as defined by the audit committee), submitted by management;
(iii) management letters / letters of internal control weaknesses issued by the statutory auditors;
(iv) internal audit reports relating to internal control weaknesses; and
(v) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
(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); 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).

22. The powers of the Audit Committee shall include the following:

(a) to investigate any activity within its terms of reference;
(b) to seek information from any employee of the Company;
(c) to obtain outside legal or other professional advice; and
(d) to secure attendance of outsiders with relevant expertise, if it considers necessary

23. The Company Secretary and Compliance Officer 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.The terms of reference of the Nomination and Remuneration Committee 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 and other employees. The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

    a) 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;
    b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
    c) 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;

2. Formulating criteria for evaluation of performance of independent directors and the Board of Directors;

3. Devising a policy on diversity of Board of Directors;

4. 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 of directors 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;

5. Extending or continuing the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

6. Recommending to the board, all remuneration, in whatever form, payable to senior management;

7. Administering, monitoring and formulating detailed terms and conditions of the Employees Stock Option Scheme of the Company;

8. 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:

   a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and
   b) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended;

9. Carrying out any other function as is mandated by the Board from time to time and / or enforced/mandated by any statutory notification, amendment or modification, as may be applicable;

10. Performing such other functions as may be necessary or appropriate for the performance of its duties; and

11. Perform such functions as are required to be performed by the Nomination and Remuneration Committee under the SEBI (Share Based Employee Benefits) Regulations, 2014, as amended, including the following:
   - Formulating detailed terms and conditions of the ESOP Plan, which includes the provision as specified by the Board in this regard; and
   - Administration and superintendence of the Plan.

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	Whole-time Director, Chairperson and Chief Operating 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 of the Stakeholders' Relationship Committee include the following:

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 include the following:

1. To review and assess the risk management system and policy of the Company from time to time and recommend for amendment or modification thereof;

2. To implement and monitor policies and/or processes for ensuring cyber security;

3. To frame, devise and monitor risk management plan and policy of the Company;

4. To review and recommend potential risk involved in any new business plans and processes;

5. review the Company's risk-reward performance to align with the Company's overall policy objectives;

6. Monitor and review regular updates on business continuity;

7. Advise the Board with regard to risk management decisions in relation to strategic and operational matters such as corporate strategy; and

8. 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	Whole-time Director, Chairperson and Chief Operating Officer
Bipin Preet Singh	Member	Managing Director and Chief Executive Officer
Chandan Joshi	Member	Whole-time Director

The IPO Committee was constituted by a resolution of our Board dated July 7, 2021. The terms of reference of the IPO Committee include the following:

1. To decide, negotiate and finalize, in consultation with the BRLMs appointed in relation to the Offer, 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 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 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 to constitute such other committees of the Board, as may be required under Applicable Laws, including as provided in the SEBI Listing Regulations;

3. To make applications, seek clarifications, obtain approvals and seek exemptions from, where necessary, SEBI, 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 draft red herring prospectus, the red herring prospectus and the Prospectus as applicable;

4. To finalize, settle, approve, adopt and file in consultation with the BRLMs where applicable, the DRHP, the RHP the Prospectus, the preliminary and final international wrap and any amendments (including dating of such documents), supplements, notices, addenda or corrigenda thereto, and take all such actions as may be necessary for the submission and filing of these documents including incorporating such alterations/corrections/ modifications as may be required by SEBI, the Registrar of Companies 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 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, public offer account bankers to the Offer, sponsor bank, legal advisors, auditors, independent chartered accountants, advertising agency, registrar to the Offer, 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 mandate 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 authorise 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, 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 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;

11. 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;

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. 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;

24. 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;

25. 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;

26. 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

27. To delegate any of its powers set out hereinabove, as may be deemed necessary and permissible under Applicable Laws to the officials of the Company.

Management Organisation Structure

Board of Directors

Punita Kumar Sinha
Independent Director

Founder-Pacific Paradigm Investors LLC, ex-Blackstone

Navdeep Singh Suri
Independent Director

Distinguished Fellow-ORF, ex-Ambassador of India to Egypt and UAE

Sayali Karanjkar
Independent Director

Co-founder, PaySense, ex-AT Kearney,*

Raghu Ram Hiremagalur Venkatesh
Independent Director

CTO & VP-LinkedIn, ex- Paypal

Upasana Rupkrishan Taku
Chairperson, Executive Director

Co-founder & COO

Bipin Preet Singh
Executive Director

Co-founder, MD & CEO

Chandan Joshi
Executive Director

Co-founder & CEO, Consumer Payments

* Exited in 2020

Management Team

Bipin Preet Singh
Co-founder, MD & CEO

Upasana Rupkrishan Taku
Co-founder & COO

Chandan Joshi
Co-founder & CEO, Consumer Payments

Dilip Bidani
CFO

Dheeraj Aneja
SVP, BNPL

Siddharth Dhamija
CEO, Zaakpay

Chirag Jain
VP, Technology

Gaurav Malhotra
VP, Strategy and Investor Relations

Preety Pandey
VP, Corporate Finance

Rahul Luthra
Director, Company Secretary and Compliance Officer

Key Management Personnel

The following persons are our Key Management Personnel:

1. Bipin Preet Singh
2. Upasana Rupkrishan Taku
3. Chandan Joshi
4. Dilip Bidani
5. Dheeraj Aneja
6. Siddharth Dhamija
7. Gaurav Malhotra
8. Chirag Jain
9. Preety Pandey
10. Rahul Luthra

Except for Siddharth Dhamija, who is an employee of our material subsidiary, Zaak ePayment, all the key management personnel are permanent employees of our Company.

Brief profiles of our Key Management Personnel

For details in relation to the biographies of our Executive Directors, Bipin Preet Singh, Upasana Rupkrishan Taku and Chandan Joshi, see "*Our Management - Brief biographies of Directors*" beginning on page 193.

The details of our other Key Management Personnel as of the date of this Draft Red Herring Prospectus are set forth below:

Dilip Bidani, aged 58 years, is the Chief Financial Officer of our Company. He has been associated with our Company since June 29, 2021. He holds a bachelor's degree in commerce from the University of Calcutta, and a post graduate diploma in management from the Indian Institute of Management, Ahmedabad. He is also an associate of the Institute of Chartered Accountants of India. He was previously a chief financial officer at Dr. Lal Pathlabs, Manpower Services, and Mother Dairy, and has previously worked with Avon Beauty Products, ICI India, Orbis Financial Corporation, Max Healthcare, and Hindustan Lever Limited. He has over 33 years of experience, including leading the finance function in healthcare, cosmetics, financial services, and food processing companies. He has not received any remuneration in Fiscal Year 2021 as he was not an employee of the Company.

Dheeraj Aneja, aged 40 years, is the Senior Vice President- BNPL of our Company. He has been associated with our Company since 2019 and is currently responsible for leading our BNPL business. He holds a bachelor's degree in arts from University of Delhi and a master's degree in business administration from Kellogg School of Management, Northwestern University. He has previously worked with Visa, Ernst & Young, and Discover Financial Services. He has over 15 years of experience in credit cards, financial and payments services. As on the date of this Draft Red Herring Prospectus, for Fiscal 2021, our Company has paid Dheeraj Aneja a remuneration of ₹ 10 million.

Siddharth Dhamija, aged 46 years, is the chief executive officer of Zaak ePayment. He has been associated with Zaak ePayment since 2020 and is currently responsible for leading its payment gateway business. He holds a bachelor's degree in commerce from Hemwati Nandan Bahuguna Garhwal University. He has previously worked with PayPal, RazorPay, and Panamax Infotech. He has 23 years of experience in sales function in digital payments, financial services, IT & Telecom. As on the date of this Draft Red Herring Prospectus, for Fiscal 2021, our Subsidiary, Zaak ePayment, has paid Siddharth Dhamija a remuneration of ₹ 3.53 million.

Gaurav Malhotra, aged 39 years, is the Vice President (Strategy and Investor Relations) of our Company. He has been associated with our Company since 2020 and is currently responsible for leading the strategy and investor relations portfolio of our Company. He holds a bachelor's degree in commerce from Sydenham College of Commerce and Economics, University of Mumbai and a master's degree in business administration from Narsee Monjee Institute of Management Studies. He is a certified Chartered Financial Analyst. He has previously worked with PinPoint Asset Management Limited, Citigroup Global Markets, Fitch Ratings and JP Morgan Chase. He has 16 years of experience in investment banking, equity research and asset management. As on the date of this Draft Red Herring Prospectus, for Fiscal 2021, our Company has paid Gaurav Malhotra a remuneration of ₹ 2.4 million.

Chirag Jain, aged 31 years, is the Vice President, Technology of our Company. He has been associated with Zaak ePayment, and our Company since 2012 and is currently responsible for leading our engineering teams. He holds a bachelor's degree in technology, computer science and engineering from Uttar Pradesh Technical

University. He has previously worked with BNP Paribas India Solutions and Rave Technologies. He has 12 years of experience in software engineering. As on the date of this Draft Red Herring Prospectus, for Fiscal 2021, our Company has paid Chirag Jain a remuneration of ₹ 6.48 million.

Preety Pandey, aged 40 years, is the Vice President, Corporate Finance of our Company. She has been associated with our Company since 2016 and is currently responsible for financial planning and analysis, investment decisions and commercial negotiations. She holds a bachelor's degree in technology, Computer Science and Engineering from National Institute of Technology, Silchar and a master's degree in business administration from Booth School of Business, University of Chicago. She has completed the certificate programme in advanced financial risk management from Indian Institute of Management, Bangalore. She has previously worked with Grofers, Flipkart and HSBC. She has over 10 years of experience in corporate finance, financial planning and analysis. As on the date of this Draft Red Herring Prospectus, for Fiscal 2021, our Company has paid Preety Pandey a remuneration of ₹ 7.27 million.

Rahul Luthra, aged 33 years, is the Director, Company Secretary and Compliance Officer of our Company. He has been associated with our Company since 2021 and is currently responsible for compliance and corporate governance. He holds a bachelor's degree in commerce from University of Delhi and a degree of law from C.C.S. University, Meerut. He is a fellow member of The Institute of Company Secretaries of India. He has previously worked with IndiaMart Intermesh Limited, the Viridian Group, and NKG Infrastructure. He has over 10 years of experience in legal compliance and corporate governance roles. As on the date of this Draft Red Herring Prospectus, for Fiscal 2021, our Company has paid Rahul Luthra a remuneration of ₹ 0.09 million.

Relationship among Key Management Personnel

Except for our Whole-time Directors Bipin Preet Singh and Upasana Rupkrishan Taku, who are married to each other, none of our Key Management Personnel are related to each other.

Retirement and Termination Benefits

None of our Key Managerial Personnel would receive any benefits on their retirement or on termination of their employment with the Company.

Bonus or profit sharing plan for the Key Management Personnel

There is no profit sharing plan for the Key Management Personnel of our Company. Our Company, on a discretionary basis, makes bonus/incentive payments to the Key Management Personnel at the end of every Fiscal Year.

Shareholding of Key Management Personnel

Except Bipin Preet Singh and Upasana Rupkrishan Taku, none of our Key Management Personnel hold Equity Shares as on the date of this Draft Red Herring Prospectus.

Details of our Key Management Personnel, who hold ESOPs in our Company as on the date of this Draft Red Herring Prospectus are as follows:

Name	ESOPs held in our Company
Chandan Joshi	22,509
Dilip Bidani	2,233
Dheeraj Aneja	5,122
Gaurav Malhotra	3,111
Chirag Jain	7,747
Preety Pandey	5,909
Rahul Luthra	385

In addition to the above, as on the date of this Draft Red Herring Prospectus, Siddharth Dhamija holds 628 employee stock options in Zaak ePayment, our Subsidiary, and each of these employee stock options will convert into 10 equity shares of Zaak ePayment on their exercise. For details of our Key Management Personnel who hold equity shares in our Subsidiaries see "*History and Certain Corporate Matters – Subsidiaries of our Company*" on page 187.

Service Contracts with Key Management Personnel

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company, including Directors or Key Management Personnel, is entitled to any benefit upon termination of employment or superannuation.

Interest of Key Management Personnel

None of our Key Management Personnel have any interest in our Company except to the extent of their shareholding in our Company, its Subsidiaries, remuneration from our Company, its Subsidiaries, and benefits and reimbursement of expenses incurred by them in the ordinary course of business.

No loans have been availed from our Company by our Key Management Personnel.

Contingent and deferred compensation payable to Key Management Personnel

There is no contingent or deferred compensation payable to our Key Management Personnel.

Changes in Key Management Personnel during the last three years

The changes in our Key Management Personnel, 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
Dilip Bidani	Chief Financial Offer	June 29,2021	Appointment
Rahul Luthra	Company Secretary	April 17, 2021	Appointment
Rohit Shadeja	Company Secretary	April 17, 2021	Resignation
Rohit Shadeja	Company Secretary	March 1, 2019	Appointment
Akash Singh	Company Secretary	March 1, 2019	Resignation
Shubam Arora	Company Secretary	October 30, 2018	Resignation
Akash Singh	Company Secretary	October 15, 2018	Appointment

Payment of non-salary related benefits to officers of our Company

No amount or benefit has been paid or given to any officers of our Company within the two years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

Arrangements and understanding with major shareholders, customers, suppliers or others

None of our Directors or Key Management Personnel has been appointed or selected as a Director, Key Managerial Personnel or a member of 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 102.

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 84.

The details of our Promoters are as follows:

Individual Promoters

1. Bipin Preet Singh

Identification Particulars	Details
Permanent Account Number	ASSPS8468A
Aadhar card number	[redacted]
Driving license number	HR2620160016491

Bipin Preet Singh, aged 41 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, see "*Our Management*" on page 191.

2. Upasana Rupkrishan Taku

Identification Particulars	Details
Permanent Account Number	AISPT3874F
Aadhar card number	[redacted]
Driving license number	HR2620160016495

Upasana Rupkrishan Taku, aged 41 years, is the Whole-time Director, Chairperson, Chief Operating 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, see "*Our Management*" on page 191.

We confirm that the details of the PAN, bank account numbers and passport numbers of our Founder Promoters shall be submitted with the Stock Exchanges at the time of submission of this 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, Roop Krishen Taku, 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.

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.

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 this Draft Red Herring Prospectus.

Business and financial activities of our Promoters

Except as disclosed under "*Our Management*" on page 191, our Promoters are not involved with any other business and financial activities.

Other ventures of our Promoters

Except as disclosed under "*Our Management*" on page 191, our Promoters are not involved with any other ventures.

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.

Interest of Promoters

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 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", "History and Certain Corporate Matters"* and *"Our Management"* on pages 83, 166 and 191, respectively.

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, 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*", "*History and Certain Corporate Matters*", "*Our Management*" and *"Related Party Transactions"* on pages 135, 166, 191 and 213, 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 213 and 191 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 and Issued Preference Shares of the Company.

For details of the guarantees given by our Promoters in relation to certain borrowings of our Company and our Subsidiaries, as on the date of this Draft Red Herring Prospectus, see *"History and Certain Corporate Matters"* and *"Financial Indebtedness"* on pages 166 and 326, respectively.

Disassociation by Promoters in the Last Three Years

Except as disclosed below, 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.

S.No.	Name of Entity	Reason for disassociation	Date of disassociation
1.	Pivotchain Solution Technologies Private Limited	Divestment of Stake	March 31, 2020

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	Son
	R K Taku	Father-in-law
	Usha Taku	Mother-in-law
	Utma Taku	Sister-in-law
Upasana Rupkrishan Taku	R K Taku	Father
	Usha Taku	Mother
	Utma Taku	Sister
	Cazmir Singh	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, Koshur (partnership firm) is a partnership firm that is a member of our Promoter Group.

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 our Subsidiaries) with which there were related party transactions during the period for which Restated Financial Statements 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 point (ii) above, our Board in its meeting held on July 7, 2021, 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 the Draft Red Herring Prospectus. In terms of the Materiality Policy, if a company (other than the Subsidiaries and the companies covered under the schedule of related party transactions as per the Restated Financial Statements) (a) is a member of the promoter group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations; and (b) has entered into one or more transactions with our Company during the most recent Financial Year and any stub period included in the Restated Financial Statements, that cumulatively exceed 10% of the total revenue of our Company derived from the Restated Financial Statements of the last completed full financial year, it shall be considered material and shall be disclosed as a group company in this Draft Red Herring Prospectus.

As of the date of this Draft Red Herring Prospectus, apart from our Subsidiaries, our Company has had related party transactions with a company named Pivotchain Solution Technologies Private Limited ("**Pivotchain**"), an erstwhile joint venture of our Company in Fiscal 2020, *i.e.* during the period for which Restated Financial Statements have been disclosed in this Draft Red Herring Prospectus. However, our Company has disassociated with Pivotchain with effect from March 31, 2020. Since April 1, 2020, Pivotchain is not reflected as a related party in the Restated Financial Statements. An exemption application dated July 12, 2021 under Regulation 300(1)(c) of the SEBI ICDR Regulations has accordingly been submitted with SEBI seeking an exemption from considering and disclosing Pivotchain as a group company in accordance with the SEBI ICDR Regulations.

RELATED PARTY TRANSACTIONS

For details of the related party transactions during Fiscals 2021, 2020 and 2019, as per the requirements under Ind AS 24 see "*Financial Statements – Note 36 Related party transactions*" on page 271.

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 55.

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 and Harvest Fintech) for the Fiscals 2019, 2020 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.

RESTATED FINANCIAL STATEMENTS

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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)
5th Floor, Huda City Centre Metro Station,
Sector 29, Gurugram,
Haryana 122001

Dear Sirs

1. We 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 31 March 2021, 31 March 2020 and 31 March 2019, the Restated Consolidated Statement of Profit and Loss, the Restated Consolidated Statement of Changes in Equity, the Restated Consolidated Statement of Cash Flows for the years ended 31 March 2021, 31 March 2020, 31 March 2019, and the summary statement of significant 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 07 July 2021 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 in connection with the proposed IPO. The Restated Consolidated Financial Information have 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 for 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, the 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 31 May 2021 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 and 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 IPO.

4. These Restated Consolidated Financial Information have been compiled by the management from:

(a) As at and for the years ended 31 March 2021 and 31 March 2020: From the audited Ind AS consolidated financial statements of the Group as at and for the year ended 31 March 2021, and 31 March 2020 being the comparative period for the year ended 31 March 2021, prepared in accordance with Indian Accounting Standards ('Ind AS') as prescribed under Section 133 of the Act read with the 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 Board meeting held on 06 July 2021. The audited consolidated financial statements of the Group as at and for the year ended 31 March 2020, prepared in accordance with Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014 ('Previous GAAP'), and the other relevant provisions of the Act, had been approved by the Board of Directors at their meeting held on 14 December 2020. The corresponding financial information for the year ended 31 March 2020 and the Balance Sheet as at 1 April 2019 ('transition date') has been restated in accordance with Ind AS in the consolidated financial statements for the year ended 31 March 2021 and the same has been considered while compiling this Restated Consolidated Financial Information; and

(b) As at and for the year ended 31 March 2019: From the audited consolidated financial statements of the Group as at and for the year 31 March 2019, prepared in accordance with Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014, and the other relevant provisions of the Act, which had been approved by the Board of Directors at their Board meeting held on 9 December 2019, and which have been translated into figures as per Ind AS to align accounting policies, exemptions and disclosures as adopted by the Company on its first time adoption of Ind AS as on transition date. The Restated Financial Information as at and for the year ended 31 March 2019 is referred to as "the Proforma Ind AS Restated Financial Information" as per the Guidance Note.

5. For the purpose of our examination, we have relied on:

(a) Auditors' reports issued by us dated 06 July 2021 on the consolidated financial statements of the Group as at and for the year ended 31 March 2021 as referred in Paragraph 4 above; and

(b) Auditors' reports issued by the Company's previous auditor, Deloitte Haskins & Sells LLP (the "Previous Auditor"), dated 14 December 2020 and 9 December 2019 on the consolidated financial statements of the Group as at and for the years ended 31 March 2020 and 31 March 2019 respectively as referred in Paragraph 4 above. The Ind AS and restatement adjustments made to such financial statements to comply with Ind AS and the basis set out in Note 2.1 and 2.2 to the Restated Consolidated Financial Information, have been audited by us.

6. As indicated in our audit report referred above, we did not audit the financial statements of four subsidiaries (as mentioned in Annexure A) included in the Group for the year ended 31 March 2021 whose share of total assets, total revenues, net cash inflows / (outflows) included in the consolidated financial statements, for the relevant year is tabulated below:

(INR millions)

Particulars	**As at and for the year ended 31 March 2021**
Total assets	813.19
Total revenue	193.24
Net cash inflows / (outflows)	56.87

These financial statements have been audited by other auditor (as mentioned in Annexure A) 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 the four subsidiaries, is based solely on the report of the other auditor. Our opinion on the consolidated financial statements is not modified in respect of this matter.

7. The Auditors' reports issued by the Company's Previous Auditor dated 14 December 2020 and 9 December 2019 on the consolidated financial statements of the Group as at and for the years ended 31 March 2020 and 31 March 2019 respectively included following other matter:

(a) We did not audit the financial statements of four subsidiaries, whose financial statements reflect total assets of INR 814.23 million as at 31 March 2020, total revenues of INR 1,991.97 million and net cash outflows amounting to INR 115.79 million for the year ended on that date, as considered in the consolidated financial statements whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the 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 subsidiaries, is based solely on the reports of the other auditors. Our opinion on the consolidated financial statements is not modified in respect of this matter with respect to our reliance on the work done and the reports of the other auditors.

(b) We did not audit the financial statements of four subsidiaries, whose financial statements reflect total assets of INR 779.68 million as at 31 March 2019, total revenues of INR 1,037.48 million and net cash outflows amounting to INR 103.11 million for the year ended on that date, as considered in the consolidated financial statements whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the 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 subsidiaries, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors. Our opinion on the consolidated financial statements is not modified in respect of this matter with respect to our reliance on the work done and the reports of the other auditors.

8. The other auditor (M/s Tattvam & Co.) of the four subsidiaries as mentioned in Annexure A, has examined the restated financial information for the year ended 31 March 2021, 31 March 2020 and 31 March 2019 and has confirmed that the restated financial information:

(a) has been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial year ended 31 March 2020 to reflect the same accounting treatment as per the accounting policies and grouping / classifications followed as at and for the year ended 31 March 2021;

(b) has been prepared after incorporating proforma IndAS adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial year ended 31 March 2019 to reflect the same accounting treatment as per the accounting policies and grouping / classifications followed as at and for the year ended 31 March 2021;

(c) does not contain any qualifications requiring adjustments; and

(d) has been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

9. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the examination reports/auditors' reports issued by the Previous Auditor / other auditors, we report that the Restated Consolidated Financial Information:

(a) have been prepared after incorporating adjustments for change in accounting policies, material errors and regrouping / reclassifications retrospectively in the financial year ended 31 March 2020 to reflect the same accounting treatment as per the accounting policies and grouping / classifications followed as at and for the year ended 31 March 2021;

(b) have been prepared after incorporating proforma IndAS adjustments for change in accounting policies, material errors and regrouping / reclassifications retrospectively in the financial year ended 31 March 2019 to reflect the same accounting treatment as per the accounting policies and grouping / classifications followed as at and for the year ended 31 March 2021;

(c) does not contain any qualifications requiring adjustments except for the matter as mentioned in Paragraph 10 below, the impact of which cannot be quantified. Moreover, those qualifications in the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, which do not require any corrective adjustments in the Restated Consolidated Financial Information have been disclosed in Note 44 to the Restated Consolidated Financial Information; and

(d) have been prepared in accordance with the Act, the ICDR Regulations and the Guidance Note.

10. Basis for Qualified Opinion

As set out in Note 39 to the Restated Consolidated Financial Information, 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 Company by way of preferential allotment of preference shares, the 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 ended 31 March 2021, on 19 April 2021, the Company has filed an application before the Regional Director (Northern Region) for compounding of this contravention. Pending regularisation of the above non-compliance, it is not possible to quantify the extent to which the liability, if any, may materialise on the Company and its consequential impact on the Restated Consolidated Financial Information, on the regularisation of this non-compliance.

Qualified Opinion

In our opinion and to the best of our information and according to the explanation given to us and after considering auditors' reports issued by Previous Auditor and other auditors, and examination reports issued by other auditor, except for the effect of the matter described in Basis for Qualified Opinion paragraph above, the Restated Consolidated Financial Information of the Group as at and for the years ended 31 March 2021 and 31 March 2020, read with basis of preparation and summary of significant accounting policies disclosed in Note 2.1 and 2.2, are prepared after making adjustments and regroupings as considered appropriate and as disclosed in Note 44, and the Proforma Ind AS Restated Consolidated Financial Information of the the Group as at and for the year ended 31 March 2019, read with the basis of preparation and summary of significant accounting policies disclosed in Note 2.1 and 2.2, are prepared after making proforma adjustments and regroupings as considered appropriate and as disclosed in Note 44, and have been prepared in accordance with Section 26 of Part I of Chapter III of the Act, the ICDR Regulations and the Guidance Note.

11. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited consolidated financial statements mentioned in paragraph 5 above.

12. 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 or the Previous Auditor or other auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

13. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

14. Our report is intended solely for use of the Board of Directors for inclusion in the DRHP to be filed with Securities and Exchange Board of India, the Registrar of Companies, National Capital Territory of Delhi and Haryana situated at New Delhi, and BSE Limited and National Stock Exchange of India Limited, as applicable, 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 No: 116231W/W-100024

Gajendra Sharma
Partner
Membership No: 064440
UDIN: 21064440AAAABT2960

Gurugram, Haryana
07 July 2021

Annexure A

(i) List of subsidiaries of ONE MOBIKWIK SYSTEMS LIMITED

Name of the Entity	Nature of relation
ZAAK ePAYMENT SERVICES PRIVATE LIMITED	Subsidiary
MOBIKWIK FINANCE PRIVATE LIMITED	Subsidiary
MOBIKWIK CREDIT PRIVATE LIMITED	Subsidiary
HARVEST FINTECH PRIVATE LIMITED	Subsidiary

(ii) Details of subsidiaries audited by other auditors for the respective years

Particulars	Year ended	Name of the Auditor
ZAAK ePAYMENT SERVICES PRIVATE LIMITED	31 March 2021	M/s Tattvam & Co.
	31 March 2020 31 March 2019	A S D & Associates
MOBIKWIK FINANCE PRIVATE LIMITED	31 March 2021	M/s Tattvam & Co.
	31 March 2020 31 March 2019	A S D & Associates
MOBIKWIK CREDIT PRIVATE LIMITED	31 March 2021	M/s Tattvam & Co.
	31 March 2020 31 March 2019	A S D & Associates
HARVEST FINTECH PRIVATE LIMITED	31 March 2021	M/s Tattvam & Co.
	31 March 2020 31 March 2019	A S D & Associates

(iii) Details of subsidiaries for the years the restated financial information has been examined by other auditor

Particulars	Year ended	Name of the Auditor
ZAAK ePAYMENT SERVICES PRIVATE LIMITED MOBIKWIK FINANCE PRIVATE LIMITED MOBIKWIK CREDIT PRIVATE LIMITED HARVEST FINTECH PRIVATE LIMITED	31 March 2021 31 March 2020 31 March 2019	M/s Tattvam & Co.

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 31 March 2021	As at 31 March 2020	As at 31 March 2019 Proforma
Assets				
Non-current assets				
Property, plant and equipment	4	9.39	8.00	11.86
Right-of-use asset	41	-	43.50	64.16
Goodwill	6	-	-	48.63
Other intangible assets	5	-	-	0.32
Financial assets				
(i) Investments	7(a)	7.70	-	-
(ii) Loans	7(b)	22.09	15.94	15.47
(iii) Other financial assets	7(c)	61.50	10.46	3.56
Deferred tax assets	29	26.43	33.91	50.99
Non-current tax assets (net)	20	150.06	158.60	88.13
Other non-current assets	8	418.62	2.73	2.18
Total non-current assets		**695.79**	**273.14**	**285.30**
Current assets				
Financial assets				
(i) Investments	7(a)	-	36.72	-
(ii) Trade receivables	9	376.04	167.60	166.18
(iii) Cash and cash equivalents	10	603.33	87.05	324.85
(iv) Bank balances other than (iii) above	10	1,439.96	2,081.69	1,713.42
(v) Loans	7(b)	2.10	1.77	3.91
(vi) Other financial assets	7(c)	990.81	545.71	501.02
Other current assets	8	123.36	185.68	346.16
		3,535.60	**3,106.22**	**3,055.54**
Assets classified as held for sale	11	-	-	10.00
Total current assets		**3,535.60**	**3,106.22**	**3,065.54**
Total assets		**4,231.39**	**3,379.36**	**3,350.84**
Equity and liabilities				
Equity				
Equity share capital	12(a)	10.05	10.05	10.05
Instruments entirely equity in nature	12(b)	144.27	133.25	127.27
Other equity	13	(354.45)	(451.82)	(153.05)
Total equity		**(200.13)**	**(308.52)**	**(15.73)**
Liabilities				
Non-current liabilities				
Financial liabilities				
(i) Borrowings	14	-	12.61	129.61
(ii) Lease liabilities	41	-	30.78	50.63
(iii) Other financial liabilities	16	0.35	1.35	1.35
Provisions	17	23.14	18.24	16.91
Total non-current liabilities		**23.49**	**62.98**	**198.50**
Current liabilities				
Financial liabilities				
(i) Borrowings	14	580.48	624.78	604.71
(ii) Lease liabilities	41	-	19.84	15.90
(iii) Trade payables	15			
(a) Total outstanding dues of micro enterprise and small enterprises		6.77	11.27	7.86
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		845.09	613.21	752.95
(iv) Other financial liabilities	16	2,828.55	2,253.69	1,645.76
Contract liabilities	18	77.26	64.09	79.18
Other current liabilities	19	57.21	31.56	54.44
Provisions	17	12.67	6.46	7.27
Total current liabilities		**4,408.03**	**3,624.90**	**3,168.07**
Total liabilities		**4,431.52**	**3,687.88**	**3,366.57**
Total equity and liabilities		**4,231.39**	**3,379.36**	**3,350.84**
Summary of significant accounting policies	2			

The notes referred to above form an integral part of the 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

Gajendra Sharma
Partner
Membership No.: 064440
UDIN:21064440AAAABT2960

Place: Gurugram
Date : 07 July 2021

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 Taku
Chairperson,
Whole-time Director
& Chief Operating Officer
DIN:02979387

Dilip Bidani
Chief Financial Officer

Rahul Luthra
Company Secretary

Place: Gurugram
Date : 07 July 2021

Restated Consolidated Statement of Profit and Loss

(Amounts in INR millions, unless otherwise stated)

	Notes	For the year ended 31 March 2021	For the year ended 31 March 2020	For the year ended 31 March 2019 Proforma
Income				
Revenue from operations	21	2,885.71	3,556.75	1,484.75
Other income	22	136.85	141.79	117.57
Total income		**3,022.56**	**3,698.54**	**1,602.32**
Expenses				
Employee benefits expense	23	530.31	656.89	569.02
Impairment of goodwill	27	-	48.63	-
Other expenses	26	3,510.39	3,839.39	2,451.96
Total expenses		**4,040.70**	**4,544.91**	**3,020.98**
Earning before interest, tax, depreciation and amortisation (EBITDA)		**(1,018.14)**	**(846.37)**	**(1,418.66)**
Finance costs	24	71.35	107.14	78.21
Depreciation and amortisation expense	25	13.14	26.99	15.08
Loss before tax		**(1,102.63)**	**(980.50)**	**(1,511.95)**
Current tax	29	2.89	1.62	0.07
Deferred tax	29	7.48	17.08	(32.29)
Total tax expense/(credit)		**10.37**	**18.70**	**(32.22)**
Loss for the year		**(1,113.00)**	**(999.20)**	**(1,479.73)**
Other comprehensive income (OCI)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of net defined benefit liability	30	3.02	7.55	3.61
Other comprehensive income for the year		**3.02**	**7.55**	**3.61**
Total comprehensive loss for the year		**(1,109.98)**	**(991.65)**	**(1,476.12)**
Loss for the year attributable to:				
-Owners of the Company		(1,113.00)	(999.20)	(1,479.73)
		(1,113.00)	**(999.20)**	**(1,479.73)**
Other comprehensive income for the year attributable to:				
-Owners of the Company		3.02	7.55	3.61
		3.02	**7.55**	**3.61**
Total comprehensive loss for the year attributable to:				
-Owners of the Company		**(1,109.98)**	**(991.65)**	**(1,476.12)**
Earnings per share:	28			
- Loss per share (Basic and Diluted)		(22.18)	(20.45)	(31.01)
Summary of significant accounting policies	2			

The notes referred to above form an integral part of the 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)

Gajendra Sharma
Partner
Membership No.: 064440
UDIN:21064440AAAABT2960

Place: Gurugram
Date : 07 July 2021

Bipin Preet Singh
Managing Director
& Chief Executive Officer
DIN:02019594

Upasana Taku
Chairperson,
Whole-time Director
& Chief Operating Officer
DIN:02979387

Dilip Bidani
Chief Financial Officer

Rahul Luthra
Company Secretary

Place: Gurugram
Date : 07 July 2021

Restated Consolidated Statement of Cash Flows

(Amounts in INR millions, unless otherwise stated)

Particulars	Notes	For the year ended 31 March 2021	For the year ended 31 March 2020	For the year ended 31 March 2019 Proforma
Loss before tax		(1,102.63)	(980.50)	(1,511.95)
Adjustments to reconcile loss before tax to net cash flows:				
Depreciation of property, plant and equipment	25	4.28	6.01	6.30
Amortisation of intangible assets	25	-	0.32	0.55
Depreciation on right of use asset	25	8.86	20.66	8.23
Interest income	22	(59.09)	(85.96)	(79.03)
Provision for doubtful advances	26	1.01	-	-
Loss on sale/disposal of property, plant and equipment (net)	26	0.43	-	0.09
Gain on disposal of investments	22	(1.40)	(13.74)	-
Fair value gain on financial assets measured at FVTPL	22	-	(1.72)	-
Gain on termination of lease contract	22	(8.48)	-	-
Share-based payment expense	23	31.16	232.53	31.21
Finance costs	24	71.35	107.14	78.21
Impairment of goodwill	27	-	48.63	-
Financial guarantee expense	26	583.67	496.52	117.70
Impairment loss recognised on trade receivables	22 & 26	1.15	(0.64)	5.26
Operating profit/(loss) before working capital changes		**(469.69)**	**(170.75)**	**(1,343.43)**
Changes in				
Trade receivables		(209.59)	(0.78)	(149.90)
Other financial assets		(446.74)	(48.94)	113.42
Other current assets		(353.57)	159.93	(83.39)
Loans		(5.96)	2.37	(8.20)
Other bank balances (Escrow and Nodal accounts)		570.19	(431.11)	(500.93)
Other financial liabilities		94.93	114.06	298.98
Contract liabilities		13.17	(15.08)	5.85
Trade payables		416.77	294.68	293.47
Other liabilities		25.65	(22.88)	40.89
Provisions		14.13	8.07	5.47
Cash generated from/(used in) operations		**(350.71)**	**(110.43)**	**(1,327.77)**
Income tax (paid)/refund, net		5.65	(72.09)	(55.38)
Net cash generated from/(used in) operating activities		**(345.06)**	**(182.52)**	**(1,383.15)**
Cash flow from investing activities				
Proceeds from sale of property, plant and equipment		-	0.04	0.22
Purchase of property, plant and equipment		(6.09)	(2.19)	(11.90)
Investment in mutual funds		-	(35.00)	-
Proceeds from sale of mutual funds		38.12	-	-
Acquisition of subsidiary		-	-	(3.52)
Investment in National Payment Corporation of India		(7.70)	-	-
Investment in Pivotchain Solution Technologies Private Limited		-	-	(10.00)
Proceed from sale of investment in Pivotchain Solution Technologies Private Limited		-	23.74	-
Interest received on bank deposits		60.09	89.07	68.54
Investments in bank deposits not considered in cash and cash equivalents		(236.98)	(15.35)	(1,221.95)
Redemption of bank deposits not considered in cash and cash equivalents		257.48	71.29	1,913.28
Net cash generated from/(used in) investing activities		**104.92**	**131.60**	**734.67**
Cash flow from financing activities				
Proceeds from issues of preference shares	12	998.30	35.74	262.86
Proceeds from short term borrowings		-	75.00	100.00
Repayment of short-term borrowings		(75.00)	(100.00)	-
Proceeds from non-convertible debenture		-	-	300.00
Repayment of non-convertible debenture		(114.55)	(120.00)	(40.00)
Payment of lease liabilities		(10.84)	(21.69)	(6.51)
Interest and other borrowing cost		(72.19)	(101.00)	(72.19)
Net cash generated from/(used in) financing activities		**725.72**	**(231.95)**	**544.16**
Net increase / (decrease) in cash and cash equivalents		**485.58**	**(282.87)**	**(104.32)**
Cash and cash equivalents at the beginning of the year	10	**(462.73)**	**(179.86)**	**(75.54)**
Cash and cash equivalents at the end of the year (note 10)		**22.85**	**(462.73)**	**(179.86)**
Non-cash investing activities				
Fair value change in mutual funds (Refer note 22)		-	1.72	-

(Amounts in INR millions, unless otherwise stated)

Notes

1. Changes in liabilities arising from financing activities

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019 Proforma
Non convertible debentures			
Opening balance	**139.88**	**259.61**	**-**
Received during the year	-	-	300.00
Amortisation of interest and other charges on borrowings	10.83	28.41	39.31
Repayments during the year - Principal	(114.55)	(120.00)	(40.00)
Repayments during the year - Interest	(10.71)	(28.14)	(39.70)
Closing balance	**25.45**	**139.88**	**259.61**
Short term borrowings (excluding bank overdraft)			
Opening balance	**75.00**	**100.00**	**-**
Received during the year	**-**	75.00	100.00
Repayments during the year	(75.00)	(100.00)	-
Closing balance	**-**	**75.00**	**100.00**

2. The above restated 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 significant accounting policies 2

The notes referred to above form an integral part of the 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

Gajendra Sharma
Partner
Membership No.: 064440
UDIN:21064440AAAABT2960

Place: Gurugram
Date : 07 July 2021

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 Taku
Chairperson,
Whole-time Director
& Chief Operating Officer
DIN:02979387

Dilip Bidani
Chief Financial Officer

Rahul Luthra
Company Secretary

Place: Gurugram
Date : 07 July 2021

(Amounts in INR millions, unless otherwise stated)

(a) Equity share capital (refer note 12(a) and 46)

Equity shares of INR 10 each issued, subscribed and fully paid up	Amount
As at 1 April 2018 (Proforma)	**10.00**
Equity share capital issued during the year	0.05
As at 31 March 2019 (Proforma)	**10.05**
Equity share capital issued during the year	-
As at 31 March 2020	**10.05**
Equity share capital issued during the year	-
As at 31 March 2021	**10.05**

(b) Instruments entirely equity in nature

(i) Cumulative compulsory convertible preference shares (CCCPS) of INR 10 each issued, subscribed and fully paid up (refer note 12(b))

Particulars	Amount
As at 1 April 2018 (Proforma)	**1.57**
Preference share capital issued during the year	-
As at 31 March 2019 (Proforma)	**1.57**
Preference share capital issued during the year	-
As at 31 March 2020	**1.57**
Preference share capital issued during the year	-
As at 31 March 2021	**1.57**

(ii) Cumulative compulsory convertible preference shares (CCCPS) of INR 100 each issued, subscribed and fully paid up (refer note 12(b))

Particulars	Amount
As at 1 April 2018 (Proforma)	**122.52**
Preference share capital issued during the year	3.18
As at 31 March 2019 (Proforma)	**125.70**
Preference share capital issued during the year	5.98
As at 31 March 2020	**131.68**
Preference share capital issued during the year	11.02
As at 31 March 2021	**142.70**

(c) Other equity (refer note 13)

Particulars	Money received against share warrants	Share application money pending allotment	Reserve and surplus			Total other equity
			Securities premium	Employee share options reserve	Retained earnings	
Balance as at 1 April 2018 (Proforma)	**9.75**	**-**	**6,055.22**	**5.97**	**(5,089.83)**	**981.11**
Total comprehensive loss for the year ended 31 March 2019						
Loss for the year	-	-	-	-	(1,479.73)	(1,479.73)
Other comprehensive income for the year, net of tax	-	-	-	-	3.61	3.61
Total comprehensive loss	**-**	**-**	**-**	**-**	**(1,476.12)**	**(1,476.12)**
Transactions with owners, recorded directly in equity						
Employee share based payment expense	-	-	-	31.21	-	31.21
Share application money received	-	0.37	-	-	-	0.37
Securities premium on CCPS shares issued, refer note 13	-	-	310.38	-	-	310.38
Balance as at 31 March 2019 (Proforma)*	**9.75**	**0.37**	**6,365.60**	**37.18**	**(6,565.95)**	**(153.05)**
Balance as at 1 April 2019	**9.75**	**0.37**	**6,365.60**	**29.01**	**(6,557.78)**	**(153.05)**
Total comprehensive loss for the year ended 31 March 2020						
Loss for the year	-	-	-	-	(999.20)	(999.20)
Other comprehensive income for the year, net of tax	-	-	-	-	7.55	7.55
Total comprehensive loss	-	-	-	-	**(991.65)**	**(991.65)**
Transactions with owners, recorded directly in equity						
Employee share based payment expense	-	-	-	232.53	-	232.53
Share application money adjusted	-	(0.37)	-	-	-	(0.37)
Securities premium on CCPS shares issued, refer note 13	-	-	460.72	-	-	460.72
Balance as at 31 March 2020	**9.75**	**-**	**6,826.32**	**261.54**	**(7,549.43)**	**(451.82)**
Total comprehensive loss for the year ended 31 March 2021						
Loss for the year	-	-	-	-	(1,113.00)	(1,113.00)
Other comprehensive income for the year, net of tax	-	-	-	-	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 CCPS shares issued, refer note 13	-	-	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)**

*Opening balance of employee share based payment reserve as at 1 April 2019 is different from the restated closing balance as at 31 March 2019 (Proforma) due to different transition dates considered for adoption of Ind AS, i.e. 1 April 2019 for the purpose of statutory financial statements for the year ended 31 March 2021, and 1 April 2018 for the preparation of proforma numbers for the year ended 31 March 2019 as required by SEBI ICDR Regulations. Ind AS 101 allows an entity not to apply Ind AS 102 (Share-based payments) to equity instruments that vested before the date of transition to Ind AS. Accordingly, this has resulted in a difference of INR 8.17 million between closing balance as at 31 March 2019 (Proforma) and opening balance as at 1 April 2019.

The notes referred to above form an integral part of the 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

Gajendra Sharma
Partner
Membership No.: 064440
UDIN:21064440AAAABT2960

Place: Gurugram
Date : 07 July 2021

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 Taku
Chairperson,
Whole-time Director
& Chief Operating Officer
DIN:02979387

Dilip Bidani
Chief Financial Officer

Rahul Luthra
Company Secretary

Place: Gurugram
Date : 07 July 2021

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 the corporate office of the Holding Company are situated in Gurugram. The principal place of business of the Group is in India.

The principal activities of the Group 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 2023 vide renewal certificate dated 30 September 2020. 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 has also rolled out financial services platform facilitating various loans product in association with financing partners. The registered office of the Holding Company is situated at 5th Floor, Huda City Centre Metro Station, Sector 29, Gurugram, Haryana.

These Restated Consolidated Financial Information were authorised for issue in accordance with a resolution passed by Board of Directors on 7 July 2021.

2. Significant accounting policies

2.1 Statement of compliance

The Restated Consolidated Financial Information of the Company and its subsidiaries (collectively referred to as "the Group") comprise of the Restated Consolidated Statement of Assets and Liabilities as at 31 March 2021, 31 March 2020 and 31 March 2019 (Proforma), 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 year ended 31 March 2021, 31 March 2020 and 31 March 2019 (Proforma) and the Summary of Significant 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') (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 year ended 31 March 2021, the Group prepared its financial statements in accordance with the Indian Accounting Standards ('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. For all years upto and including the year ended 31 March 2020, the Group prepared its financial statements in accordance with Generally Accepted Accounting Principles (GAAP) in India and complied with the accounting standards (Previous GAAP) as notified under Section 133 of the Companies Act, 2013 read together with Rule 7 of the Companies (Accounts) Rules, 2014, to the extent applicable, and the presentation requirements of the Companies Act, 2013. The Group has elected to present the financial information of all the years in these Restated Consolidated Financial Information, as per the Indian Accounting

Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended.

The Group has adopted Ind AS for the financial year ended 31 March 2021 onwards. In accordance with the transition provision specified under Ind AS 101, the date of transition to Ind AS is 1 April 2019. The Restated Consolidated Financial Information for the year ended 31 March 2019 have been prepared on Proforma basis (i.e. "Proforma Consolidated Ind AS financial information") in accordance with the Guidance Note.

The Restated Consolidated Financial Information for the year ended 31 March 2021 has been compiled by the Group from the Financial Statements prepared under Ind AS. The Proforma Ind AS financial information for the year ended 31 March 2019, have been compiled by the management of the Group for the year ended 31 March 2019 prepared in accordance with the previous GAAP and making suitable restatement adjustments to apply the same accounting policy and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) as adopted on date of transition to Ind AS i.e. 1 April 2019 ('transition date').

The Restated Consolidated Financial Information is presented in Indian Rupees (INR) millions, except where otherwise indicated.

2.2 Basis of preparation and presentation

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).

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.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the 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.

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.

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.

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 are included in the 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 and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

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**		
		31 March 2021	**31 March 2020**	**31 March 2019 (Proforma)**
ZAAK EPAYMENT SERVICES PRIVATE LIMITED	India	100	100	100
MOBIKWIK FINANCE PRIVATE LIMITED	India	100	100	100
MOBIKWIK CREDIT PRIVATE LIMITED	India	100	100	100
HARVEST FINTECH PRIVATE LIMITED	India	100	100	100

2.4 Summary of significant 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.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

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 and servicing of loans
- 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, servicing of loans and delayed payment penalty fees:

Share in interest income 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. Servicing fee related to loan facilitation services, collection, monitoring etc is recognised over the tenure of loan. Penalty fees for customer defaults i.e. delayed payment of instalment of loan product, is recognised as revenue on receipt of payment from customer.

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 services 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). 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) Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

d) 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 30 June 2021.

(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.

e) 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.

f) 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.

g) 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.

h) 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.

i) Taxation

Income tax expense comprises represents the sum of the tax currently tax payable and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have enacted or substantially enacted by the end of the reporting period.

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.

The assessment is based on the judgement of tax professionals within the Group supported by previous experience in respect of such activities and in certain cases based on specialist independent tax advice.

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 arising 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 the 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.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Group recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

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.

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.

j) Non-current assets held for sale

Non-current assets (or disposal group comprising assets and liabilities) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

Additional disclosures are provided in Note 11.

k) 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.

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 and based on technical assessment of internal experts (after considering the expected usage of the asset, expected physical wear and tear, technical and commercial obsolescence and understanding of past practices and general industry experience) are as depicted below:

Assets category	Estimated useful life
Computers	3 Years
Furniture & fixtures	10 Years
Office equipment	5 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

For transition to Ind AS, the Group has elected to continue with the carrying value of all of its property, plant and equipment recognised as of 1 April 2019 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

l) 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.

For transition to Ind AS, the Group has elected to continue with the carrying value of all of its intangible assets recognised as of 1 April 2019 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

m) 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.

n) 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.

o) 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.

p) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Group has identified Consumer payments, Buy now pay later (BNPL) and Payment Gateway as its operating segments. Consumer Payment segment includes merchant fee collected from a merchant when a user purchases goods or services on a merchant platform and pays via MobiKwik Wallet. Further, it also includes convenience fees collected from users under certain categories of services. Buy Now Pay Later (BNPL) segment includes our BNPL offerings - MobiKwik Zip (which is our flagship 15-day BNPL product), Zip EMI (which is a longer tenure credit product) and other credit products. It also includes revenue from fintech products, platform services specifically designed to drive our credit business and amounts received from online promotions on such platforms. Zip product includes revenue in the form of a) Merchant fee collected from a merchant when a user pays with Zip on a merchant platform, b) one time Zip activation fee collected from a user, and c) late fees collected from those users who repay their Zip due amount after the due date. Payment Gateway segment includes Merchant fee collected from e-Commerce Merchants (websites/apps) for enabling them to collect payments from their users using multiple payment options including debit and credit cards, wallets, unified payments interface (UPI) and net banking.

The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the Restated Consolidated Financial Information of the Group as a whole. Segment revenue and segment expenses have been identified to segments based on their relationship to the operating activities of the segment. Assets and liabilities are used interchangeably between segments and hence not allocated to any segment.

Revenue and expenses which relate to the Group as a whole and are not allocable to segments on reasonable basis have been included under 'unallocated revenue / expenses'.

q) 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.

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.

r) 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 interest, tax, depreciation and amortisation (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 and tax expense. Finance costs comprise interest expense on: borrowings, bank overdraft, lease liability and late payment of statutory dues.

2.5 Recent pronouncements

On 24 March 2021, the Ministry of Corporate Affairs ("MCA") through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from 1 April 2021. The amendments are extensive, and the Group will evaluate the same to give effect to them as required by law.

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.

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 and unabsorbed depreciation carried forward amounting to INR 7,190.79 million (31 March 2020: INR 6,678.20 million; 31 March 2019 (proforma): INR 6,008.02 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 29 for further details.

b) Impairment of goodwill

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill recognised by the Group. During the previous year, the Group has recognised impairment allowance of goodwill amounting to INR 48.63 million. The key assumptions used to determine the recoverable amount for the Goodwill and estimates involved in recognition of impairment loss, are disclosed, and further explained in Note 6.

c) 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 30 for further details.

d) 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.

e) 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 42 for further details.

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.

Also refer to note 34.

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. The assumptions for estimating fair value for share-based payment transactions are disclosed in Note 31.

4 Property, plant and equipment

	Computers	Office equipment	Furniture and fixtures	Server & Network Equipment	Total
Cost					
Deemed cost as at 1 April 2018 (Proforma) *	5.00	1.11	0.32	-	6.43
Additions	3.68	1.60	-	6.62	11.90
Acquisitions through business combinations	0.13	0.01	0.01	-	0.15
Disposals	(0.18)	-	(0.17)	-	(0.35)
As at 31 March 2019 (Proforma)	**8.63**	**2.72**	**0.16**	**6.62**	**18.13**
Deemed cost as at 1 April 2019 *	4.26	1.84	0.12	5.64	11.86
Additions	2.01	0.18	-	-	2.19
Disposals	(0.05)	-	-	-	(0.05)
As at 31 March 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**
Accumulated depreciation					
As at 1 April 2018 (Proforma)	-	-	-	-	-
Charge for the year	4.38	0.88	0.07	0.98	6.31
Disposals	(0.01)	-	(0.03)	-	(0.04)
As at 31 March 2019 (Proforma)	**4.37**	**0.88**	**0.04**	**0.98**	**6.27**
As at 1 April 2019	-	-	-	-	-
Charge for the year	2.84	0.92	0.03	2.22	6.01
Disposals	(0.01)	-	-	-	(0.01)
As at 31 March 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)	0.00	-	(0.46)
As at 31 March 2021	**5.20**	**0.98**	**0.06**	**3.57**	**9.81**
Carrying amount					
As at 31 March 2019 (Proforma)	**4.26**	**1.84**	**0.12**	**5.64**	**11.86**
As at 31 March 2020	**3.39**	**1.10**	**0.09**	**3.42**	**8.00**
As at 31 March 2021	**6.83**	**0.43**	**0.06**	**2.07**	**9.39**

Notes:

*The Group has 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.

** Includes disposal of furniture & fixtures of INR 1,435, rounded off to "0" on conversion to INR million.
*** Includes disposal of furniture & fixtures of INR 647, rounded off to "0" on conversion to INR million.

(Amounts in INR millions, unless otherwise stated)

5 Other intangible assets

	Software	Total
Cost		
Deemed cost as at 1 April 2018 (Proforma)	0.19	0.19
Additions	-	-
Acquisitions through business combinations	0.68	0.68
As at 31 March 2019 (Proforma)	**0.87**	**0.87**
Deemed cost as at 1 April 2019	0.32	0.32
Additions	-	-
As at 31 March 2020	**0.32**	**0.32**
Additions	-	-
As at 31 March 2021	**0.32**	**0.32**
Accumulated amortisation		
As at 1 April 2018 (Proforma)	-	-
Amortisation for the year	0.55	0.55
As at 31 March 2019 (Proforma)	**0.55**	**0.55**
Deemed cost as at 1 April 2019	-	-
Amortisation for the year	0.32	0.32
As at 31 March 2020	**0.32**	**0.32**
Amortisation for the year	-	-
As at 31 March 2021	**0.32**	**0.32**
Carrying amount		
As at 31 March 2019 (Proforma)	**0.32**	**0.32**
As at 31 March 2020	-	-
As at 31 March 2021	-	-

Notes:

*The Group has elected to avail Ind AS 101 exemption to continue with the carrying value under Previous GAAP for all of its intangible assets as its deemed cost on the date of transition to Ind AS.

(Amounts in INR millions, unless otherwise stated)

6 Goodwill

	Total
Cost	
Carrying cost as at 1 April 2018 (Proforma)	-
Acquisitions through business combinations	48.63
As at 31 March 2019 (Proforma)	48.63
Deemed cost as at 1 April 2019	48.63
As at 31 March 2020	**48.63**
As at 31 March 2021	**48.63**
Accumulated amortisation	
As at 1 April 2018 (Proforma)	-
As at 31 March 2019 (Proforma)	-
As at 1 April 2019	-
Impairment loss for the year (Refer note 1)	48.63
As at 31 March 2020	**48.63**
As at 31 March 2021	**48.63**
Carrying amount	
As at 31 March 2019 (Proforma)	**48.63**
As at 31 March 2020	-
As at 31 March 2021	-

Notes:

1 During the year ended 31 March 2019, the Group had acquired 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 2019, management has estimated cash flows projections over a period of five years, based on next year financial budgets approved by management, with extrapolation for the remaining period, and an average of the range of assumptions as mentioned below. The key assumptions used in the estimation of value in use:

Discount rate (pre-tax) - 23.89%
Discount rate (post-tax) - 19.00%
Terminal value growth rate - 1.00%
Revenue growth rate - 13.10% to 29.63%
EBITDA margin (5 years) - 70.73%

The above pre-tax discount rate is based on the Weighted Average Cost of Capital (WACC) of a comparable market participant, which is adjusted for specific risks. These estimates are likely to differ from future actual results of operations and cash flows.

The cash flow projections included specific estimates for five years and a terminal growth rate thereafter. The terminal growth rate, revenue growth rate and EBITDA margins were determined based on management's estimate.

Based on the above, no impairment was identified as at 31 March 2019 as the recoverable value exceeded the carrying value. No reasonably possible change in any of the above key assumptions would cause the carrying amount of these units to exceed their recoverable amount.

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. This loss has been disclosed as a separate line item in the restated consolidated statement of profit and loss.

2 The Group has elected to avail Ind AS 101 exemption to continue with the carrying value under Previous GAAP for all of its intangible assets as its deemed cost on the date of transition to Ind AS.

(Amounts in INR millions, unless otherwise stated)

		As at 31 March 2021	As at 31 March 2020	As at 31 March 2019 Proforma
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 2020 : NIL, 31 March 2019 Proforma : NIL) equity shares of INR 1,256/- each)	7.70	-	-
		7.70	**-**	**-**
	Current			
	Quoted investments			
	Investment in mutual funds at FVTPL			
	Aditya Birla Sun Life Mutual Fund - Savings Fund - Direct Growth (31 March 2021 : Number of Units : NIL, Market Value : INR NIL per unit) (31 March 2020 : Number of Units : 39,397.04, Market Value : INR 400.55 per unit) (31 March 2019 Proforma : Number of Units : NIL, Market Value : INR NIL per unit)	-	15.78	-
	Aditya Birla Sun Life Mutual Fund - Liquid Fund - Direct Growth (31 March 2021 : Number of Units : NIL, Market Value : INR NIL per unit) (31 March 2020 : Number of Units : 32,627.33, Market Value : INR 319.43 per unit) (31 March 2019 Proforma : Number of Units : NIL, Market Value : INR NIL per unit)	-	10.42	-
	Aditya Birla Sun Life Mutual Fund - Money manager Fund - Direct Growth (31 March 2021 : Number of Units : NIL, Market Value : INR NIL per unit) (31 March 2020 : Number of Units : 38,824.73, Market Value : INR 270.84 per unit (31 March 2019 Proforma : Number of Units : NIL, Market Value : INR NIL per unit)	-	10.52	-
		-	**36.72**	**-**
	Aggregate amount of quoted investments	-	36.72	-
	Aggregate amount of un-quoted investments	7.70	-	-
	Aggregate cost of quoted investments	-	35.00	-

Notes:

1. The investments in mutual funds were under lien to Aditya Birla Finance Limited in respect of the short term borrowings availed from them (refer note 14). During the year ended 31 March 2021, these mutual funds have been adjusted against the said short term borrowings.

2. 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 32)

		As at 31 March 2021	As at 31 March 2020	As at 31 March 2019 Proforma
7(b)	**Loans (measured at amortised cost)**			
	Non - current			
	Unsecured, considered good unless stated otherwise			
	Security deposits	22.09	15.94	15.47
		22.09	**15.94**	**15.47**
	Current			
	Unsecured, considered good unless stated otherwise			
	Security deposits	2.10	0.76	2.18
	Loan (Refer note 1 below and note 36)			
	- considered good, unsecured	-	1.01	1.73
	Unsecured, credit impaired			
	Loan (Refer note 1 below)	1.01	-	-
	Less: Provision for doubtful balances	(1.01)	-	-
		2.10	**1.77**	**3.91**
	Total loans	**24.19**	**17.71**	**19.38**

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 is disclosed in note 32

		As at 31 March 2021	As at 31 March 2020	As at 31 March 2019 Proforma
7(c)	**Other financial assets (measured at amortised cost)**			
	Non-current			
	Unsecured, considered good unless stated otherwise			
	Bank deposits with remaining maturity for more than twelve months (refer note 10)	61.50	10.46	3.56
		61.50	**10.46**	**3.56**
	Current			
	Unsecured, considered good unless stated otherwise			
	Amount recoverable from payment gateway banks	486.27	497.98	393.57
	Amount recoverable from users and business partners	474.25	26.36	81.34
	Interest accrued on deposits	14.23	15.87	20.12
	Other recoverables	16.06	5.50	5.99
		990.81	**545.71**	**501.02**
	Unsecured, credit impaired			
	Amount recoverable from payment gateway banks	2.31	2.31	2.31
	Receivable from users (Refer note (1) below)	95.38	95.38	95.38
	Less: Allowance for doubtful balances	(97.69)	(97.69)	(97.69)
		-	**-**	**-**
		990.81	**545.71**	**501.02**
	Total other financial assets	**1,052.31**	**556.17**	**504.58**

Notes:
1. Represents amounts receivable from users on account of a fraud in 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 Group 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 104.86 million has been recovered.

(Amounts in INR millions, unless otherwise stated)

8 Other assets

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019 Proforma
Non-current			
Unsecured, considered good unless otherwise stated			
Advance to suppliers	414.99	-	-
Amount paid under protest (Refer Note 37)	0.83	0.83	0.83
Prepaid expenses	1.40	0.50	-
Balances with government authorities	1.40	1.40	1.35
Total	**418.62**	**2.73**	**2.18**
Current			
Unsecured, considered good unless otherwise stated			
Advance to vendors (Aggregators)	67.82	127.72	86.08
Advance to suppliers	23.42	28.25	30.65
Advance to employees	2.33	1.98	0.49
Balances with government authorities			
GST/ Service tax credit	7.34	15.57	205.20
GST/ Service tax credit not due	10.27	3.54	15.91
Prepaid expenses	10.66	8.62	7.83
Advance paid to customers	1.52	-	-
Current			
Unsecured, considered doubtful			
Advance to vendors (Aggregators)	2.05	2.05	2.05
Advances to employees	0.03	0.03	0.03
Balances with government authorities	7.51	7.51	7.51
Less: Provision for doubtful advances	(9.59)	(9.59)	(9.59)
Total	**123.36**	**185.68**	**346.16**

9 Trade receivables

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019 Proforma
Unsecured, considered good unless stated otherwise			
Trade receivables	376.04	167.60	166.18
Trade receivables - Credit impaired	5.77	4.62	5.26
Less: Allowance for doubtful debts	(5.77)	(4.62)	(5.26)
Total	**376.04**	**167.60**	**166.18**

Notes:

a) Trade receivables are non-interest bearing and the average credit period is between 30 to 60 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 31 March 2021**	**As at 31 March 2020**	**As at 31 March 2019 Proforma**
Within the credit period	0.00%	0.00%	0.00%
1-30 days past due	0.00%	0.00%	0.00%
31-60 days past due	0.01%	0.00%	0.01%
61-90 days past due	0.46%	0.30%	0.46%
91-180 days past due	9.95%	15.67%	9.95%
181-365 days past due	21.26%	30.99%	21.26%
365 days - 3 years past due	100.00%	100.00%	100.00%
Over 3 years	100.00%	100.00%	100.00%

	Expected credit loss - Delay Risk Rates(%)		
Ageing	**As at 31 March 2021**	**As at 31 March 2020**	**As at 31 March 2019 Proforma**
Within the credit period	0.00%	0.00%	0.00%
1-30 days past due	0.12%	0.10%	0.12%
31-60 days past due	0.40%	0.32%	0.40%
61-90 days past due	0.76%	0.64%	0.76%
91-180 days past due	1.38%	1.16%	1.38%
181-365 days past due	2.86%	2.33%	2.86%
365 days - 3 years past due	0.00%	0.00%	0.00%
Over 3 years	0.00%	0.00%	0.00%

Age of receivables	**As at 31 March 2021**	**As at 31 March 2020**	**As at 31 March 2019 Proforma**
Within the credit period	253.61	163.14	100.00
1-30 days past due	69.31	2.27	5.11
31-60 days past due	15.51	-	50.19
61-90 days past due	8.59	0.65	-
91-180 days past due	22.67	1.11	1.61
181-365 days past due	12.09	0.94	12.72
365 days - 3 years past due	0.03	3.90	1.77
Over 3 years	-	0.21	0.04
	381.81	**172.22**	**171.44**

Movement in the expected credit loss allowance	**As at 31 March 2021**	**As at 31 March 2020**	**As at 31 March 2019 Proforma**
Balance at beginning of the year	4.62	5.26	-
Movement in expected credit loss allowance on trade receivables	1.15	(0.64)	5.26
Balance at end of the year	**5.77**	**4.62**	**5.26**

10 Cash and cash equivalents	**As at 31 March 2021**	**As at 31 March 2020**	**As at 31 March 2019 Proforma**
Cash on hand*	0.00	0.00	0.00
Balance with bank			
- On current accounts	603.33	87.05	324.85
Total cash and cash equivalents	**603.33**	**87.05**	**324.85**
Notes			
Total cash and cash equivalents	603.33	87.05	324.85
Less: Bank overdraft	(580.48)	(549.78)	(504.71)
Cash balance for the purposes of consolidated statement of cash flows	**22.85**	**(462.73)**	**(179.86)**
Bank balances other than cash and cash equivalents			
Deposits with			
- Remaining maturity for more than three months but less than twelve months**	230.86	302.40	365.24
- Remaining maturity for more than twelve months**	61.50	10.46	3.56
	292.36	**312.86**	**368.80**
Less: amount disclosed under non-current bank deposits	(61.50)	(10.46)	(3.56)
	230.86	**302.40**	**365.24**
Balances with banks:			
In Nodal account***	87.79	65.54	180.41
In Escrow account****	1,121.31	1,713.75	1,167.77
Total	**1,439.96**	**2,081.69**	**1,713.42**

* 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 174.59 million (31 March 2020 : INR 61.9 million, 31 March 2019 (Proforma): INR 108.81 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.
****A charge has been created by bank against the balance lying in the escrow account as per the RBI regulations for semi closed wallet. The amount in escrow account includes a bank deposit of INR 500 million.

11 Assets classified as held for sale	**As at 31 March 2021**	**As at 31 March 2020**	**As at 31 March 2019 Proforma**
Investment in Joint ventures (fully paid up)			
Pivotchain Solution Technologies Private Limited (refer note (i) and (ii) below)			
(a) Nil (31 March 2020 : NIL; 31 March 2019 Proforma : 10) Equity shares of 10/- each	-	-	0.04
(b) Nil (31 March 2020 : NIL; 31 March 2019 Proforma : 2,685) Compulsory Cumulative convertible preference shares of 10/- each	-	-	9.96
Total	**-**	**-**	**10.00**

(i) The Group had intentions to dispose off the above investments as at 31 March 2019. No impairment loss was recognised on reclassification of the investments held for sale as the management of the Group expects that the fair value (based on the actual transaction price) is higher than the carrying amount.

(ii) The Group invested in Pivotchain Solution Technologies Private Limited on 1 September 2018 through purchase of CCPS and Equity shares. The total investment by the Group in Pivotchain aggregated to INR 10 million. During the year ended 31 March 2020, the Group had sold the investment to SOV Funds I Pte Ltd. & Eden Ventures Pte Ltd. for a total amount of INR 23.74 million.

12 Equity share capital

12(a) Equity share capital

Authorised equity share capital	Equity Shares (Face Value = INR 10/-) ** Number of shares	Equity Shares (Face Value = INR 10/-) ** Amount	Class A - Equity Shares (Face Value = INR 10/-) ** Number of shares	Class A - Equity Shares (Face Value = INR 10/-) ** Amount*
As at 1 April 2018 (Proforma)	1,106,741	11.07	20	0.00
Increase/decrease during the year	-	-	-	-
As at 31 March 2019 (Proforma)	1,106,741	11.07	20	0.00
Increase/decrease during the year	-	-	-	-
As at 31 March 2020	1,106,741	11.07	20	0.00
Increase/decrease during the year	-	-	-	-
As at 31 March 2021	**1,106,741**	**11.07**	**20**	**0.00**

* Represent Class A equity shares of INR 200, rounded off to "0" on conversion to INR million
** Subsequent to year end, the Holding Company have 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 46).

Issued equity share capital (subscribed and fully paid up)	Number of shares	Amount	Number of shares	Amount*
As at 1 April 2018 (Proforma)	1,000,014	10.00	20	0.00
Increase/decrease during the year	4,960	0.05	-	-
As at 31 March 2019 (Proforma)	1,004,974	10.05	20	0.00
Increase/decrease during the year	-	-	-	-
As at 31 March 2020	1,004,974	10.05	20	0.00
Increase/decrease during the year	-	-	-	-
As at 31 March 2021	**1,004,974**	**10.05**	**20**	**0.00**

* Represent Class A equity shares of INR 200, rounded off to "0" on conversion to INR million
** Subsequent to year end, the Holding Company have 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 46).

12(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 2018 (Proforma)	1,438,678	143.87	156,899	1.57
Increase/decrease during the year	100,000	10.00	-	-
As at 31 March 2019 (Proforma)	**1,538,678**	**153.87**	**156,899**	**1.57**
Increase/decrease during the year	54,185	5.42	-	-
As at 31 March 2020	**1,592,863**	**159.29**	**156,899**	**1.57**
Increase/decrease during the year	223,729	22.37	-	-
As at 31 March 2021	**1,816,592**	**181.66**	**156,899**	**1.57**

(Amounts in INR millions, unless otherwise stated)

Issued cumulative compulsory convertible preference shares (CCCPS) (subscribed and fully paid up)

	As at 31 March 2018 (Proforma)		Increase/decrease during the year		As at 31 March 2019 (Proforma)		Increase/decrease during the year		As at 31 March 2020		Increase/decrease during the year		As at 31 March 2021	
	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	109,779	1.10	-	-	109,779	1.10	-	-	109,779	1.10	-	-	109,779	1.10
Series B2 CCCPS	47,120	0.47	-	-	47,120	0.47	-	-	47,120	0.47	-	-	47,120	0.47
	156,899	**1.57**	**-**	**-**	**156,899**	**1.57**	**-**	**-**	**156,899**	**1.57**	**-**	**-**	**156,899**	**1.57**
Total of Face Value INR 100 Per Share -														
Series A1 CCCPS	172,536	17.25	-	-	172,536	17.25	-	-	172,536	17.25	-	-	172,536	17.25
Series A2 CCCPS	23,615	2.36	-	-	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	-	-	17,806	1.78
Series B1 CCCPS	175,922	17.59	-	-	175,922	17.59	-	-	175,922	17.59	-	-	175,922	17.59
Series B3 CCCPS	52,834	5.28	-	-	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	-	-	89,844	8.98
Series C1 CCCPS	84,469	8.45	-	-	84,469	8.45	-	-	84,469	8.45	-	-	84,469	8.45
Series C2 CCCPS	181,007	18.10	-	-	181,007	18.10	-	-	181,007	18.10	-	-	181,007	18.10
Series C3 CCCPS	120,665	12.07	-	-	120,665	12.07	-	-	120,665	12.07	-	-	120,665	12.07
Series C5 CCCPS	7,204	0.72	-	-	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	-	-	5,067	0.51
Series C7 CCCPS	17,429	1.74	-	-	17,429	1.74	-	-	17,429	1.74	-	-	17,429	1.74
Series C9 CCCPS	5,810	0.58	-	-	5,810	0.58	-	-	5,810	0.58	-	-	5,810	0.58
Series D CCCPS	271,050	27.11	-	-	271,050	27.11	-	-	271,050	27.11	-	-	271,050	27.11
Series E1 CCCPS	-	-	20,040	2.00	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	-	-	9,109	0.91
Series E3 CCCPS	-	-	2,732	0.27	2,732	0.27	45,325	4.53	48,057	4.80	22,944	2.29	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
Series E8 CCCPS	-	-	-	-	-	-	-	-	-	-	9,970	1.00	9,970	1.00
General CCCPS	-	-	-	-	-	-	-	-	-	-	35,887	3.59	35,887	3.59
	1,225,258	**122.52**	**31,881**	**3.18**	**1,257,139**	**125.70**	**59,854**	**5.98**	**1,316,993**	**131.68**	**110,176**	**11.02**	**1,427,169**	**142.70**
	1,382,157	**124.09**	**31,881**	**3.18**	**1,414,038**	**127.27**	**59,854**	**5.98**	**1,473,892**	**133.25**	**110,176**	**11.02**	**1,584,068**	**144.27**

12(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 or the Series A1 CCCPS to exercise voting rights on the series A CCCPS or the Series A1 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 or Series A1 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 or Series A1 CCCPS would have been entitled to, had each such holder of the Series A CCCPS or Series A1 CCCPS elected to convert its Series A CCCPS or Series A1 CCCPS into Equity shares based on the then applicable Series A Conversion Price or Series A1 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 or Series A1 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 and general 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 and general 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 and general 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.

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.

12(d) The Group did not have any bonus shares and shares bought back for the five years immediately preceding the reporting date.

(Amounts in INR millions, unless otherwise stated)

12(e) Details of shareholders holding

Details of shareholders holding more than 5% equity shares in the Company

	As at 31 March 2021		As at 31 March 2020		As at 31 March 2019 (Proforma)	
	Number *	% Holding	Number *	% Holding	Number *	% Holding
Equity shares of INR 10 each fully paid						
Bipin Preet Singh	585,000	58.21%	585,000	58.21%	585,000	58.21%
Upasana Rupkrishan Taku	415,000	41.29%	415,000	41.29%	415,000	41.29%
Class A - Equity shares of INR 10 each fully paid						
Sequoia Capital India Investment Holdings III	10	50.00%	10	50.00%	10	50.00%
Sequoia Capital India Investments IV	10	50.00%	10	50.00%	10	50.00%

Details of shareholders holding more than 5% preference shares in the Company

		As at 31 March 2021		As at 31 March 2020		As at 31 March 2019 (Proforma)	
		Number	% Holding	Number	% Holding	Number	% Holding
Sequoia Capital India Investment Holdings III	Series A CCCPS	109,779	100.00%	109,779	100.00%	109,779	100.00%
Sequoia Capital India Investments IV	Series A1 CCCPS	172,536	100.00%	172,536	100.00%	172,536	100.00%
Sequoia Capital India Investments IV	Series A2 CCCPS	23,615	100.00%	23,615	100.00%	23,615	100.00%
Sequoia Capital India Investments IV	Series A3 CCCPS	17,806	100.00%	17,806	100.00%	17,806	100.00%
Sequoia Capital India Investments IV	Series B1 CCCPS	87,864	49.94%	87,864	49.94%	87,864	49.94%
TreeLine Asia Master Fund	Series B1 CCCPS	88,058	50.06%	88,058	50.06%	88,058	50.06%
American Express Travel Related Services Co.	Series B2 CCCPS	47,120	100.00%	47,120	100.00%	47,120	100.00%
Cisco Systems (USA) PTE Ltd	Series B3 CCCPS	52,834	100.00%	52,834	100.00%	52,834	100.00%
Sequoia Capital India Investments IV	Series B4 CCCPS	62,341	69.39%	62,341	69.39%	62,341	69.39%
TreeLine Asia Master Fund	Series B4 CCCPS	27,503	30.61%	27,503	30.61%	27,503	30.61%
Sequoia Capital India Investments IV	Series C1 CCCPS	12,067	14.29%	12,067	14.29%	12,067	14.29%
TreeLine Asia Master Fund	Series C1 CCCPS	12,067	14.29%	12,067	14.29%	12,067	14.29%
GMO Global Payment Fund Investment Partnership	Series C1 CCCPS	24,134	28.57%	24,134	28.57%	24,134	28.57%
Cloud Ranger Limited	Series C1 CCCPS	36,201	42.86%	36,201	42.86%	36,201	42.86%
Net1 Applied Technologies	Series C2 CCCPS	181,007	100.00%	181,007	100.00%	181,007	100.00%
Cisco Systems (USA) Pte. Ltd.	Series C5 CCCPS	7,204	100.00%	7,204	100.00%	7,204	100.00%
Net1 Applied Technologies	Series C3 CCCPS	120,665	100.00%	120,665	100.00%	120,665	100.00%
American Express Travel Related Services Co.	Series C6 CCCPS	5,067	100.00%	5,067	100.00%	5,067	100.00%
Bennett, Coleman and Company Limited	Series C7 CCCPS	17,429	100.00%	17,429	100.00%	17,429	100.00%
GMO Global Payment Fund Investment Partnership	Series C9 CCCPS	5,810	100.00%	5,810	100.00%	5,810	100.00%
Bajaj Finance Limited	Series D CCCPS	271,050	100.00%	271,050	100.00%	271,050	100.00%
GMO Global Payment Fund Investment Partnership	Series E1 CCCPS	1,822	9.09%	1,822	9.09%	1,822	9.09%
Sequoia Capital India Investments IV	Series E1 CCCPS	18,218	90.91%	18,218	90.91%	18,218	90.91%
Net1 Applied Technologies Netherlands B.V.	Series E2 CCCPS	9,109	100.00%	9,109	100.00%	9,109	100.00%
Gaurav Manglik	Series E3 CCCPS	1,366	1.92%	1,366	2.84%	1,366	50.00%
Tianying Fu	Series E3 CCCPS	1,366	1.92%	1,366	2.84%	1,366	50.00%
Bajaj Finance Limited	Series E3 CCCPS	68,269	96.15%	45,325	94.32%	-	-
Trifecta Capital VDF Management LLP	Series E4 CCCPS	3,643	100.00%	3,643	100.00%	-	-
New Delhi Television Limited	Series E5 CCCPS	6,972	100.00%	6,972	100.00%	-	-
Nicolas Jarrosson	Series E6 CCCPS	3,914	100.00%	3,914	100.00%	-	-
Hindustan Media Ventures Ltd	Series E7 CCCPS	41,375	100.00%	-	-	-	-
Pratithi Investment Trust	Series E8 CCCPS	9,970	100.00%	-	-	-	-
Elizabeth Mathew	General CCCCPS	12,048	33.57%	-	-	-	-
Mauryan First	General CCCCPS	7,229	20.14%	-	-	-	-
Orios Select Fund I	General CCCCPS	6,025	16.79%	-	-	-	-
Vineet Kulbandhu Sharma	General CCCCPS	5,871	16.36%	-	-	-	-
		1,579,354		**1,473,892**		**1,414,038**	

* Subsequent to year end, the Holding Company have 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 bonus shares (refer Note 46).

(Amounts in INR millions, unless otherwise stated)

12(f) Other

a) Shares issued for consideration other than cash

i) The Holding Company acquired Harvest Fintech Private Limited ("Harvest") on 31 January 2019 through purchase of Harvest's equity shares and CCCPS for a total consideration of INR 54.64 million. The consideration was been paid through issue of 4,960 equity shares of INR 10 each at a premium of INR 10,297 per share to the holders of the Equity Shares and CCCPS of Harvest and balance amount was settled through bank payment of INR 3.52 million.

ii) During the year ended 31 March 2020, the Holding company has issued 6,972 Series C5 CCCPS to New Delhi Television Limited for INR 100 each at a premium of INR 8,133.50 per share in lieu of extinguishment of outstanding trade payable balance of INR 57.40 million.

iii) During the year ended 31 March 2021, the Holding Company issued 22,944 (31 March 2020 : 45,325; 31 March 2019 (Proforma) : Nil) Series E3 CCCPS of INR 100 each to Bajaj Finance Limited each at a premium of INR 8,133.50 per share in lieu of extinguishment of outstanding trade payable balances of INR 188.91 million (31 March 2020 : INR 373.18 million; 31 March 2019 (Proforma) : Nil).

b) Share reserved for issue under contracts/ commitments for the sale of shares

(i) The Holding company has reserved 228,213 (31 March 2020 - 228,213; 31 March 2019 (Proforma) - 128,912) number of equity shares for creating a pool of employee stock options representing 8.81% (31 March 2020 - 9.21% 31 March 2019 - 5.33%) of share capital for the benefit of eligible employees on such terms and conditions as determined by the investors and the Board of Directors (Refer note 31). For details of shares reserved for issue on conversion of CCCPS, please refer note 12(c)(iii) regarding terms of conversion/redemption of Preference shares.

Subsequent to the year end, the ESOP pool of 228,213 fully paid-up equity shares in the Company of face value of INR 10 each has been adjusted and increased to 4,564,260 fully paid-up equity shares in the Company of face value of INR 2 each to give effect of stock split and bonus issue of equity shares of the Company (refer note 46 for details).

(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.

c) Shares reserved for issue under options

Information relating to the Holding Company's employee option plan (ESOP), including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the reporting period, is set out in note - 31.

13 Other equity

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019 (Proforma)
Securities premium	7,966.00	6,826.32	6,365.60
Money received against share warrants	9.75	9.75	9.75
Share application money pending allotment	36.51	-	0.37
Employee share options reserve	292.70	261.54	29.01
Retained earnings	(8,659.41)	(7,549.43)	(6,557.78)
Total other equity	**(354.45)**	**(451.82)**	**(153.05)**

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) Money received against share warrants : Refer note 12(c)(iv) above.
c) Employee share options reserve:- Employee share option outstanding account is used to record the impact of employee stock option scheme. Refer note 31 for further detail of this plan.
d) Retained earnings:- Retained earnings are the accumulated loss made by the group till date.

(Amounts in INR millions, unless otherwise stated)

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019 Proforma
14 Borrowings			
Non-current			
Secured, at amortised cost			
Non-convertible debentures (refer note 1 below)	25.45	139.88	259.61
Less: Current maturity of non-convertible debentures	(25.45)	(127.27)	(130.00)
	-	**12.61**	**129.61**
Current			
Secured, at amortised cost			
From banks :			
Bank overdraft (refer note 2 below)	580.48	549.78	504.71
Term loan		-	100.00
From financial institution (refer note 3 below)	-	75.00	-
	580.48	**624.78**	**604.71**

Notes:

1. The Holding Company had raised INR 300 million from Trifecta Venture Debt Fund - I through issue of 300 Series-A debentures (Non-convertible) having face value of INR 1 million at the interest rate of 14.25% p.a. (EIR 14.38% p.a.) 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. These debentures are repayable over 30 installments starting from November 2018. Subsequently these debentures have been paid off on 1 May 2021.

2. The bank overdrafts and short term loan is secured by way of first pari passu charge on all the present and future current assets, fixed deposits and carries interest rate of 10.50% p.a. for Kotak bank, 10.10% p.a. for AXIS Bank and 8.81% p.a. for ICICI Bank.

The unutilized sanction limits for bank overdrafts and term loans:

Bank Name	Nature of Facility	Amount 31 March 2021	Amount 31 March 2020	Amount 31 March 2019 (Proforma)
AXIS Bank	Bank overdrafts	118.68	N.A.	N.A.
AXIS Bank	Short term loan	200.00	N.A.	N.A.
ICICI Bank	Bank overdrafts	1.08	0.58	-
Kotak Bank	Bank overdrafts	N.A.	-	41.14
Kotak Bank	Short term loan	N.A.	200.00	100.00
IndusInd Bank	Bank overdrafts	N.A.	N.A.	0.16

3. The Holding Company raised INR 75 million from Aditya Birla Finance Limited during the year ended 31 March 2020 as a Line of Credit at the interest rate of 12.50% p.a. and having a validity of 1 year. The Line of credit was secured by first pari passu charge created on the current assets of the Holding Company and Aditya Birla Debt Mutual Funds of INR 35 million. The Group has squared off this Line of credit during the year in entirety.

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019 Proforma
15 Trade payables			
- Total outstanding dues of micro enterprises and small enterprises (Refer note 42)	6.77	11.27	7.86
- Total outstanding dues of creditors other than micro enterprises and small enterprises	845.09	613.21	752.95
	851.86	**624.48**	**760.81**

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019 Proforma
16 Other financial liabilities			
Non-current			
Security deposits	0.35	1.35	1.35
	0.35	**1.35**	**1.35**
Current			
Current maturity of non-convertible debentures	25.45	127.27	130.00
Interest accrued on borrowings	0.31	3.23	3.15
Advance from financing partner	597.66	106.65	-
Security deposits	12.65	12.58	9.97
Advances from wallet users (User's balance)	1,010.58	1,486.04	977.97
Financial guarantee obligation*	757.22	183.42	90.39
Payable to merchants	277.93	229.85	356.27
Others	146.75	104.65	78.01
	2,828.55	**2,253.69**	**1,645.76**
Total	**2,828.90**	**2,255.04**	**1,647.11**

* For disclosure on inputs, assumptions and estimation techniques used in measurement of impairment loss on financial guarantee obligation, refer note 34

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019 Proforma
17 Provisions			
Non-current			
Provision for employee benefits			
Provision for gratuity*	23.14	18.24	16.91
Total	**23.14**	**18.24**	**16.91**
Current			
Provision for employee benefits			
Provision for gratuity*	3.81	1.07	0.75
Provision for leave encashment	8.86	5.39	6.52
Total	**12.67**	**6.46**	**7.27**

*For details of movement in provision for gratuity, refer note 30.

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019 Proforma
18 Contract liabilities			
Current			
Deferred revenue	46.65	5.00	10.00
Customer incentives	30.47	59.09	69.18
Advance from customers	0.14	-	-
Total	**77.26**	**64.09**	**79.18**

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019 Proforma
19 Other liabilities			
Current			
Statutory remittances	55.46	29.96	53.01
Others	1.75	1.60	1.43
Total	**57.21**	**31.56**	**54.44**

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019 Proforma
20 Non-current tax asset (net)			
Advance tax and tax deducted at source	152.95	160.22	88.13
Income tax payable	(2.89)	(1.62)	-
Total	**150.06**	**158.60**	**88.13**

(Amounts in INR millions, unless otherwise stated)

		For the year ended 31 March 2021	For the year ended 31 March 2020	For the year ended 31 March 2019 Proforma
21	**Revenue from operations**			
	Consumer payments	2,094.35	2,302.26	882.07
	Buy now pay later (BNPL)	598.13	743.49	217.51
	Payment gateway	193.23	511.00	385.17
	Total revenue from operations	**2,885.71**	**3,556.75**	**1,484.75**

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. The disclosure of revenue by product line is consistent with the revenue information that is disclosed for each reportable segment under Ind AS 108 (see note 35).

21.1	**Disaggregation of revenue based on timing of recognition of revenue:**			
a	Services transferred at point in time	2,878.70	3,556.75	1,484.75
b	Services transferred over time	7.01	-	-
	Total revenue from contract with customers	**2,885.71**	**3,556.75**	**1,484.75**
21.2	**Reconciliation of revenue recognised in statement of profit and loss with contracted price:**			
	Revenue as per contracted price	2,893.14	3,560.30	1,488.49
	Less: Variable consideration (including consideration payable to customer)	(7.43)	(3.55)	(3.74)
		2,885.71	**3,556.75**	**1,484.75**

21.3 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	77.26	64.09	79.18
	77.26	**64.09**	**79.18**

Note: All the remaining performance obligation are expected to be recognised within one year

21.4 Contract balances
The following table provides information about contract liabilities from contract with customers

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019 Proforma
Contract liabilities (refer note 18)	77.26	64.09	79.18

Significant changes in the contract liabilities balances during the year are as follows:

Deferred revenue	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019 Proforma
Opening balance at the beginning of the year	**5.00**	**10.00**	**40.00**
Less: Revenue recognised from contract liability balance at the beginning of the year	-	(10.00)	(30.00)
Add: Amount received from customers during the year	45.33	5.00	-
Less: Revenue recognised from amount received during the year	(3.68)	-	-
Closing balance at the end of the year	**46.65**	**5.00**	**10.00**

Customer incentive	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019 Proforma
Opening balance at the beginning of the year	**59.09**	**69.18**	**73.33**
Add: Created during the year	30.47	59.09	69.18
Less: Utilised during the year	(59.09)	(69.18)	(73.33)
Closing balance at the end of the year	**30.47**	**59.09**	**69.18**

Advance from customer	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019 Proforma
Opening balance at the beginning of the year	**-**	**-**	**-**
Add: Received during the year	0.14	-	-
Less: Revenue recognised during the year	-	-	-
Closing balance at the end of the year	**0.14**	**-**	**-**

		For the year ended 31 March 2021	For the year ended 31 March 2020	For the year ended 31 March 2019 Proforma
22	**Other income**			
	Interest income from financial assets measured at amortised cost			
	- on bank deposits	58.45	84.82	78.58
	- on security deposits	0.64	0.87	0.37
	- on others	-	0.27	0.08
	Interest on income tax refund	3.45	0.55	-
	Liabilities / Provisions no longer required written back	63.48	38.86	37.78
	Gain on disposal of investments	1.40	13.74	-
	Fair value gain on financial assets measured at FVTPL	-	1.72	-
	Reversal of impairment loss on trade receivables	-	0.64	-
	Gain on termination of lease contract	8.48	-	-
	Miscellaneous income	0.95	0.32	0.76
	Total	**136.85**	**141.79**	**117.57**

(Amounts in INR millions, unless otherwise stated)

		For the year ended 31 March 2021	For the year ended 31 March 2020	For the year ended 31 March 2019 Proforma
23	**Employee benefits expense**			
	Salaries, allowance and bonus	471.95	398.87	509.09
	Gratuity expense (refer note 30)	11.77	10.93	7.55
	Leave encashment expense	5.23	2.36	4.02
	Contribution to provident and other funds	9.98	9.04	12.17
	Employee stock options expense (refer note 31)	31.16	232.53	31.21
	Staff welfare expenses	0.22	3.16	4.98
	Total	**530.31**	**656.89**	**569.02**

		For the year ended 31 March 2021	For the year ended 31 March 2020	For the year ended 31 March 2019 Proforma
24	**Finance costs**			
	Interest expense on financial liabilities at amortised cost			
	- on overdraft	43.46	59.15	32.60
	- on other borrowings	19.07	36.56	40.06
	- on lease liability	1.97	5.78	2.87
	Interest expense on delayed payment of statutory dues	0.18	-	-
	Others	6.67	5.65	2.68
	Total	**71.35**	**107.14**	**78.21**

		For the year ended 31 March 2021	For the year ended 31 March 2020	For the year ended 31 March 2019 Proforma
25	**Depreciation and amortization expense**			
	Depreciation of property, plant and equipment (refer note 4)	4.28	6.01	6.30
	Depreciation on right of use assets (refer note 41)	8.86	20.66	8.23
	Amortisation of intangible assets (refer note 5)	-	0.32	0.55
	Total	**13.14**	**26.99**	**15.08**

		For the year ended 31 March 2021	For the year ended 31 March 2020	For the year ended 31 March 2019 (Proforma)
26	**Other expenses**			
	Payment gateway cost (Refer note 36)	1,511.60	1,815.04	1,061.79
	Business promotion*	803.18	934.76	708.10
	Franchisee cost	121.55	173.99	131.82
	Advertisement	64.24	3.66	69.08
	B2B commission expense	23.20	33.41	11.18
	Lease rent (Refer Note 1 below)	0.75	4.22	18.44
	Rates and taxes	12.52	28.15	16.53
	Communication costs	33.62	41.35	51.82
	Outsource service cost	44.05	54.85	6.35
	Foreign exchange loss (net)	0.73	2.08	2.26
	Power and fuel	0.38	2.08	2.18
	Merchant related costs	42.15	34.83	51.09
	Repair and maintenance:			
	-Plant and machinery	0.13	0.51	2.57
	-Others	4.54	10.17	11.45
	Server and related cost	57.68	37.94	42.94
	Travelling and conveyance	5.72	17.66	24.92
	Legal and professional fees	62.80	36.74	59.62
	Lending operational expenses	67.04	33.74	5.29
	Auditor's remuneration**	4.26	3.70	3.07
	Insurance expenses	2.36	2.30	2.12
	Software expenses	15.30	15.09	19.73
	IMPS Expenses	12.90	21.39	9.82
	Financial guarantee expenses	583.67	496.52	117.70
	Impairment loss on trade receivables	1.15	-	5.26
	Provision for doubtful advances	1.01	-	-
	Bad debts	6.98	4.36	3.47
	Loss on sale/disposal of property, plant & equipment (net)	0.43	-	0.09
	Miscellaneous expenses	26.45	30.86	13.27
	Total	**3,510.39**	**3,839.39**	**2,451.96**

*Includes user incentive expenses amounting to INR 563.03 million (31 March 2020: INR 650.10 million and 31 March 2019 (Proforma): INR 507.54 million)
**Includes payments to statutory auditors (exclusive of Goods and Service Tax)

For audit	4.05	3.60	3.00
For reimbursement of expenses	0.21	0.10	0.07
	4.26	**3.70**	**3.07**

Note:

1. Lease rent includes impact of lease rent concession due to COVID 19 received during the year. Consequently an amount of INR 3.10 million has been netted off from lease rent expense during the year.

(Amounts in INR millions, unless otherwise stated)

27 Impairment of goodwill	**For the year ended 31 March 2021**	**For the year ended 31 March 2020**	**For the year ended 31 March 2019 Proforma**
Impairment of goodwill (Refer note below)	-	48.63	-
	-	**48.63**	**-**

On 31 January 2019, the Group acquired 100% shareholding of Harvest Fintech Private Limited, a Company incorporated in India. The acquisition was made to diversify the Group's business. During the year ended 31 March 2020, the Company based on its assessment, had recorded impairment loss entirely allocated to goodwill.

28 Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the loss for the year attributable to equity holders of the Company by the weighted average number of equity shares and CCPS outstanding during the year.

Diluted EPS are calculated by dividing the loss for the year attributable to the equity holders of the Company by weighted average number of equity shares and CCPS outstanding during the 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 year ended 31 March 2021**	**For the year ended 31 March 2020**	**For the year ended 31 March 2019 Proforma**
Earnings/ (loss) for basic EPS being net profit attributable to owners of the Company (A)	(1,113.00)	(999.20)	(1,479.73)
Weighted average number of equity shares and CCPS in calculating basic EPS (B) (refer note 1 below)	50,180,679	48,857,559	47,714,554
Basic (loss) per equity share (A/B) (INR)	(22.18)	(20.45)	(31.01)
Diluted			
Earnings/ (loss) for basic EPS being net profit attributable to owners of the Company (A)	(1,113.00)	(999.20)	(1,479.73)
Weighted average number of equity shares and CCPS in calculating basic and diluted EPS (B) (refer note 1 below)	50,180,679	48,857,559	47,714,554
Diluted (loss) per equity share (A/B) (INR)	(22.18)	(20.45)	(31.01)

(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 46).

(2) There are potential equity shares as on 31 March 2021, 31 March 2020 and 31 March 2019 (proforma) 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)

29 Income tax

The major components of income tax expense/(credit) are :

a) Income tax expense/(credit) recognised in Restated Consolidated Statement of Profit and Loss

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020	For the year ended 31 March 2019 Proforma
Current tax			
Current income tax for the year	2.89	1.62	0.07
	2.89	1.62	0.07
Deferred tax			
Relating to origination and reversal of temporary differences	7.48	17.08	(32.29)
	7.48	17.08	(32.29)
Total income tax expense/(credit)	**10.37**	**18.70**	**(32.22)**

b) The income tax expense for the year can be reconciled to the Restated loss before tax as follows:

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020	For the year ended 31 March 2019 Proforma
Loss before tax	(1,102.63)	(980.50)	(1,511.95)
Accounting profit/(loss) before income tax	**(1,102.63)**	**(980.50)**	**(1,511.95)**
Tax expense using the Company's tax rate of 26.00% (31 March 2020: 26.00%, 31 March 2019 (Proforma) : 26.00%)	(286.68)	(254.93)	(393.11)
Effect of tax rates in other subsidiaries	1.01	8.16	-
Other non-deductible expenses	0.76	8.07	6.73
Temporary differences and tax losses for which no deferred tax was recognised	295.28	257.40	354.15
Tax expense at the effective income tax rate of 0.94% (31 March 2020: 1.90%; 31 March 2019 (Proforma): 2.30%)	**10.37**	**18.70**	**(32.23)**

c) Breakup of deferred tax recognised in the Restated Consolidated Statement of Assets and Liabilities

Particulars	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019 Proforma
Deferred tax asset			
Tax business losses and unabsorbed business losses	1,868.33	1,734.74	1,559.76
Property, plant and equipment and other intangible assets	0.74	1.32	0.48
Lease liabilities	-	1.85	0.62
Security deposits	-	0.57	0.80
Trade recievable	1.50	1.20	1.37
Deferred revenue	1.30	1.30	-
Customer incentive	-	7.92	-
Impairment loss on lending business	196.88	47.69	23.50
Employee benefits	9.77	6.42	6.29
Disallowances under Section 40(a)(i), 43B of the Income Tax Act, 1961	26.17	8.61	3.32
Total	**2,104.69**	**1,811.62**	**1,596.14**
Total deferred tax assets recognised (A) (refer note below)	**26.51**	**34.39**	**51.09**
Deferred tax liabilities			
Non-convertible debentures	0.08	0.03	0.10
Mutual funds	-	0.45	-
Total deferred tax liabilities (B)	**0.08**	**0.48**	**0.10**
Net deferred tax assets/(liabilities) (A-B)	**26.43**	**33.91**	**50.99**

Note: The amount of deferred tax assets recognised (except pertaining to subsidiary entiy Zaak ePayment Services Private Limited) has been restricted to the amount of deferred tax liability recognised as on 31 March 2021, 31 March 2020 and 31 March 2019 (Proforma) due to lack of reasonable certainty in those years because a trend of future profitability is not yet clearly discernible.

d) Detail of deductible temporary differences and unused tax losses for which no deferred tax asset is recognised in the statement of assets and liabilities:

Particulars	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019 Proforma
Deductible temporary differences and unused tax losses for which no deferred tax assets have been recognised are attributable to the following:			
- tax business losses	7,144.06	6,637.06	5,973.43
- unabsorbed depreciation	46.73	41.14	34.59
- other deductible temporary differences	906.28	294.63	136.38
	8,097.07	**6,972.83**	**6,144.40**

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.

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)

30 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 9.98 million during the year ended 31 March 2021 (31 March 2020: INR 9.04 million; 31 March 2019 (Proforma) INR 12.17 million) for provident fund in the 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 statement of assets and liabilities arising from the Group's obligation in respect of its gratuity plan is as follows:
Gratuity - defined benefit plan

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019 (Proforma)
Present value of un-funded defined benefit obligation	26.94	19.31	17.66

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 31 March 2021	As at 31 March 2020	As at 31 March 2019 (Proforma)
Balance at the beginning of the year	19.31	17.66	14.13
Benefits paid	(1.11)	(1.73)	(0.41)
Current service cost	10.18	9.24	6.44
Interest cost	1.59	1.69	1.11
Actuarial (gains) losses			
- changes in demographic assumptions	(3.87)	-	-
- changes in financial assumptions	5.59	1.54	0.22
- experience adjustments	(4.75)	(9.09)	(3.83)
Balance at the end of the year	**26.94**	**19.31**	**17.66**

b) Amount recognised in Restated Consolidated Statement of Profit and Loss :

	For the year ended 31 March 2021	For the year ended 31 March 2020	For the year ended 31 March 2019 (Proforma)
Current service cost	10.18	9.24	6.44
Net interest expense	1.59	1.69	1.11
Recognised in profit or loss	**11.77**	**10.93**	**7.55**
Remeasurement of the net defined benefit liability			
Actuarial (gain) loss on defined benefit obligation	(3.02)	(7.55)	(3.61)
Recognised in other comprehensive income	**(3.02)**	**(7.55)**	**(3.61)**

The most recent actuarial valuations of the present value of the defined benefit liability were carried out at 31 March 2021. 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.

(Amounts in INR millions, unless otherwise stated)

c) 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 31 March 2021	As at 31 March 2020	As at 31 March 2019 (Proforma)
Discount rate	5.88% - 6.64%	6.67%	7.70%
Expected rate of salary increase	15%	10.00%	10.00%
Retirement age	58 years	58 years	58 years
Attrition rate	25.00%	10.00%	10.00%
Mortality table	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.

d) 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.

e) 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 year ended 31 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

For the year ended 31 March 2020	**Increase**	**Decrease**
Impact of change in discount rate by 1%	(1.46)	1.51
Impact of change in salary by 1%	1.08	(0.96)
Impact of change in employee turnover rate by 1%	(0.06)	0.08

For the year ended 31 March 2019 (Proforma)	**Increase**	**Decrease**
Impact of change in discount rate by 1%	(1.36)	1.46
Impact of change in salary by 1%	0.85	(0.83)
Impact of change in employee turnover rate by 1%	(0.05)	0.05

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.

f) The table below summarises the maturity profile and duration of the gratuity liability based on undiscounted expected future cashflows:

Particulars	**As at 31 March 2021**	**As at 31 March 2020**	**As at 31 March 2019 (Proforma)**
1st following year	3.93	1.11	0.78
2nd following year	4.23	1.32	1.16
3rd following year	4.25	1.66	1.36
4th following year	4.23	1.93	1.68
5th following year	3.88	2.06	1.91
Sums of years 6 to 10	11.50	9.45	8.60
Total	**32.02**	**17.53**	**15.49**

(Amounts in INR millions, unless otherwise stated)

31 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 228,213 equity shares of INR 10 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 for "Events after the reporting period"

Vesting condition:
Vesting of options would be subject to continued employment.

Vesting period:
The Holding Company has issued above options with graded vesting with vesting period ranging from 1 to 4 years.

Exercise period:
Exercise period would expire at the end of 7 years from the date of vesting of options.

(b) Movements during the year
The following table represents the number and weighted average exercise prices (WAEP) of, and movements in, share options during the year:

	As at 31 March 2021		As at 31 March 2020		As at 31 March 2019 (Proforma)	
	Number of options	WAEP	Number of options	WAEP	Number of options	WAEP
Outstanding at the beginning of the year	114,803	1,897.60	78,210	2,477.79	71,883	2,508.57
Options granted during the year	19,154	7,654.34	75,313	3,446.97	31,565	4,755.39
Options exercised during the year	-	-	-	-	-	-
Options forfeited during the year	(5,139)	4,969.35	(38,720)	6,083.14	(25,238)	5,414.05
Options expired during the year	-	-	-	-	-	-
Options outstanding at the end of the year	128,818	2,631.03	114,803	1,897.60	78,210	2,477.79
Vested options outstanding at the end of the year (Exercisable)	99,370	1,324.32	50,742	1,118.40	42,779	748.61

The share options outstanding at the end of the year had a weighted average exercise price of INR 2,631.03 (31 March 2020: INR 1,897.60; 31 March 2019 (Proforma): INR 2,477.79), and a weighted average remaining contractual life of 5.41 years (31 March 2020: 5.86 years; 31 March 2019 (Proforma) : 6.16 years).

c) Range of exercise price for share options outstanding at the end of the year:

Exercise price (Amount in INR)	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019 (Proforma)
10	35,015	36,287	2,266
695	45,089	45,089	45,089
2,884	82	82	259
4,475	14,026	14,026	10,908
5,708	4,840	5,282	19,132
6,587	10,480	13,292	556
7,307	10,007	745	-
8,024	9,279	-	-

d) The weighted average fair value of options granted during the year was INR 2,972.97 per option (31 March 2020 : INR 4,535.15 per option, 31 March 2019 (Proforma) : INR 2,391.13 per option)

	For the year ended 31 March 2021	For the year ended 31 March 2020	For the year ended 31 March 2019 (Proforma)
e) Expense arising from equity-settled share-based payment transactions	31.16	232.53	31.21

f) The estimation of fair value on date of grant was made using the Black-Scholes model with the following assumption :

Inputs for measurement of grant date fair values of ESOPs

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020	For the year ended 31 March 2019 (Proforma)
Exercise price- (in INR)	7,307 - 8,024	10 - 7,307	10 - 6,587
Fair value at grant date- (in INR)	1,033-4,962	1,824 - 6,129	1,246 - 4,553
Expected Volatility (Standard Deviation - Annual)	37.9% - 42.7%	34.4% - 39.3%	32.9% - 37.6%
Risk free rate	5.0% - 5.9%	5.9% - 7.6%	6.84% - 8.15%
Dividend yield	0.00%	0.00%	0.00%

(Amounts in INR millions, unless otherwise stated)

32 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 31 March 2021	As at 31 March 2020	As at 31 March 2019 (Proforma)
Financial assets				
a) Measured at fair value through profit or loss (FVTPL)				
- Investment in mutual funds (refer note 7(a))	Level 1	-	36.72	-
		-	36.72	-
b) Measured at fair value through other comprehensive income (FVTOCI)				
- Investment in NPCI (refer note 7(a))	Level 3	7.70	-	-
		7.70	-	-
c) Measured at amortised cost				
- Trade receivable (refer note 9)	Level 3	376.04	167.60	166.18
- Cash and cash equivalents (refer note 10)	Level 3	603.33	87.05	324.85
- Other bank balances (refer note 10)	Level 3	1,439.96	2,081.69	1,713.42
- Loans (refer note 7(b))	Level 3	24.19	17.71	19.38
- Others financial assets (refer note 7(c))	Level 3	1,052.31	556.17	504.58
		3,495.83	2,910.22	2,728.41
Total financial assets		**3,503.53**	**2,946.94**	**2,728.41**
Financial liabilities				
a) Not measured at fair value (Other financial liabilities)				
- Borrowings (refer note 14)	Level 3	580.48	637.39	734.32
- Lease liabilities (refer note 41)	Level 3	-	50.63	66.53
- Trade payables (refer note 15)	Level 3	851.86	624.48	760.81
- Security deposits (refer note 16)	Level 3	13.00	13.93	11.32
- Other financial liabilities (refer note 16)	Level 3	2,815.90	2,241.11	1,635.79
		4,261.24	3,567.54	3,208.77
Total financial liabilities		**4,261.24**	**3,567.54**	**3,208.77**

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 quoted mutual funds is based on quoted market prices at the reporting date.
iv) 'The investment in NPCI is close to the reporting date. Accordingly, the fair value of this investment as at 31 March 2021 approximates to the cost of acquisition, which is determined basis the transaction price.

c) There were no transfers between any levels for fair value measurements.

d) 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)

33 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 14) 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 period was as follows.

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019 (Proforma)
Borrowings	580.48	637.39	734.32
Cash and cash equivalents	(603.33)	(87.05)	(324.85)
Adjusted Net Debt (A)	(22.85)	550.34	409.47
Total equity (B)	(200.13)	(308.52)	(15.73)
Net debt to equity ratio	**11%**	**-178%**	**-2604%**

Debt is defined as long-term and short-term borrowings.

34 Financial risk management objectives and policies

The company's management monitors and manages key financial risk relating to the operations of the Company 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 past due but not impaired receivables is as follows :

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019 Proforma
Within the credit period	253.61	163.14	100.00
1-30 days past due	69.31	2.27	5.11
31-60 days past due	15.51	-	50.19
61-90 days past due	8.59	0.65	-
91-180 days past due	22.67	1.11	1.61
181-365 days past due	12.09	0.94	12.72
365 days - 3 years past due	0.03	3.90	1.77
Over 3 years	-	0.21	0.04
Total	**381.81**	**172.22**	**171.44**

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.

Buy now pay later (BNPL)

The Group's exposure to credit risk is from the BNPL business in which the group facilitates credit to its users through financing partners. The Group provides financial guarantees on the BNPL 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.

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 BNPL business and are responsible for managing the risk of BNPL 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 BNPL users. User limits are established by the use of a credit risk classification system, which assigns each BNPL 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.

(Amounts in INR millions, unless otherwise stated)

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 lending portfolio across various products/states/customer base with a cap on maximum limit of exposure for an individual/Group. Accordingly, the Group does not have concentration risk.

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 BNPL 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 significant accounting policies".**

Since, the Group offers Buy now pay later (BNPL) and other credit products 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.

For the year ended 31 March 2021, 31 March 2020 and 31 March 2019 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 macro- economic variables were regressed using a regression model against the log odds of the weighted average PD's 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.

Analysis of portfolio

Gross exposure at default (EAD) and expected credit loss on financial guarantee contract as at the end of the reporting period:

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 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**
As at 31 March 2020				
Where credit risk has not significantly increased from initial recognition (Stage 1)	3,024.60	38.86	38.86	496.52
Where credit risk has increased significantly but are not credit impaired (Stage 2)	231.51	102.99	102.99	
Where credit risk has increased significantly and are credit impaired (Stage 3)	118.08	41.57	41.57	
Total	**3,374.19**	**183.42**	**183.42**	**496.52**
As at 31 March 2019 (Proforma)				
Where credit risk has not significantly increased from initial recognition (Stage 1)	1,301.81	34.22	34.22	117.70
Where credit risk has increased significantly but are not credit impaired (Stage 2)	43.02	22.16	22.16	
Where credit risk has increased significantly and are credit impaired (Stage 3)	103.86	34.01	34.01	
Total	**1,448.69**	**90.39**	**90.39**	**117.70**

* Gross exposure at default, expected credit loss allowance (ECL) and net carrying amount does not include the obligation from financial guarantee contracts not settled during the year ended 31 March 2021 amounting to INR 501.51 million.

** It includes INR 511.13 million for the year ended 31 March 2021 (31 March 2020: INR 403.49 million; 31 March 2019: INR 27.31 million) which represents actual obligation arising from financial guarantee contracts for the respective years.

(Amounts in INR millions, unless otherwise stated)

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 Statement of profit or loss (D) is the loss allowance recognized during the financial year.

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 2018 (Proforma)	-	-	-	**-**
- New credit exposures during the year, net of repayments	34.22	22.16	34.01	90.39
- Contracts settled during the year	-	-	-	**-**
- Transfer between stages during the year	-	-	-	**-**
- Movement due to opening EAD and credit risk	-	-	-	**-**
ECL allowance as at 31 March 2019 (Proforma)	**34.22**	**22.16**	**34.01**	**90.39**
- New credit exposures during the year, net of repayments	38.33	96.54	12.26	147.12
- Contracts settled during the year	(23.40)	(20.62)	(0.77)	(44.79)
- Transfer between stages during the year	(1.55)	4.98	1.92	5.35
- Movement due to opening EAD and credit risk	(8.74)	(0.07)	(5.85)	(14.66)
ECL allowance as at 31 March 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 (Refer note below)	-	-	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**

Note - The amount of INR 501.51 million represents the obligation arising from financial guarantee contracts which was not settled during the year ended 31 March 2021 but was settled subsequent to the year end. In previous years, INR 403.49 million and INR 27.31 million were materialised and settled during the year ended 31 March 2020 and 31 March 2019 respectively.

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.

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019 Proforma
Secured bank facility:			
- Amount utilised	580.48	549.78	504.71
- Amount unutilised	319.76	200.58	141.30

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 31 March 2021	Within 1 year	Between 1 and 5 years	Total
Trade payables	851.86	-	851.86
Other financial liabilities	2,071.33	0.35	2,071.68
Financial guarantee obligation	757.22	-	757.22
Borrowings	580.48	-	580.48
	4,260.89	**0.35**	**4,261.24**

(Amounts in INR millions, unless otherwise stated)

As at 31 March 2020	**Within 1 year**	**Between 1 and 5 years**	**Total**
Trade payables	624.48	-	624.48
Lease liabilities	19.84	30.78	50.63
Other financial liabilities	2,070.27	1.35	2,071.62
Financial guarantee obligation	183.42	-	183.42
Borrowings	624.78	12.61	637.39
	3,522.79	**44.74**	**3,567.54**

As at 31 March 2019 (Proforma)	**Within 1 year**	**Between 1 and 5 years**	**Total**
Trade payables	760.81	-	760.81
Lease liabilities	15.90	50.63	66.53
Other financial liabilities	1,555.37	1.35	1,556.72
Financial guarantee obligation	90.39	-	90.39
Borrowings	604.71	129.61	734.32
	3,027.18	**181.59**	**3,208.77**

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**		
	31 March 2021	**31 March 2020**	**31 March 2019 Proforma**
+ 0.5% change in interest rate (Bank overdraft)	(2.90)	(2.75)	(2.52)
- 0.5% change in interest rate (Bank overdraft)	2.90	2.75	2.52

(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 between USD and INR:

	As at 31 March 2021	**As at 31 March 2021**	**As at 31 March 2019 Proforma**
Receivable	1.97	3.52	2.10
Payable	(3.27)	(24.96)	(21.48)
Net exposure	**(1.30)**	**(21.44)**	**(19.38)**

Sensitivity	**Impact on profit/(loss) before tax**		
	31 March 2021	**31 March 2020**	**31 March 2019 Proforma**
Receivable			
+ 5% change in currency exchange rate	0.10	0.18	0.11
- 5% change in currency exchange rate	(0.10)	(0.18)	(0.11)

	Impact on profit/(loss) before tax		
	31 March 2021	**31 March 2020**	**31 March 2019 Proforma**
Payable			
+ 5% change in currency exchange rate	(0.16)	(1.25)	(1.07)
- 5% change in currency exchange rate	0.16	1.25	1.07

(c) Price risk

Investment of short-term surplus funds of the Group in liquid schemes of mutual funds provides high level of liquidity from a portfolio of money market securities and high quality debt and categorized as 'low risk' product from liquidity and interest rate risk perspectives.

Sensitivity	**Impact on loss before tax**		
	31 March 2021	**31 March 2020**	**31 March 2019 Proforma**
+ 5% change in NAV of mutual funds	-	1.84	-
- 5% change in NAV of mutual funds	-	(1.84)	-

(Amounts in INR millions, unless otherwise stated)

35 Segment reporting

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 is focused on the degree of homogeneity of products, services and material businesses. Segment's performance is evaluated based on segment revenue, segment results and adjusted earnings before interest, taxes, depreciation and amortisation (adjusted EBITDA). The Group's reportable segments under Ind AS 108 are therefore as follows:

For management purposes, the Group is organised into business segments based on its services and has three reportable segments, as follows:
Segment A - Consumer Payments
Segment B - Buy now pay later (BNPL)
Segment C - Payment Gateway

Consumer Payment segment includes merchant fee collected from a merchant when a user purchases goods or services on a merchant platform and pays via MobiKwik Wallet. Further, it also includes convenience fees collected from users under certain categories of services.

Buy Now Pay Later (BNPL) segment includes our BNPL offerings - MobiKwik Zip (which is our flagship 15 day BNPL product), Zip EMI (which is a longer tenure credit product) and other credit products. It also includes revenue from insurtech, wealthtech and fintech products, platform services specifically designed to drive our credit business and amounts received from online promotions on such platforms. Zip product includes revenue in the form of a) merchant fee collected from a merchant when a user pays with Zip on a merchant platform, b) one time Zip activation fee collected from a user, and c) late fees collected from those users who repay their Zip due amount after the due date.

Payment Gateway segment includes merchant fee collected from e-commerce merchants (websites/apps) for enabling them to collect payments from their users using multiple payment options including debit and credit cards, wallets, unified payments interface (UPI) and net banking.

Segment revenue, segment expenses and segment results include transfers between operating segments. Those transfers are eliminated in the Total column in the table below. The accounting policies of the reportable segments are the same as the Group's accounting policies described in Note 2. Segment results representing Revenue less direct variable costs of the respective segments, and Adjusted EBITDA representing EBITDA of each segment adjusted for share based payment expense and goodwill impairment, are measures reported to the Group's CODM for the purpose of resource allocation and assessment of segment performance.

Segment revenues, Segment results and Adjusted EBITDA
The following is an analysis of the Group's revenue and results by reportable segment:

Particulars	Consumer Payments			Buy now pay later (BNPL)			Payment Gateway			Unallocable			Eliminations			Total		
	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019 Proforma	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019 Proforma	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019 Proforma	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019 Proforma	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019 Proforma	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019 Proforma
Revenue from operations	2,094.35	2,302.26	882.07	598.13	743.49	217.51	193.23	511.00	385.18	-	-	-	-	-	-	2,885.71	3,556.75	1,484.76
Inter-segment revenue	17.03	10.54	3.76	-	-	-	1,397.26	1,428.82	646.61	-	-	-	1,414.29	1,439.36	650.37	-	-	-
Segment revenue	**2,111.38**	**2,312.80**	**885.83**	**598.13**	**743.49**	**217.51**	**1,590.49**	**1,939.82**	**1,031.79**	**-**	**-**	**-**	**1,414.29**	**1,439.36**	**650.37**	**2,885.71**	**3,556.75**	**1,484.76**
Other income	106.36	98.94	72.25	1.76	-	-	5.66	-	1.38	110.00	170.81	131.94	86.93	127.96	88.01	136.85	141.79	117.57
Segment results*	**254.35**	**327.04**	**(201.06)**	**6.16**	**245.96**	**99.81**	**70.62**	**120.02**	**(27.38)**	**-**	**-**	**-**	**-**	**-**	**-**	**331.13**	**693.02**	**(128.63)**
EBITDA **	**(602.73)**	**(649.03)**	**(1,193.26)**	**(438.46)**	**(322.00)**	**(180.82)**	**(8.22)**	**63.19**	**(95.69)**	**110.00**	**122.18**	**131.94**	**78.73**	**60.71**	**80.83**	**(1,018.14)**	**(846.37)**	**(1,418.66)**
Add: Share based payments	22.83	113.18	25.77	6.69	118.60	3.15	1.80	0.75	2.29	-	-	-	0.16	-	-	**31.16**	**232.53**	**31.21**
Add: Impairment of goodwill	-	-	-	-	-	-	-	-	-	-	48.63	-	-	-	-	**-**	**48.63**	**-**
Adjusted EBITDA	**(579.90)**	**(535.85)**	**(1,167.49)**	**(431.77)**	**(203.40)**	**(177.67)**	**(6.42)**	**63.94**	**(93.40)**	**110.00**	**170.81**	**131.94**	**78.89**	**60.71**	**80.83**	**(986.98)**	**(565.21)**	**(1,387.45)**
Reconciliation of EBIDTA with loss for the year																**(1,018.14)**	**(846.37)**	**(1,418.66)**
Finance costs																71.35	107.14	78.21
Depreciation and amortisation expenses																13.14	26.99	15.08
Loss before tax																**(1,102.63)**	**(980.50)**	**(1,511.95)**
Tax expense																10.37	18.70	(32.22)
Loss for the year																**(1,113.00)**	**(999.20)**	**(1,479.73)**

*** Segment results is defined as the revenue minus the direct variable cost of the segment**

Consumer Payments segment: Total revenue - Direct cost - User incentive expenses. Direct cost is the cost of adding money in the wallet which is paid to the payment gateway processors.

BNPL segment: Total revenue - Direct Cost - Financial guarantee expenses. Direct Cost is the cost of capital paid to the financing partners.

Payment Gateway segment: Total revenue - Direct cost. Direct cost is payment processing cost paid to acquiring bank partners.

**** EBITDA represents earnings before interest expense, depreciation and amortisation, and tax expense**

Assets and liabilities are used interchangeably between segments and these have not been allocated to the reportable segments.

Major Customers:

None of the customers account for more than 10% or more of the Group's revenues.

(Amounts in INR millions, unless otherwise stated)

36 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
HARVEST FINTECH PRIVATE LIMITED

b) Entity's Joint Venture
Pivotchain Solution Technologies Private Limited
(Till 31 March 2020)

c) Individuals owning directly or indirectly, an interest in the voting power of the Company that gives them Significant Influence over the Company

Name	**Designation**
Mr. Bipin Preet Singh	Managing Director & Chief Executive Officer
Ms. Upasana Taku	Chairperson, Whole-time Director & Chief Operating Officer
Mr. Rohit Shadeja	Company Secretary

ii) Transactions with related parties	**For the year ended 31 March 2021**	**For the year ended 31 March 2020**	**For the year ended 31 March 2019 (Proforma)**
(a) Investment in Subsidiary			
- HARVEST FINTECH PRIVATE LIMITED	9.07	6.78	54.64
- ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	350.27	-	-
- MOBIKWIK CREDIT PRIVATE LIMITED	-	-	25.00
(b) Impairment of Investment in Subsidiary			
- HARVEST FINTECH PRIVATE LIMITED	-	61.42	-
(c) Payment Gateway Cost			
- ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	1,397.26	1,428.82	646.61
(d) Advisory Cost			
- HARVEST FINTECH PRIVATE LIMITED	-	-	0.50
(e) Revenue from Processing transactions			
- ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	17.03	10.54	3.76
- HARVEST FINTECH PRIVATE LIMITED	-	0.21	-
(f) Funds transferred to Subsidiary Company			
- ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	679.98	701.10	466.20
- HARVEST FINTECH PRIVATE LIMITED	8.90	6.50	1.50
(g) Funds received from Subsidiary Company			
- ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	676.62	851.25	463.00
- HARVEST FINTECH PRIVATE LIMITED	1.67	-	-
(h) Advance received from Subsidiary Company			
- MOBIKWIK FINANCE PRIVATE LIMITED	-	3.72	20.68
- MOBIKWIK CREDIT PRIVATE LIMITED	-	3.71	20.59
(i) Advance repayment to Subsidiary Company			
- MOBIKWIK FINANCE PRIVATE LIMITED	26.77	-	-
- MOBIKWIK CREDIT PRIVATE LIMITED	26.65	-	-
(j) Cost recovery (expenses incurred by Company on behalf of)			
- ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	61.64	43.57	60.29
- HARVEST FINTECH PRIVATE LIMITED	-	1.21	-
(k) Interest income from loan to the Subsidiary Company			
- ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	19.43	35.98	27.71
- HARVEST FINTECH PRIVATE LIMITED	0.20	0.47	0.02
(l) Interest Cost on loan from the Subsidiary Company			
- MOBIKWIK FINANCE PRIVATE LIMITED	2.84	2.63	-
- MOBIKWIK CREDIT PRIVATE LIMITED	2.83	2.62	-
(m) Interest income from loan to the Joint Venture			
- Pivotchain Solution Technologies Private Limited	-	0.27	-
(n) Remuneration to Key Management Personnel (KMP)			
Short-term employee benefits	28.42	28.69	26.92
Post-employment gratuity	0.76	0.75	0.68
Other long term employee benefits	0.36	0.21	0.01
Share based payments	0.13	0.16	-

(Amounts in INR millions, unless otherwise stated)

iii) Outstanding balances with related parties	**As at 31 March 2021**	**As at 31 March 2020**	**As at 31 March 2019 (Proforma)**
(a) Salary Payable			
- Mr. Bipin Preet Singh	20.86	14.31	4.23
- Ms. Upasana Taku	21.62	15.05	4.24
- Mr. Rohit Shadeja	0.59	0.56	0.25
(b) Advances from Subsidiary			
- MOBIKWIK FINANCE PRIVATE LIMITED	-	26.77	20.68
- MOBIKWIK CREDIT PRIVATE LIMITED	-	26.65	20.59
(c) Payable to Merchants			
- ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	7.89	1.69	1.58
(d) Receivable from Payment Gateway Companies			
- ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	263.05	331.81	284.13
(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	6.96	317.57	348.09
- HARVEST FINTECH PRIVATE LIMITED	-	1.66	1.51
(g) Loans and Advances (Forex cards)			
- Mr. Bipin Preet Singh	0.03	0.03	0.03
- Ms. Upasana Taku	1.61	1.65	0.32
(h) Loan to Joint venture			
- Pivotchain Solution Technologies Private Limited	-	1.01	1.73
(i) Receivables			
- ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	61.64	-	0.29
- HARVEST FINTECH PRIVATE LIMITED	-	1.41	-
(j) Investments in Subsidiaries			
- ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	350.41	0.14	0.14
- MOBIKWIK FINANCE PRIVATE LIMITED	25.00	25.00	25.00
- MOBIKWIK CREDIT PRIVATE LIMITED	25.00	25.00	25.00
- HARVEST FINTECH PRIVATE LIMITED	9.07	-	54.64

(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 31 March 2021**	**As at 31 March 2020**	**As at 31 March 2019 (Proforma)**
HARVEST FINTECH PRIVATE LIMITED	813,439 equity shares of INR 10/- each	9.07	6.78	54.64
ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	11,345 equity shares of INR 10/- each	350.27	-	-
MOBIKWIK CREDIT PRIVATE LIMITED	2,500,000 equity shares of INR 10/- each	-	-	25.00

Loans Given

Particulars	**Purpose**	**Interest rate (p.a)**	**Secured/ Unsecured**	**As at 31 March 2021**	**As at 31 March 2020**	**As at 31 March 2019 (Proforma)**
ZAAK EPAYMENTS SERVICES PRIVATE LIMITED	Working Capital	10.75%	Unsecured	6.96	317.57	348.09
HARVEST FINTECH PRIVATE LIMITED	Working Capital	10.75%	Unsecured	-	1.66	1.51
Pivotchain Solution Technologies Private Limited	Working Capital	15.00%	Unsecured	-	1.01	1.73

(Amounts in INR millions, unless otherwise stated)

37 Contingent liabilities and commitments (to the extent not provided for)

Particulars	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019 Proforma
(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
Amount paid under protest relating to the above matter	0.83	0.83	0.83

* Subsequent to the year end, the Company has 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 Company during the said financial year. Basis the facts of the matter and the advice obtained from tax counsel, the Company believes that this demand is not tenable and is most likely to be set aside upon hearing of writ petition filed by the Company with High Court.
(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.

38 Impact of COVID-19

The Group has considered possible effects that may result from pandemic relating to COVID-19 on the carrying amount of property, plant and equipment, investments, receivables and other current assets. In estimating the provision for loss on loans guaranteed by the Group, it has considered internal and external sources of information including economic forecasts and industry reports up to the date of approval of these financial statements. In developing the assumptions relating to the possible future uncertainties in the economic conditions due to pandemic, the Group, as at the date of approval of these financial statements has used available sources of information. The Group has performed analysis on the assumptions used and based on current estimates expects the carrying amount of these assets will be recovered.

39 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 million from respective years proceeds in a separate bank account and inadvertently 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, subsequent to year end on 19 April 2021, the Company has also 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. In the opinion of the management, no material liability is likely to arise on account of above-mentioned contravention.

40 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.

(Amounts in INR millions, unless otherwise stated)

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 year:

Particulars	Office space	Total
As at 1 April 2018 (Proforma)	-	-
Additions	72.39	72.39
As at 31 March 2019 (Proforma)	**72.39**	**72.39**
Additions	-	-
As at 31 March 2020	**72.39**	**72.39**
Additions	-	-
Termination/ End of lease contract (refer note 1 below)	(72.39)	(72.39)
As at 31 March 2021	**-**	**-**

Accumulated depreciation

Particulars	Office space	Total
As at 1 April 2018 (Proforma)	-	-
Charge for the year	(8.23)	(8.23)
As at 31 March 2019 (Proforma)	**(8.23)**	**(8.23)**
Charge for the year	(20.66)	(20.66)
As at 31 March 2020	**(28.89)**	**(28.89)**
Charge for the year	8.86	8.86
Termination/ End of lease contract	20.03	20.03
As at 31 March 2021	**-**	**-**

Net carrying amount		
As at 31 March 2021	-	-
As at 31 March 2020	**43.50**	**43.50**
As at 31 March 2019 (Proforma)	**64.16**	**64.16**

Amounts recognised in Restated Consolidated Statement of Profit and Loss	**For the year ended 31 March 2021**	**For the year ended 31 March 2020**	**For the year ended 31 March 2019 Proforma**
Particulars			
Depreciation expense on right-of-use assets	8.86	20.66	8.23
Interest expense on lease liability	1.97	5.78	2.87
Expenses relating to short-term leases	0.75	4.22	18.44

	As at 31 March 2021	**As at 31 March 2020**	**As at 31 March 2019 (Proforma)**
The following is the movement in lease liabilities during the year:			
Opening balance	**50.62**	**66.53**	**-**
Additions	-	-	70.17
Amounts recognised in statement of profit and loss as interest expense	1.97	5.78	2.87
Payment of lease liabilities	(10.84)	(21.69)	(6.51)
Derecognition	(41.75)	-	-
Closing balance	**-**	**50.62**	**66.53**

(Amounts in INR millions, unless otherwise stated)

The following is the break-up of current and non-current lease liabilities:	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019 (Proforma)
Current	-	19.84	15.90
Non-current	-	30.78	50.63

Amounts recognised in Restated Consolidated Statement of Cash Flows

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020	For the year ended 31 March 2019 (Proforma)
Total cash outflow for leases	10.84	21.69	6.51

Notes:

(1) During the current year, the Group has terminated the lease contract on account of COVID 19 and gain on termination of such lease contract has been recognized in Restated Consolidated Statement of Profit and Loss under the head "Other Income".

(2) When measuring lease liabilities for leases that were classified as operating leases, the Group discounted lease payments using its incremental borrowing rate at 1 April 2018 (Proforma) and 1 April 2019 respectively. The weighted-average pre-tax rate applied is 10% p.a.

(3) The maturity analysis of lease liabilities is presented in Note 34

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 31 March 2021	As at 31 March 2020	As at 31 March 2019 (Proforma)
1. Principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	6.77	11.27	7.86
- Principal amount due to micro and small enterprises	6.77	10.84	7.86
- Interest due on above	-	0.43	-
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 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 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 year.	-	0.43	-
5. Amount of further interest remaining due and payable even in the succeeding years, 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	-	-	-

43 First Time Adoption of Ind AS

As stated in note 2, the consolidated financial statements for the year ended 31 March 2021 are the first annual consolidated financial statements prepared in accordance with Ind AS. For periods up to and including the year ended 31 March 2020, the Group has prepared its consolidated financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013 and other relevant provisions of the Act ('previous GAAP').

Accordingly, the Group has prepared consolidated financial statements which comply with Ind AS applicable for periods ending on 31 March 2021, together with the comparative period data as at and for the year ended 31 March 2020, as described in the summary of significant accounting policies. In preparing these consolidated financial statements, the Group's opening balance sheet was prepared as at 1 April 2019, the Group's date of transition to Ind AS. This note explains the principal adjustments made by the Group in restating its previous GAAP consolidated financial statements, including the balance sheet as at 1 April 2019 and the consolidated statement of profit and loss for the year ended 31 March 2020.

The restated consolidated financial information for the year ended 31 March 2019 have been prepared on Proforma basis in accordance with requirements of SEBI Circular No.- SEBI/HO/CFD/DIL/CIR/P/2016/47 dated 31 March 2016 and Guidance Note On Reports in Company Prospectuses issued by ICAI, as amended/revised. For the purpose of Proforma restated consolidated financial information for the year ended 31 March 2019, the Group has followed the same accounting policy and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) as initially adopted on the transition date i.e. 1 April 2019.

This note explains exemptions availed by the Group in restating its Previous GAAP financial statements, including the balance sheet as at 1 April 2018 (Proforma) and the financial statements as at and for the year ended 31 March 2019 (Proforma) and 31 March 2020.

A Exemptions Applied:-

Ind AS 101 First-Time Adoption of Indian Accounting Standards allows first-time adopters certain exemptions from the retrospective application of certain Ind AS.
The Group has applied the following exemptions:

a) 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 consolidated 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 Group has elected to measure its property, plant and equipment and Intangible assets at their previous GAAP carrying value.

b) 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 Group has elected to follow full retrospective method for transition to Ind AS 116.

c) Share based payment

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 Group 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.

d) Revenue

The Group has applied Ind AS 115 'Revenue from contracts with customers' to contracts that are not completed on transition date. Further, the Group has applied full retrospective approach on transition date subject to some practical expedients as prescribed by the standard.

e) Business Combinations

Ind AS 101 allows a first-time adopter to elect not to apply Ind AS 103 retrospectively to past business combinations (business combinations that occurred before the date of transition to Ind ASs). Accordingly, the Group has elected to use this exemption and not restate the business combination taken place prior to the transition date.

B The following mandatory exceptions have been applied:

a) Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with the estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.
Ind AS estimates as at 31 March 2019 and 31 March 2020 are consistent with the estimates as at the same date made in conformity with previous GAAP.
The Group made estimates for following item in accordance with Ind AS at the date of transition as this was not required under previous GAAP:
- Impairment of financial assets based on expected credit loss model.
- Impairment loss on financial guarantee obligation based on expected credit loss model.
- Incremental borrowing rate for measurement of lease liabilities and corresponding right of use assets.
- Determination of fair value of equity-settled share based transaction.
- Determination of the discounted value for financial instruments carried at amortised cost.

b) Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets into amortised cost or FVTOCI on the basis of the facts and circumstances that exist at the date of transition to Ind AS. Further, the standard permits measurement of financial assets accounted at amortised cost based on the facts and circumstances existing at the date of transition if retrospective application is impracticable.

Accordingly, the Group has determined the classification and measurement of financial assets into amortised cost or FVTOCI based on the facts and circumstances that exist on the date of transition.

c) De-recognition of financial assets and liabilities

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements in Ind AS 109 retrospectively from a date of entity's choosing provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions.

The Group has elected to apply the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

d) Impairment of financial assets

The Group has applied the impairment requirements of Ind AS 109 retrospectively; however, as permitted by Ind AS 101, it has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments were initially recognised in order to compare it with the credit risk at the transition date. Further, the Group has not undertaken an exhaustive search for information when determining, at the date of transition to Ind AS, whether there have been significant increases in credit risk since initial recognition, as permitted by Ind AS 101.

(Amounts in INR millions, unless otherwise stated)

C Statements of reconciliation between the previous GAAP and Ind AS are as under:

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following table presents the reconciliation from regrouped previous GAAP to Ind AS.

(a) Reconciliation of equity as at 1 April 2018 (Proforma)

Particulars	Notes	Regrouped previous GAAP*	Ind AS adjustments	Ind AS
Assets				
Non-current assets				
Property, plant and equipment		6.44	-	6.44
Right-of-use asset		-	-	-
Goodwill		-	-	-
Other intangible assets		0.19	-	0.19
Financial assets				
(i) Investments		-	-	-
(ii) Loans		9.70	-	9.70
(iii) Others financial assets		28.15	-	28.15
Deferred tax assets		18.71	-	18.71
Non-current tax assets (net)		32.82	-	32.82
Other non-current assets		21.70	-	21.70
Total non-current assets		**117.71**	**-**	**117.71**
Current assets				
Financial assets				
(i) Investments		-	-	-
(ii) Trade receivables		21.54	-	21.54
(iii) Cash and cash equivalents		225.56	-	225.56
(iv) Bank balances other than (iii) above		1,903.81	-	1,903.81
(v) Loans		3.71	-	3.71
(vi) Other financial assets		598.59	-	598.59
Other current assets		243.22	-	243.22
		2,996.43	**-**	**2,996.43**
Assets classified as held for sale		-	-	-
Total current assets		**2,996.43**	**-**	**2,996.43**
Total assets		**3,114.14**	**-**	**3,114.14**
Equity and liabilities				
Equity				
Equity share capital		10.05	-	10.05
Instruments entirely equity in nature		124.05	-	124.05
Other equity	1-13	1,079.67	(98.58)	981.09
Total equity		**1,213.77**	**(98.58)**	**1,115.19**
Liabilities				
Non-current liabilities				
Financial liabilities				
(i) Borrowings		-	-	-
(ii) Lease liabilities		-	-	-
(iii) Other financial liabilities		-	-	-
Provisions		12.99	-	12.99
Total non-current liabilities		**12.99**	**-**	**12.99**
Current liabilities				
Financial liabilities				
(i) Borrowings		301.11	-	301.11
(ii) Lease liabilities		-		-
(iii) Trade payables		467.46	25.25	492.71
(iv) Other financial liabilities		1,095.93	-	1,095.93
Contract liabilities		-	-	-
Other current liabilities	9	13.55	73.33	86.88
Provisions		9.33	-	9.33
Total current liabilities		**1,887.38**	**98.58**	**1,985.96**
Total liabilities		**1,900.37**	**98.58**	**1,998.95**
Total equity and liabilities		**3,114.14**	**-**	**3,114.14**

*The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose to this note.

(Amounts in INR millions, unless otherwise stated)

(b) Reconciliation of Profit or Loss for the year ended 31 March 2019 (Proforma)

	Notes	Regrouped previous GAAP for the year ended 31 March 2019* (Proforma)	Ind-AS Adjustments	Ind AS for the year ended 31 March 2019 (Proforma)
Income				
Revenue from operations	9	1,488.49	(3.74)	1,484.75
Other income	6	117.20	0.37	117.57
Total income		**1,605.69**	**(3.37)**	**1,602.32**
Expenses				
Employee benefits expense	3	534.19	34.83	569.02
Impairment of goodwill		-	-	-
Other expenses	1, 4, 6, 9 & 10	2,398.74	53.22	2,451.96
Total expenses		**2,932.93**	**88.05**	**3,020.98**
Earning before interest, tax, depreciation and amortisation (EBITDA)		**(1,327.24)**	**(91.42)**	**(1,418.66)**
Finance costs	1 & 5	75.72	2.49	78.21
Depreciation and amortisation expense	1	6.85	8.23	15.08
Loss before tax		**(1,409.81)**	**(102.14)**	**(1,511.95)**
Current tax		0.07	-	0.07
Deferred tax		(32.29)	-	(32.29)
Total tax expense/(credit)		**(32.22)**	**-**	**(32.22)**
Loss for the year		**(1,377.59)**	**(102.14)**	**(1,479.73)**
Other comprehensive income (OCI)				
Items that will not be reclassified subsequently to profit or				
Remeasurement of net defined benefit liability		-	3.61	3.61
Other comprehensive income for the year		**-**	**3.61**	**3.61**
Total comprehensive loss for the year		**(1,377.59)**	**(98.53)**	**(1,476.12)**

*The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose to this note.

(Amounts in INR millions, unless otherwise stated)

(c) Reconciliation of equity as at 31 March 2019 (Proforma)

Particulars	Notes	Regrouped previous GAAP*	Ind AS adjustments	Ind AS
Assets				
Non-current assets				
Property, plant and equipment		11.86	-	11.86
Right-of-use asset	1&6	-	64.16	64.16
Goodwill		48.63	-	48.63
Other intangible assets		0.32	-	0.32
Financial assets				
(i) Investments		-	-	-
(ii) Loans	6	18.53	(3.06)	15.47
(iii) Others financial assets		3.56		3.56
Deferred tax assets		50.99	-	50.99
Non-current tax assets (net)		88.13	-	88.13
Other non-current assets		2.18	-	2.18
Total non-current assets		**224.20**	**61.10**	**285.30**
Current assets				
Financial assets				
(i) Investments		-	-	-
(ii) Trade receivables	4	171.44	(5.26)	166.18
(iii) Cash and cash equivalents		324.85	-	324.85
(iv) Bank balances other than (iii) above		1,713.42	-	1,713.42
(v) Loans		3.91	-	3.91
(vi) Other financial assets		501.02	-	501.02
Other current assets		345.39	0.77	346.16
		3,060.03	**(4.49)**	**3,055.54**
Assets classified as held for sale		10.00	-	10.00
Total current assets		**3,070.03**	**(4.49)**	**3,065.54**
Total assets		**3,294.23**	**56.61**	**3,350.84**
Equity and liabilities				
Equity				
Equity share capital		10.05	-	10.05
Instruments entirely equity in nature		127.27	-	127.27
Other equity	1-13	12.88	(165.93)	(153.05)
Total equity		**150.20**	**(165.93)**	**(15.73)**
Liabilities				
Non-current liabilities				
Financial liabilities				
(i) Borrowings	5	130.00	(0.39)	129.61
(ii) Lease liabilities	1	-	50.63	50.63
(iii) Other financial liabilities		1.35	-	1.35
Provisions		16.91	-	16.91
Total non-current liabilities		**148.26**	**50.24**	**198.50**
Current liabilities				
Financial liabilities				
(i) Borrowings		604.71	-	604.71
(ii) Lease liabilities	1	-	15.90	15.90
(iii) Trade payables		760.81	-	760.81
(iv) Other financial liabilities		1,558.54	87.22	1,645.76
Contract liabilities		10.00	69.18	79.18
Other current liabilities		54.44	-	54.44
Provisions		7.27	-	7.27
Total current liabilities		**2,995.77**	**172.30**	**3,168.07**
Total liabilities		**3,144.03**	**222.54**	**3,366.57**
Total equity and liabilities		**3,294.23**	**56.61**	**3,350.84**

*The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose to this note.

(Amounts in INR millions, unless otherwise stated)

(d)Reconciliation of Profit or Loss for the year ended 31 March 2020

	Notes	Regrouped previous GAAP for the year ended 31 March 2020*	Ind-AS Adjustments	Ind AS for the year ended 31 March 2020
Income				
Revenue from operations	8 & 9	3,565.30	(8.55)	3,556.75
Other income	2 & 6	138.56	3.23	141.79
Total income		**3,703.86**	**(5.32)**	**3,698.54**
Expense				
Employee benefits expense	3 & 7	453.89	203.00	656.89
Impairment of goodwill		48.63	-	48.63
Other expenses	1, 4 & 9	3,870.12	(30.73)	3,839.39
Total expenses		**4,372.64**	**172.27**	**4,544.91**
Earning before interest, tax, depreciation and amortisation (EBITDA)		**(668.78)**	**(177.59)**	**(846.37)**
Finance costs	1 & 5	101.08	6.06	107.14
Depreciation and amortisation expense	1 & 6	6.34	20.65	26.99
Loss before tax		**(776.20)**	**(204.30)**	**(980.50)**
Current tax		1.62	-	1.62
Deferred tax		17.08	-	17.08
Total tax expense		**18.70**	**-**	**18.70**
Loss for the year		**(794.90)**	**(204.30)**	**(999.20)**
Other comprehensive income (OCI)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of net defined benefit liability, net of tax	7	-	7.55	7.55
Other comprehensive income for the year		**-**	**7.55**	**7.55**
Total restated comprehensive loss for the year		**(794.90)**	**(196.75)**	**(991.65)**

*The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose to this note.

(Amounts in INR millions, unless otherwise stated)

(e) Reconciliation of equity as at 31 March 2020

Particulars	Notes	Regrouped Previous GAAP*	Ind AS adjustments	Ind AS
Assets				
Non-current assets				
Property, plant and equipment		8.00	-	8.00
Right-of-use asset	1 & 6	-	43.50	43.50
Goodwill		-	-	-
Other intangible assets		-	-	-
Financial assets				
(i) Investments		-	-	-
(iii) Loans	6	18.14	(2.20)	15.94
(iii) Other financial assets		10.46	-	10.46
Deferred tax assets		33.91	-	33.91
Non-current tax assets (net)		158.60	-	158.60
Other non-current assets		2.73	-	2.73
Total non-current assets		**231.84**	**41.30**	**273.14**
Current assets				
Financial assets				
(i) Investments	2	35.00	1.72	36.72
(ii) Trade receivables	4	172.22	(4.62)	167.60
(iii) Cash and cash equivalents		87.05	-	87.05
(iv) Bank balances other than (iii) above		2,081.69	-	2,081.69
(v) Loans		1.77	-	1.77
(vi) Other financial assets		545.71	-	545.71
Other current assets	6	185.16	0.52	185.68
		3,108.60	**(2.38)**	**3,106.22**
Assets classified as held for sale		-	-	-
Total current assets		**3,108.60**	**(2.38)**	**3,106.22**
Total assets		**3,340.44**	**38.92**	**3,379.36**
Equity and liabilities				
Equity				
Equity share capital		10.05	-	10.05
Instruments entirely equity in nature		133.25	-	133.25
Other equity	1-13	(284.62)	(167.21)	(451.83)
Total equity		**(141.32)**	**(167.21)**	**(308.53)**
Liabilities				
Non-current liabilities				
Financial liabilities				
(i) Borrowings	5	12.72	(0.11)	12.61
(ii) Lease liabilities	1	-	30.78	30.78
(iii) Other financial liabilities		1.35	-	1.35
Provisions		18.24	-	18.24
Total non-current liabilities		**32.31**	**30.67**	**62.98**
Current liabilities				
Financial liabilities				
(i) Borrowings		624.78	-	624.78
(ii) Lease liabilities	1	-	19.84	19.84
(iii) Trade payables	10	624.48	-	624.48
(iv) Other financial liabilities	1 & 9	2,162.17	91.52	2,253.69
Contract liabilities	8	-	64.10	64.10
Other current liabilities		31.56	-	31.56
Provisions		6.46	-	6.46
Total current liabilities		**3,449.45**	**175.46**	**3,624.91**
Total liabilities		**3,481.76**	**206.13**	**3,687.89**
Total equity and liabilities		**3,340.44**	**38.92**	**3,379.36**

*The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose to this note.

(Amounts in INR millions, unless otherwise stated)

(f) Reconciliation of cash flows

Particulars	Regrouped Previous GAAP*	Ind AS adjustments	Ind AS
For the year ended 31 March 2019			
Net cash generated from/(used in) operating activities	(1,389.66)	6.51	(1,383.15)
Net cash generated from/(used in) investing activities	734.67	-	734.67
Net cash generated from/(used in) financing activities	754.27	(210.11)	544.16
Net increase/(decrease) in cash and cash equivalents	**99.28**	**(203.60)**	**(104.32)**
Cash and cash equivalents as at 31 March 2018	225.57	(301.11)	(75.54)
Cash and cash equivalents as at 31 March 2019	324.85	(504.71)	(179.86)
For the year ended 31 March 2020			
Net cash generated from/(used in) operating activities	(204.21)	21.69	(182.52)
Net cash generated from/(used in) investing activities	131.60	-	131.60
Net cash generated from/(used in) financing activities	(165.19)	(66.76)	(231.95)
Net increase/(decrease) in cash and cash equivalents	**(237.80)**	**(45.07)**	**(282.87)**
Cash and cash equivalents as at 31 March 2019	324.85	(504.71)	(179.86)
Cash and cash equivalents as at 31 March 2020	87.05	(549.78)	(462.73)

*The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose to this note.

(Amounts in INR millions, unless otherwise stated)

Notes to the reconciliation are mentioned below:

1 Leases

Under Ind AS, all lease contracts, with limited exceptions for short term and low value leases, are recognized in the consolidated financial statements by way of right-of-use assets and corresponding lease liabilities. This resulted in recognition of "Right-of-Use asset" (ROU) and a corresponding "lease liability". The rental expenses recognised in statement of profit and loss for the year ended 31 March 2020 under previous GAAP has been replaced by the recognition of depreciation expense on ROU asset and interest expense on lease liability. The related impact on Other equity, Statement of Assets and Liabilities and Statement of Profit and Loss is as given below.

	As at 1 April 2018 (Proforma)	For the year ended 31 March 2019 (Proforma)	As at 31 March 2019 (Proforma)	As at 1 April 2019	For the year ended 31 March 2020	As at 31 March 2020
Impact of Ind AS adjustment	-	4.60	4.60	4.60	(1.24)	3.36
Statement of Assets and Liabilities						
- Other equity	-	4.60	4.60	4.60	(1.24)	3.36
- Right-of-use asset	-	61.93	61.93	61.93	(19.95)	41.98
- Lease liabilities- Non current	-	(50.63)	(50.63)	(50.63)	19.85	(30.78)
- Lease liabilities- Current	-	(15.90)	(15.90)	(15.90)	(3.94)	(19.84)
- Other financial liabilities	-	-	-	-	5.29	5.29
Statement of Profit and Loss						
- Depreciation and amortisation expense	-	8.23	-	-	19.95	-
- Finance cost	-	2.88	-	-	5.78	-
- Other expenses	-	(6.51)	-	-	(26.97)	-

2 Fair valuation of investment in mutual funds

Under previous GAAP, current investment in mutual funds are carried in the financial statements at lower of cost and fair value at each reporting date. Under the Ind AS, investments in mutual funds are measured at fair value through profit or loss at each reporting date. The related impact on other equity, Statement of Assets and Liabilities and Statement of Profit and Loss is as given below.

	As at 1 April 2018 (Proforma)	For the year ended 31 March 2019 (Proforma)	As at 31 March 2019 (Proforma)	As at 1 April 2019	For the year ended 31 March 2020	As at 31 March 2020
Impact of Ind AS adjustment	-	-	-	-	(1.72)	(1.72)
Statement of Assets and Liabilities						
- Other equity	-	-	-	-	(1.72)	(1.72)
- Investments	-	-	-	-	1.72	1.72
Statement of Profit and Loss						
- Other income	-	-	-	-	(1.72)	-

3 Employee stock option plan

Under previous GAAP, the Group recognised only the intrinsic value for the equity settled share based payment plan as an expense. Under Ind AS, the cost of equity settled share-based plan is recognised based on the fair value of the options as at the grant date. Accordingly, The related impact on other equity, Statement of Assets and Liabilities and Statement of Profit and Loss is as given below.

	As at 1 April 2018 (Proforma)	For the year ended 31 March 2019 (Proforma)	As at 31 March 2019 (Proforma)	As at 1 April 2019	For the year ended 31 March 2020	As at 31 March 2020
Impact of Ind AS adjustment	-	-	-	-	-	-
Statement of Assets and Liabilities						
- Reserves and surplus	5.97	31.21	37.18	29.01	195.45	224.46
- Employee share options outstanding account	(5.97)	(31.21)	(37.18)	(29.01)	(195.45)	(224.46)
Statement of Profit and Loss						
- Employee benefits expense	-	31.21	-	-	195.45	-

4 Impairment of trade receivables

As per Ind AS, the Group is required to apply expected credit loss model (ECL) for recognising loss allowance for doubtful debts. The related impact on Other equity, Statement of Assets and Liabilities and Statement of Profit and Loss is as given below.

	As at 1 April 2018 (Proforma)	For the year ended 31 March 2019 (Proforma)	As at 31 March 2019 (Proforma)	As at 1 April 2019	For the year ended 31 March 2020	As at 31 March 2020
Impact of Ind AS adjustment	-	5.26	5.26	5.26	(0.64)	4.62
Statement of Assets and Liabilities						
- Other equity	-	5.26	5.26	5.26	(0.64)	4.62
- Allowance for doubtful debts	-	(5.26)	(5.26)	(5.26)	0.64	(4.62)
Statement of Profit and Loss						
- Other expenses/(income)	-	5.26	-	-	(0.64)	-

(Amounts in INR millions, unless otherwise stated)

5 Borrowings

Ind AS 109 requires transaction costs incurred towards origination of borrowings to be deducted from the carrying amount of borrowings on initial recognition. These costs are recognised in the profit or loss over the tenure of the borrowing as part of the interest expense by applying the effective interest rate method. Under previous GAAP the Group recognised processing costs on borrowings as incurred. At the date of transition, the Group elected to defer processing costs over the expected life of the borrowings which were outstanding on the date of transition. Accordingly, the related impact on Other equity, Statement of Assets and Liabilities and Statement of Profit and Loss is as given below.

	As at 1 April 2018 (Proforma)	For the year ended 31 March 2019 (Proforma)	As at 31 March 2019 (Proforma)	As at 1 April 2019	For the year ended 31 March 2020	As at 31 March 2020
Impact of Ind AS adjustment	-	(0.39)	(0.39)	(0.39)	0.28	(0.11)
Statement of Assets and Liabilities						
- Other equity	-	(0.39)	(0.39)	(0.39)	0.28	(0.11)
- Borrowings	-	0.39	0.39	0.39	(0.28)	0.11
Statement of Profit and Loss						
- Finance cost	-	(0.39)	-	-	0.28	-

6 Security deposit

Under previous GAAP, the Group recognised interest free deposit at transaction value, however under Ind AS, the security deposits are required to be recognised at fair value. The difference between the present value and the principal amount of the deposit paid for the lease assets at inception to be accounted for as deferred lease assets, which would be recognised as an expense on a straight line basis over the lease term and for other deposits amount would be recognized as amortization of prepaid expense. Correspondingly, there will be interest income accrued on the discounted value of deposits. Other deposits (utility deposits) are payable on demand and have no contractual period, hence there are no previous GAAP differences for these demand deposits.

The related impact on Other equity, Statement of Assets and Liabilities and Statement of Profit and Loss is as given below.

	As at 1 April 2018 (Proforma)	For the year ended 31 March 2019 (Proforma)	As at 31 March 2019 (Proforma)	As at 1 April 2019	For the year ended 31 March 2020	As at 31 March 2020
Impact of Ind AS adjustment	-	0.06	0.06	0.06	0.08	0.14
Statement of Assets and Liabilities						
- Other equity	-	0.06	0.06	0.06	0.08	(0.14)
- Other non-current financial assets	-	(3.06)	(3.06)	(3.06)	0.87	(2.19)
- Right-of-use asset		2.23	2.23	2.23	(0.70)	1.53
- Prepaid expense- Rent	-	0.77	0.77	0.77	(0.25)	0.52
Statement of Profit and Loss						
- Other income	-	(0.37)	-	-	(0.87)	-
- Depreciation and amortisation expense	-	-	-	-	0.70	-
- Other expenses	-	0.43	-	-	0.25	-

7 Remeasurement differences

Under previous GAAP, there was no concept of other comprehensive income and hence, previous GAAP profit is reconciled to total comprehensive income as per Ind AS. Under previous GAAP, the remeasurements of the net defined benefit liability were recognised in the statement of profit and loss. Under Ind AS, the said remeasurement differences net of the related tax impact are recognised in other comprehensive income. The related impact on Other equity, Statement of Assets and Liabilities and Statement of Profit and Loss is as given below.

	As at 1 April 2018 (Proforma)	For the year ended 31 March 2019 (Proforma)	As at 31 March 2019 (Proforma)	As at 1 April 2019	For the year ended 31 March 2020	As at 31 March 2020
Impact of Ind AS adjustment	-	-	-	-	-	-
Statement of Profit and Loss						
- Employee benefits expense	-	3.61	-	-	7.55	-
- Re-measurement gains/(losses) on defined benefit plans	-	(3.61)	-	-	(7.55)	-

8 Deferred revenue

Under previous GAAP, revenue from sale of services is recognised as the service is performed as per agreed milestones. Under Ind AS, the transaction price pertaining to contract for sale of services to customers is required to be allocated between the identified performance obligation of sale of services on the basis of relative standalone selling price.

Therefore, deferred revenue pertaining to unsatisfied performance obligation of services has been recognised with corresponding adjustment to revenue from operations. The related impact on other equity, Statement of Assets and Liabilities and Statement of Profit and Loss is as given below.

	As at 1 April 2018 (Proforma)	For the year ended 31 March 2019 (Proforma)	As at 31 March 2019 (Proforma)	As at 1 April 2019	For the year ended 31 March 2020	As at 31 March 2020
Impact of Ind AS adjustment	-	-	-	-	5.00	5.00
Statement of Assets and Liabilities						
- Other equity	-	-	-	-	5.00	5.00
- Deferred revenue	-	-	-	-	(5.00)	(5.00)
Statement of Profit and Loss						
- Revenue from operations	-	-	-	-	5.00	-

(Amounts in INR millions, unless otherwise stated)

9 Incentives to users

Under previous GAAP, the Group expensed Super cash incentives granted to its users as and when the same was utilised by the users. Under Ind AS the Group reasonably estimates the amount expected to be utilized by users for recognition as marketing or promotional expense at the reporting date. Further under previous GAAP, the Group recognised the incentives (Cashbacks and Super Cash) to users of MobiKwik platform in the statement of profit and loss as promotional expense. Under Ind AS, the Cashback incentives where a convenience fees is charged from the user is recorded as reduction from revenue. The related impact on Other equity, Statement of Assets and Liabilities and Statement of Profit and Loss is as given below:

	As at 1 April 2018 (Proforma)	For the year ended 31 March 2019 (Proforma)	As at 31 March 2019 (Proforma)	As at 1 April 2019	For the year ended 31 March 2020	As at 31 March 2020
Impact of Ind AS adjustment	73.33	(4.15)	69.18	69.18	(10.08)	59.10
Statement of Assets and Liabilities						
- Other equity	73.33	(4.15)	69.18	69.18	(10.08)	59.10
- Customer incentives	(73.33)	4.15	(69.18)	(69.18)	10.08	(59.10)
Statement of Profit and Loss						
- Revenue from operations	-	3.74	-	-	3.55	-
- Other expenses	-	(7.89)	-	-	(13.63)	-

10 Financial guarantee obligation

Under Ind AS, financial guarantee contracts are accounted as financial liabilities and measured initially at fair value and subsequently as given in note 2(n). The definition of financial guarantee contract has been detailed out in the note on "Summary of significant accounting policies". Also refer note - 33. The related impact on Other equity, Statement of Assets and Liabilities and Statement of Profit and Loss is as given below:

	As at 1 April 2018 (Proforma)	For the year ended 31 March 2019 (Proforma)	As at 31 March 2019 (Proforma)	As at 1 April 2019	For the year ended 31 March 2020	As at 31 March 2020
Impact of Ind AS adjustment	-	87.19	87.19	87.19	9.62	96.81
Statement of Assets and Liabilities						
- Other equity	-	87.19	87.19	87.19	9.62	96.81
- Other financial liabilities	-	(87.19)	(87.19)	(87.19)	(9.62)	(96.81)
Statement of Profit and Loss						
- Other expenses	-	87.19	-	-	9.62	-

11 Adjustments to the Restated Consolidated Financial Statements required under SEBI ICDR regulations (as amended)

As per SEBI ICDR Regulations (as amended), the adjustments if any, relating to previous years should be adjusted in corresponding period while arriving at the profits or losses for the years to which they relate. The restatement adjustment above relates to certain prior period expenses now adjusted in the corresponding period to which it relates.

	As at 1 April 2018 (Proforma)	For the year ended 31 March 2019 (Proforma)	As at 31 March 2019 (Proforma)	As at 1 April 2019	For the year ended 31 March 2020	As at 31 March 2020
Impact of Ind AS adjustment	25.25	(25.25)	-	-	-	-
Statement of Assets and Liabilities						
- Other equity	25.25	(25.25)	-	-	-	-
- Trade payable	(25.25)	25.25	-	-	-	-
Statement of Profit and Loss						
- Other expenses	-	(25.25)	-	-	-	-

(Amounts in INR millions, unless otherwise stated)

44 Summarised below are the restatement adjustments made to the audited financial statements for the years ended 31 March 2021, 31 March 2020 and 31 March 2019 and their impact on the loss of the Company.

	Particulars	Notes	For the year ended 31 March 2021	For the year ended 31 March 2020	For the year ended 31 March 2019 Proforma
(A)	**Net loss as per audited financial statements prepared under Previous GAAP**			(794.90)	(1,377.59)
(B)	**Ind AS Adjustments**				
	Impact of Ind AS 116 - Leases	43		1.24	(4.60)
	Fair valuation of investment in mutual funds	43		1.72	-
	Employee stock option plan	43		(195.45)	(31.21)
	Impairment of trade receivables	43		0.64	(5.26)
	Borrowings	43		(0.28)	0.39
	Security deposits measured at amortised cost	43		(0.08)	(0.06)
	Actuarial gain/(loss) reclassification	43		(7.55)	(3.61)
	Deferred revenue	43		(5.00)	-
	Incentives to users	43		10.08	4.15
	Financial guarantee obligation	43		(9.61)	(87.19)
	Prior period error	43		-	25.25
	Total Ind AS adjustments			**(204.29)**	**(102.14)**
(C)	**Net loss as per Ind AS (A+B)**		**(1,113.00)**	**(999.19)**	**(1,479.73)**
(D)	**Adjustments:**				
	Material Restatement Adjustments				
	Audit Qualifications	Note (1)	-	-	-
	Total		-	-	-
(E)	**Total impact of restatement adjustments**		**-**	**-**	**-**
	Net loss as restated (C+E)		**(1,113.00)**	**(999.19)**	**(1,479.73)**

There were no Ind AS adjustment for the year ended 31 March 2021 as the financial statements has been prepared under Ind AS

Notes to Adjustments

1 **Adjustments for Audit Qualifications**: None (also refer Note 2 below for non-adjusted items)

2 **Non-adjusted items**

(i) **Auditor's Comments in the Independent Auditors' Report -**
Statutory Auditors have made the following comments in their Auditors' Report for Financial Year 2020-21, 2019-20 and 2018-19

Financial Year ended 31 March 2021

(a) Qualification
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 also filed an application before the Regional Director (Northern Region) for compounding of this contravention. Pending regularisation of the above non-compliance, it is not possible to quantify the extent to which the liability, if any, may materialise on the Holding Company and its consequential impact on the consolidated financial statements, on the regularisation of this non-compliance.

This matter was also qualified by previous auditors in the previous year.

Financial Year ended 31 March 2020

(a) Qualification
As set out in Note 43 of the consolidated financial statements, during the year ended 31 March 2018, out of proceeds of INR 707.50 million received by the Holding Company by way of preferential allotment, an amount of INR 451.73 million was utilised for payments towards business purposes before allotment of shares to the investors in contravention of section 42 of the Companies Act, 2013. This matter was qualified in previous auditor's report on the consolidated financial statements for the year ended 31 March 2018 and 31 March 2019 respectively.

Further, during the year ended 31 March 2017, out of proceeds of INR 472.52 million received by the Holding Company by way of preferential allotment, an amount of INR 100.00 million was utilised for payments towards business purposes before allotment of shares to the investors in contravention of section 42 of the Companies Act, 2013. This matter was qualified in previous auditor's report on the consolidated financial statements for the year ended 31 March 2017 to 31 March 2019.

As such, the above non-compliance can result into material penalty, which has not been accrued by the Holding Company for the reasons stated in the said note. Accordingly, previous auditors were unable to comment on the consequential impact of this matter on the consolidated financial statements.

(b) Emphasis of matters
i) Note 41 of the consolidated financial statements, which describes the uncertainties and the impact of Covid-19 pandemic on the Group's operations and results assessed by the management.

ii) Note 40 of the consolidated financial statements, which describes the uncertainties around the recoverability of loans facilitated by the Parent Company due to the implementation of COVID-19 RBI Regulatory Package in relation to moratorium and restructuring of these loans offered by the lending partners.

(c) Material uncertainty related to Going Concern

In reference to Note 42 of the consolidated financial statements, wherein it was indicated that the Company had incurred a net loss of INR 794.95 million during the year ended 31 March 2020 and its accumulated losses aggregate to INR 7,157.81 million as at the year end. In view of the management, the Group's operations have significantly improved resulting in increase in revenue from INR 1,604.05 million in the year ended 31 March 2019 to INR 3,699.00 million in the year ended 31 March 2020 and the losses have also reduced from INR 1,377.56 million in the year ended 31 March 2019 to INR 794.95 million in the year ended 31 March 2020. Further, the Company was also able to raise capital infusion through Compulsory convertible preference shares (CCPS) aggregating to INR 703.90 million subsequent to the year end. As referred to in the note, the Group's ability to continue as a going concern is significantly dependent upon raising further capital and improvement in in its operations. These events or conditions, along with other matters as set forth in Note mentioned above, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. However, the consolidated financial statements of the Group have been prepared on a going concern basis for the reasons stated in above mentioned Note in the financial statements.

Their opinion is not modified in respect of this matter.

Financial Year ended 31 March 2019

(a) Qualification

As set out in Note 40 of the consolidated financial statements, during the year ended 31 March 2018, out of proceeds of INR 707.50 million received by the Holding Company by way of preferential allotment, an amount of INR 451.73 million was utilised for payments towards business purposes before allotment of shares to the investors in contravention of section 42 of the Companies Act, 2013. This matter was qualified in previous auditor's report on the consolidated financial statements for the year ended 31 March 2018.

Further, during the year ended 31 March 2017, out of proceeds of INR 472.52 million received by the Holding Company by way of preferential allotment, an amount of INR 100.00 million was utilised for payments towards business purposes before allotment of shares to the investors in contravention of section 42 of the Companies Act, 2013. This matter was qualified in previous auditor's report on the consolidated financial statements for the year ended 31 March 2017 to 31 March 2018.

As such, the above non-compliance can result into material penalty, which has not been accrued by the Holding Company for the reasons stated in the said note. Accordingly, previous auditors were unable to comment on the consequential impact of this matter on the consolidated financial statements.

(b) Material uncertainty related to Going Concern

In reference to Note 39 of the consolidated financial statements, wherein it was indicated that the Company had incurred a net loss of INR 1,377.56 million during the year ended 31 March 2019 and its accumulated losses aggregate to INR 6,362.86 million as at the year end. In view of the management, the Group's operations have significantly improved resulting in increase in revenue from INR 856.55 million in the year ended 31 March 2018 to INR 1,604.05 million in the year ended 31 March 2019 and the losses have also reduced from INR 2,029.80 million in the year ended 31 March 2018 to INR 1,377.56 million in the year ended 31 March 2019. As referred to in the note, the Group's ability to continue as a going concern is significantly dependent upon raising further capital and improvement in in its operations. These events or conditions, along with other matters as set forth in Note mentioned above, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. However, the consolidated financial statements of the Group have been prepared on a going concern basis for the reasons stated in above mentioned Note in the financial statements.

Their opinion is not modified in respect of this matter.

(ii) Auditor's Comment in Company Auditor's Report Order -

Statutory Auditors have made the following comments in terms with the requirements of the Companies (Auditor’s Report) Order, 2016, issued by the Central Government of India in terms of sub-section 11 of Section 143 of the Companies act, 2013 of India for Financial Year 2020-21, 2019-20 and 2018-19

Annexure to Auditor’s Report for the Financial Year ended 31 March 2021

According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including provident fund, employees’ state insurance, income-tax, goods and service tax, cess and other statutory dues have not been regularly deposited with the appropriate authorities and there have been slight delays in a few cases in relation to deposit of goods and service tax and income tax.

Annexure to Auditor’s Report for the Financial Year ended 31 March 2020

According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of provident fund, income tax and goods and service tax, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including employees' state insurance, cess and other material statutory dues, as applicable, with the appropriate authorities.

Annexure to Auditor’s Report for the Financial Year ended 31 March 2019

According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of provident fund, income tax, employees' state insurance, goods and service tax, cess and other material statutory dues, though there has been a slight delay in a few cases.

(Amounts in INR millions, unless otherwise stated)

45 The Group has incurred losses in the current year and in previous periods and has generated negative cash flow from operations in the current year and previous periods. The Group has a negative net worth of INR 200.13 million and a significant negative working capital position (i.e. its current liabilities exceed its current assets) as on 31 March 2021. However, the Group subsequent to the balance sheet date raised substantial capital aggregating to INR 2,073.58 million from investors. 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 year with continuous improvement in operational efficiency. The directors have made an assessment of the Group's ability to continue as a going concern and have no reason to believe the Group will not be a going concern in the year ahead considering, amongst other things, the funding received subsequent to year end, expected growth in operations and available credit limits with banks.

In view of the above, management has concluded that the going concern assumption is appropriate. Accordingly, the restated consolidated financial information 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.

46 Events after the reporting period
Subsequent to the year end, following events have been occured:

(a) The Holding company has converted itself from Private Limited to Public Limited, pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on 23 June 2021 and consequently the name of the Company has changed to "ONE MOBIKWIK SYSTEMS LIMITED" pursuant to a fresh certificate of incorporation by the Registrar of Companies on 25 June 2021.

(b) 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 addiiton to the aforesad, capitalisation of securities premium of the 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 31 March 2021)	1,004,994
Number of Equity shares post stock split (1 equity share into 5 equity shares)	5,024,970
Number of Equity shares with bonus shares (3 bonus shares for each equity share)	20,099,880

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.

(c) The existing ESOP pool of 228,213 fully paid-up Equity Shares in the Company of face value of INR 10 each has been adjusted and increased to 4,564,260 fully paid-up Equity Shares in the Company of face value of INR 2 each to give effect of stock split and bonus issue of equity shares of the Company as mentioned above in point (b).

For B S R & Associates LLP
Chartered Accountants
ICAI Firm Registration No. 116231W/W-100024

Gajendra Sharma
Partner
Membership No.: 064440
UDIN:21064440AAAABT2960

Place: Gurugram
Date : 07 July 2021

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 Taku
Chairperson,
Whole-time Director
& Chief Operating Officer
DIN:02979387

Dilip Bidani
Chief Financial Officer

Rahul Luthra
Company Secretary

Place: Gurugram
Date : 07 July 2021

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	Fiscal 2021	Fiscal 2020	Fiscal 2019
Restated earnings per Equity Share (in ₹) – Basic	(22.18)	(20.45)	(31.01)
Restated earnings per Equity Share (in ₹) – Diluted	(22.18)	(20.45)	(31.01)
Return on net worth (%)	556.15 %	323.87 %	9,409.41%
Net asset value per Equity Share (in ₹)	(3.88)	(6.24)	(0.33)
EBITDA	(1,018.14)	(846.37)	(1,418.66)

***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 and is adjusted for the impact of stock split and bonus issue after the end of the year 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 2019, 2020 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 for or purchase any securities of our Company, or any entity in which it or its shareholders have significant influence (collectively, the "**Group**") and should not be relied upon or used as a basis for any investment decision. None of the Group or any of its advisors, nor any BRLMs or the Selling Shareholders, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

Non-GAAP Measures

Certain non-GAAP measures like EBITDA, EBITDA margin, Adjusted EBITDA and Adjusted EBITDA margin (**"Non-GAAP Measures"**) presented in this Draft Red Herring Prospectus are a supplemental measure of our performance and liquidity 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, or IFRS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the year/ 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 or Indian GAAP. In addition, these Non-GAAP Measures are not a standardised term, hence a direct comparison of similarly titled Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although the Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it is useful to an investor in evaluating us because it is a widely used measure to evaluate a company's operating performance. See "*Risk Factors – 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.*" on page 44.

Reconciliation of net worth

(in ₹ million)

Particulars	Year ended March 31,		
	2021	**2020**	**2019**
Equity share capital (I)	10.05	10.05	10.05
Instruments entirely equity in nature (II)	144.27	133.25	127.27
Other equity (III)	(354.45)	(451.82)	(153.05)
Net worth (IV) = (I + II + III)	**(200.13)**	**(308.52)**	**(15.73)**

Reconciliation of return on net worth

(in ₹ million)

Particulars	Year ended March 31,		
	2021	**2020**	**2019**
Equity share capital (I)	10.05	10.05	10.05
Instruments entirely equity in nature (II)	144.27	133.25	127.27
Other equity (III)	(354.45)	(451.82)	(153.05)
Total equity (IV) = (I + II + III)	(200.13)	(308.52)	(15.73)
Restated loss for the period/year (V)	(1,113.00)	(999.20)	(1,479.73)
Return on net worth (VI) = (V / (IV))	556.15 %	323.87 %	9,409.41%

Reconciliation of Net Asset Value (per Equity Share)

(in ₹ million, except for share data)

Particulars	Year ended March 31,		
	2021	**2020**	**2019**
Equity share capital (I)	10.05	10.05	10.05
Instruments entirely equity in nature (II)	144.27	133.25	127.27
Other equity (III)	(354.45)	(451.82)	(153.05)
Total equity (IV) = (I + II + III)	(200.13)	(308.52)	(15.73)
Number of equity shares# (IV)	51,628,820	49,425,300	48,228,220
Net asset value per equity share (V) = (III / IV)	**(3.88)**	**(6.24)**	**(0.33)**

 # 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 but before the date of filing of the DRHP.

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 2019, 2020 and 2021. Unless otherwise stated, the financial information in this section has been derived from the Restated Financial Statements. For further information, see "Restated Financial Statements" on page 215.

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

Overview

We are a fintech company - one of the largest mobile wallets (*MobiKwik Wallet*) and Buy Now Pay Later ("**BNPL**") players in India, based on mobile wallet gross merchandise value ("**GMV**") and BNPL GMV, respectively, in Fiscal 2021 (*Source: RedSeer Report*). According to the RedSeer Report, India's online transacting users has rapidly grown at a CAGR of approximately 15% from 180 million in Fiscal 2018 to over 250 million in Fiscal 2021. However, India had only 30-35 million unique credit card users resulting in a low credit card penetration of 3.5% (of the total Indian population above the age of 15 years) compared to the world's major economies, as of March 31, 2021 (*Source: RedSeer Report*). We are focused on addressing the unmet credit needs of these fast growing online transactors by combining the convenience of everyday mobile payments with the benefits of Buy Now Pay Later (BNPL).

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 26. For further information on our critical accounting policies and significant accounting judgements, estimates and assumptions, see "- *Summary of Significant Accounting Policies*" on 314.

The chart below provides an overview of revenue and cost drivers for each of our business segments:

Revenue and Cost Drivers

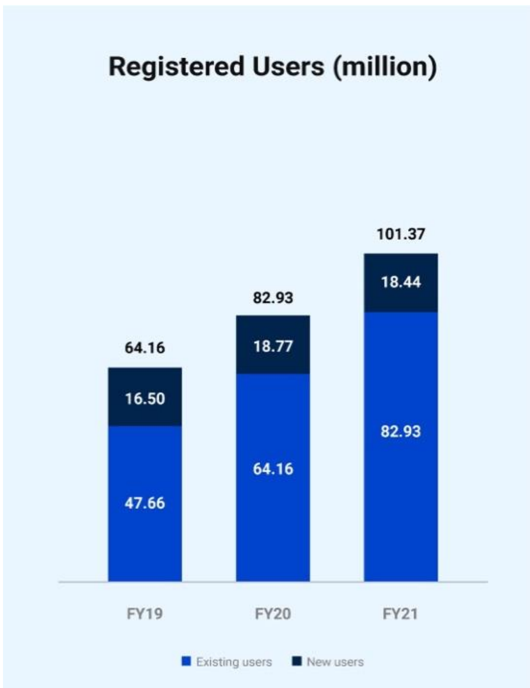
	Consumer Payments	Buy Now Pay Later		Payment Gateway
Product / Solutions	▪ Wallet Ecosystem ▪ Bill and Utility Payments ▪ Prepaid Cards ▪ UPI Ecosystem	▪ Zip (15 Days Product) ▪ Zip EMI		Payment processing for online merchants
Revenue Model	▪ Merchant Fee ▪ Service Fee ▪ Partner/Services Revenue	***MobiKwik Zip*** ▪ Merchant Fee ▪ Activation Fee ▪ Late Fee	***Zip EMI*** ▪ Interest Income ▪ Processing Fee ▪ Service fee	▪ Merchant Fee ▪ Flat Fee ▪ Maintenance Fee
Revenue Drivers	▪ Existing and New Users ▪ Gross Merchandise Value (GMV) ▪ Merchant Fee ▪ Number of Merchants	▪ Pre-Approved and Active Users ▪ % of Repeat Users ▪ Gross Merchandise Value (GMV) ▪ Average Ticket Size ▪ Number of Merchants		▪ Gross Merchandise Value (GMV) ▪ Merchant Fee ▪ Number of Merchants
Cost Drivers	▪ Bank Processing Cost ▪ Customer Acquisition Cost ▪ Marketing Spends	▪ Cost of Funds / Interest Expense ▪ Financial Gurantee Expenses		▪ Bank Processing Cost

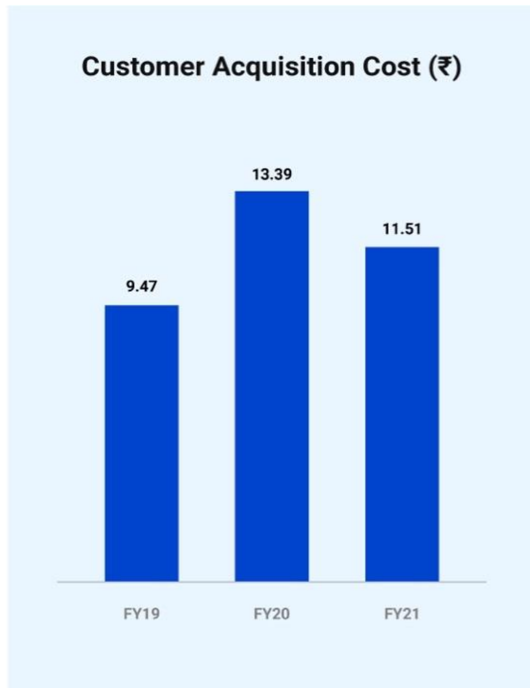
Consumer Payments Segment

Key factors affecting our consumer payments business include the following:

- ***A large base of users, mostly acquired organically***

  We currently have over 101.37 million Registered Users on our platform, as of March 31, 2021. In Fiscal 2021, we acquired 18.44 million New Registered Users of which 77.00% were acquired organically without any cost. The relatively high proportion of users acquired organically has helped us keep our CAC low, which amounted to ₹ 11.51 per New Registered User in Fiscal 2021.

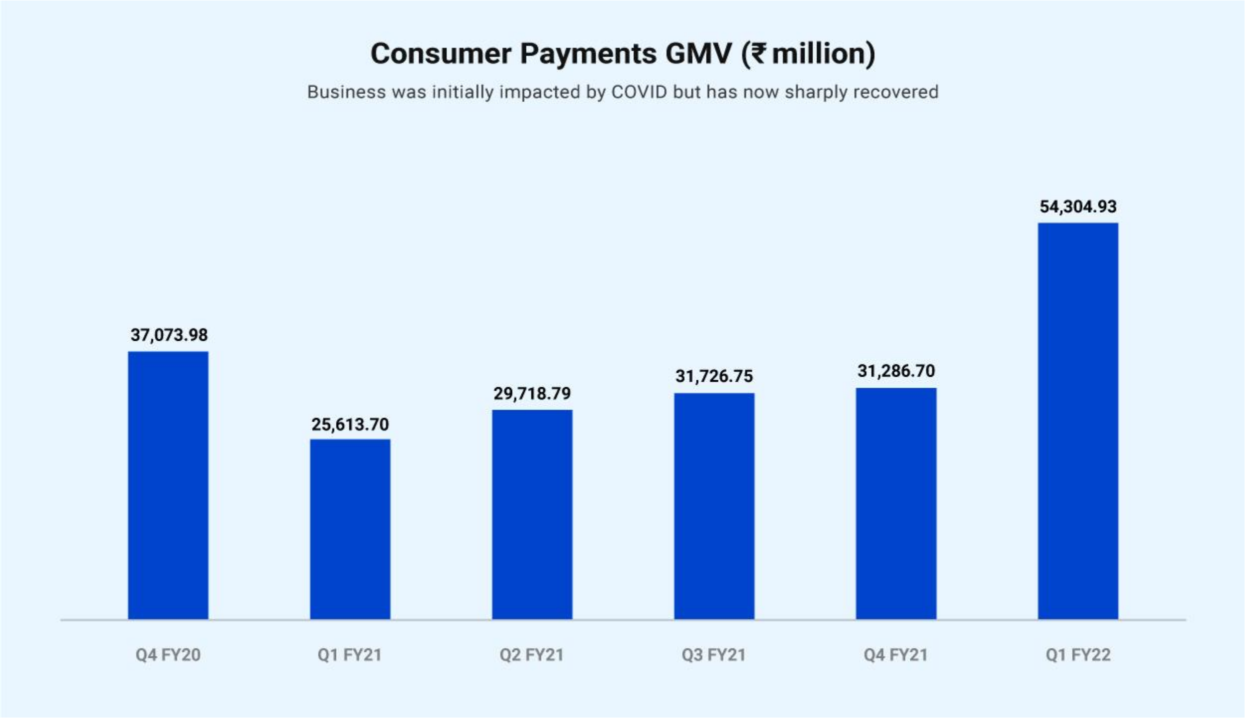




- ***Gross Merchandise Value (GMV) and Merchant Fee***

  GMV on our platform is largely driven by our user base, merchant network and brand awareness, subject to seasonal fluctuations. 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.

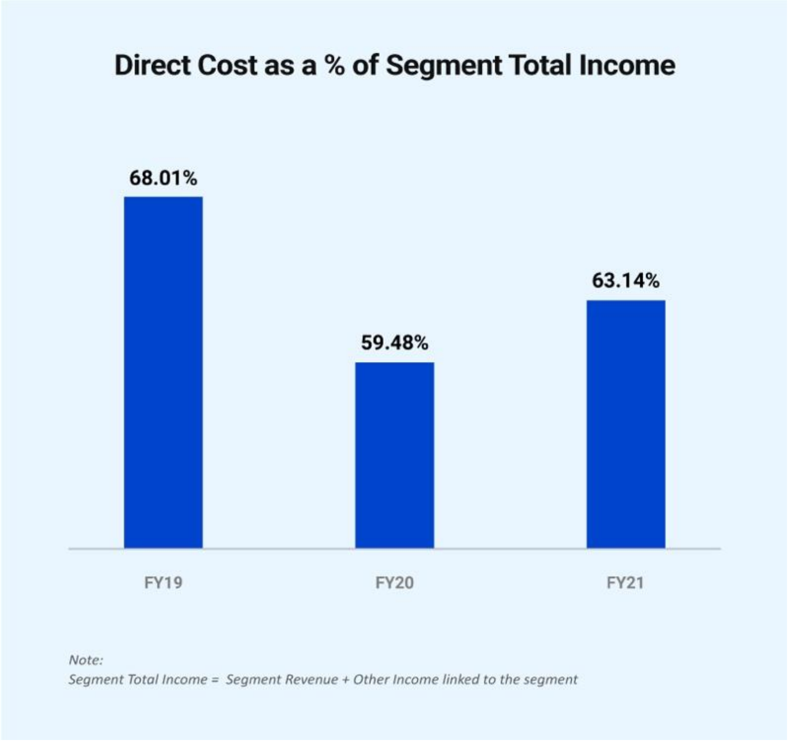
  While business was impacted by COVID-19 in Fiscal 2021, primarily due to the lockdown restrictions in the first half of the Fiscal, it has since recovered sharply and has now exceeded the pre-COVID levels.



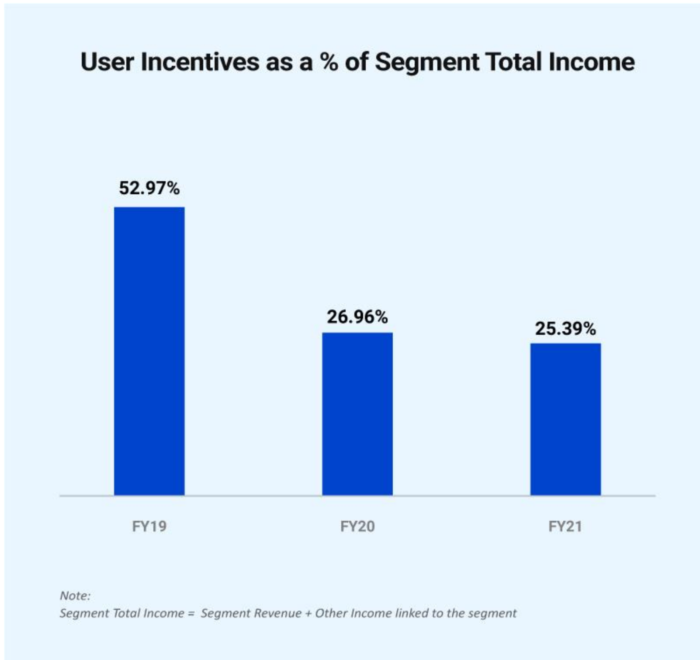
- ***Key Cost Drivers***

Key cost drivers in the consumer payments segment primarily include direct costs and user incentives.

a. ***Direct cost*** – Cost incurred as a result of users adding money to their *MobiKwik Wallet* and is paid to the payment gateway processors.

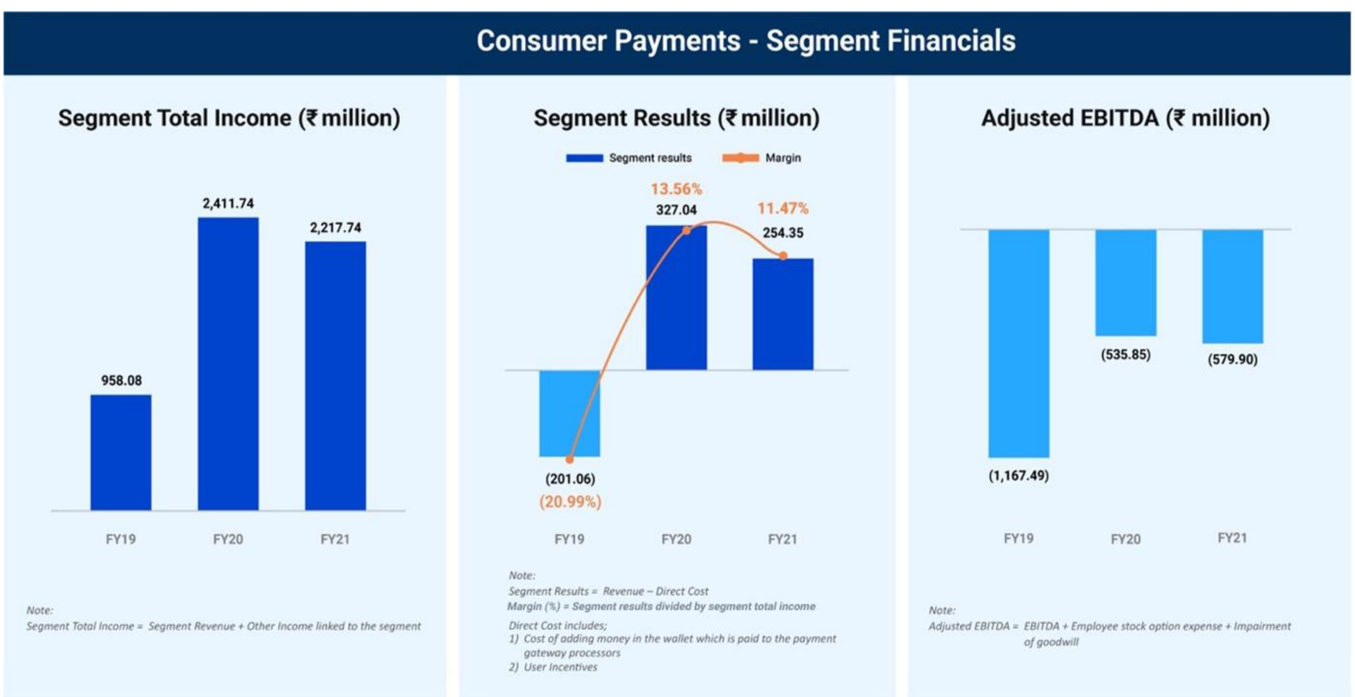


b. ***User Incentives*** – Includes the entire user incentives including cashbacks, discounts and *Supercash*, our loyalty programme. User incentives as a percentage of segment revenue has been consistently declining.



Segmental Performance Summary

Consumer payments segment results margin (*i.e.* segment results divided by segment total income reflected as a percentage) reduced from 13.56% in Fiscal 2020 to 11.47% in Fiscal 2021. Resilient revenue performance and tight cost control resulted in generally stable Adjusted EBITDA in Fiscal 2021 despite the significant impact of COVID-19 during the first half of Fiscal 2021.



For reconciliation of Adjusted EBITDA, see "– *Non-GAAP Measures – Reconciliation of Profit/ (Loss) for the Year to Adjusted EBITDA*" on page 303.

BNPL (Buy Now Pay Later) Segment

Key factors affecting our BNPL segment include the following:

- ***Large Base of Pre-approved Users***

  As of March 31, 2021, we had over 22.25 million pre-approved users for *MobiKwik Zip* out of which 740,784 were activated *MobiKwik Zip* users.

- ***High Repeat Rate***

  The already high *MobiKwik Zip* users repeat rate of 74.16% in Fiscal 2020 further rose to 79.19% in Fiscal 2021 although the activated *MobiKwik Zip* users grew multifold.

- ***Gross Merchandise Value (GMV)***

  Quarterly GMV has risen by approximately 14 times to ₹ 2,464.21 million in the first quarter of Fiscal 2022 after bottoming out in the first quarter of Fiscal 2021 as COVID-19 related restrictions were lifted. Strategically too, there has been a concerted effort to drive growth in this segment.

- ***Revenue Drivers***

  Revenue is earned through (i) merchant fees earned on the GMV; (ii) a one-time activation fee for new users; (iii) late fees; and (iv) other cross sell income. Revenue trend has broadly mirrored the underlying GMV.

- ***Key cost drivers***

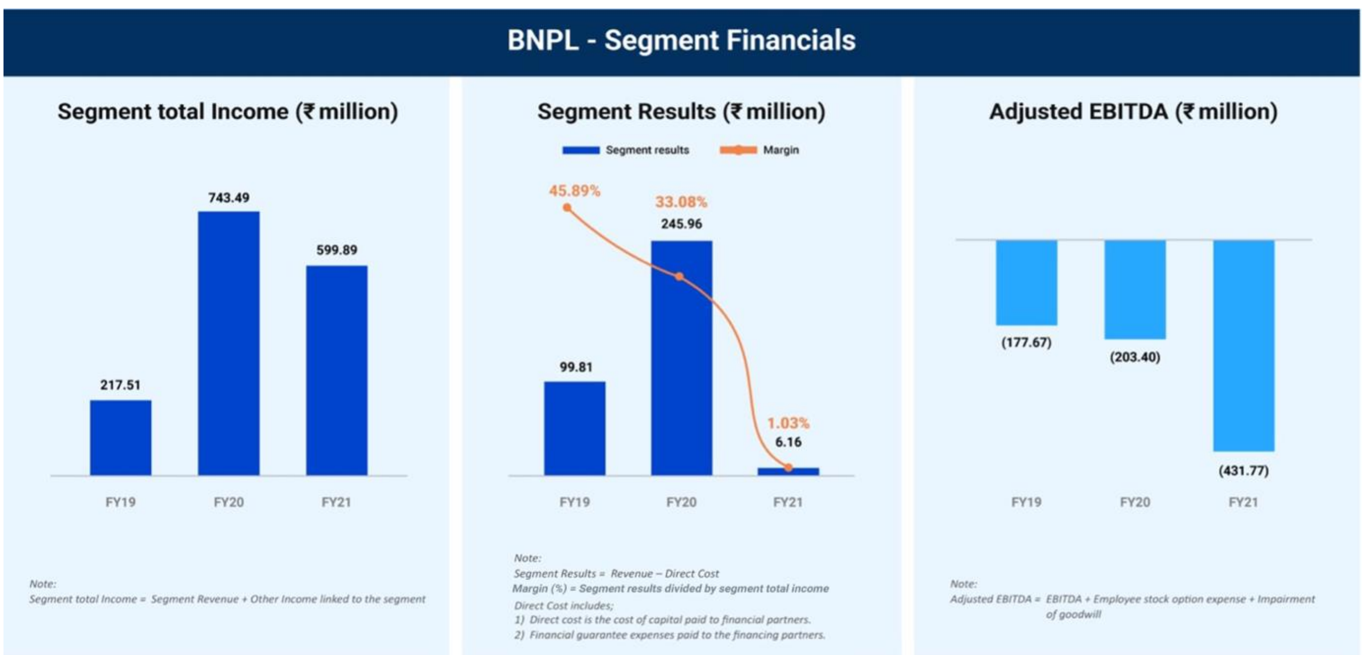
  Key cost drivers in the BNPL segment primarily include cost of capital and financial guarantee expenses (loan loss provision).

  a. ***Cost of capital –*** *MobiKwik Zip*, being a 15 day cycle product, leads to recurring deployment of the same capital, which results in low capital requirement and helps keep cost of capital to be paid to financing partners low.

  b. ***Financial guarantee expenses –*** Our Company provides financial guarantees on the BNPL business to our financing partners to cover the loss on the credit extended to its users. Financial guarantees are capped to the extent of the first loss coverage agreed with the respective partner. In Fiscal 2021, credit losses were significantly impacted by COVID-19 restrictions, and were further exacerbated by the moratorium guidelines imposed by the RBI that were effective until December 31, 2020. For further information, see "*Restated Financial Statements –Note 34: Financial Risk Management Objectives and Policies – (i) Credit Risk Management*" and "*- Summary of Significant Accounting Policies- Financial Instruments*" on pages 266 and 319, respectively.

Segmental Performance Summary

COVID-19 was a black swan event that severely impacted our segmental GMV and revenue in the first half of Fiscal 2021. However, in the second half of Fiscal 2021, BNPL GMV and revenue recovered sharply starting in the third quarter of Fiscal 2021. This was on account of both the lifting of the lockdown resrictions as well as management effort to drive growth in this segment. Consequently, segment total income for Buy Now Pay Later (BNPL) for Fiscal 2021 declined by 19.31% compared to Fiscal 2020.



For reconciliation of Adjusted EBITDA, see "*– Non-GAAP Measures – Reconciliation of Profit/ (Loss) for the Year to Adjusted EBITDA*" on page 303.

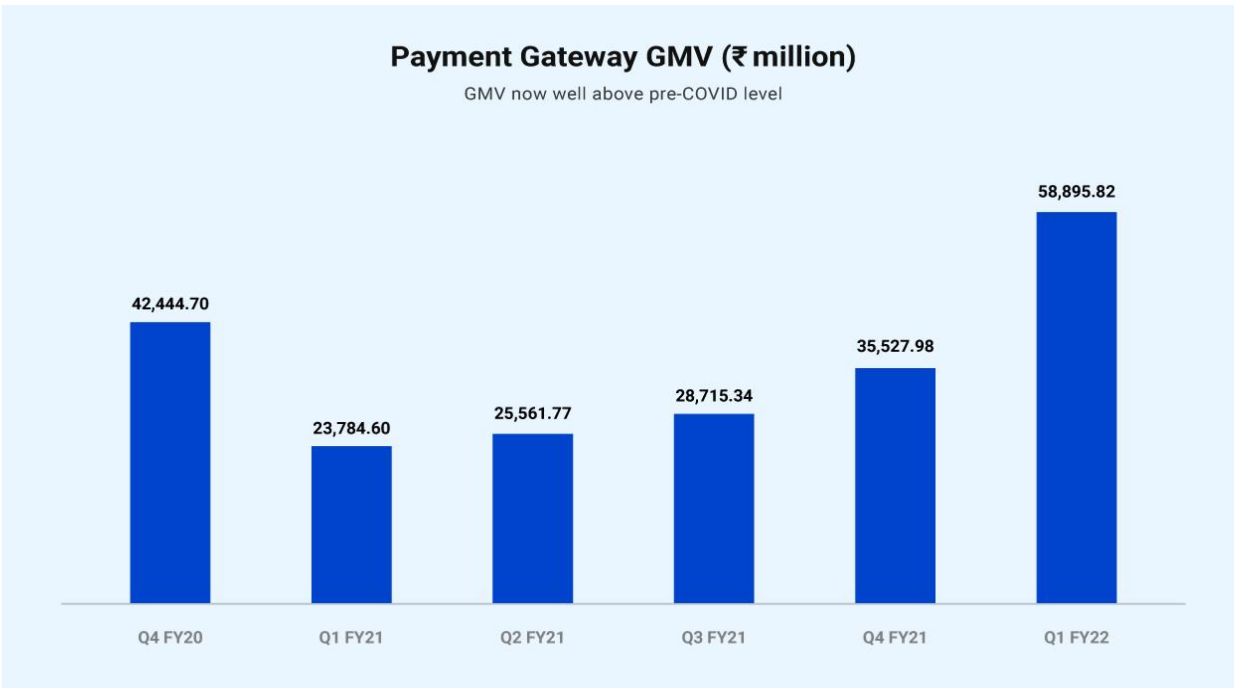
Credit costs expanded as reflected in the financial guarantee expenses. However, strong credit underwriting and the product construct of *MobiKwik Zip* (short cycle), which provides flexibility to fairly quickly adjust to any macro-economic changes, helped cushion these losses. This helped generate positive segment results despite the difficult first half of Fiscal 2021. The increase in Adjusted EBITDA loss was primarily driven by segment performance in Fiscal 2021.

Payment Gateway Segment

Key factors affecting our payment gateway segment include the following:

- ***Gross Merchandise Value (GMV)***

  GMV is a function of number of merchants and our share of volume at merchant checkout. The payment gateway segment was also impacted by COVID-19, however, it has subsequently recovered and is now well above the pre-COVID-19 levels. Segmental GMV has grown approximately 2.47 times from ₹ 23,784.60 million in the first quarter of Fiscal 2021 to ₹ 58.895.82 million in the first quarter of Fiscal 2022.



- ***Revenue Drivers***

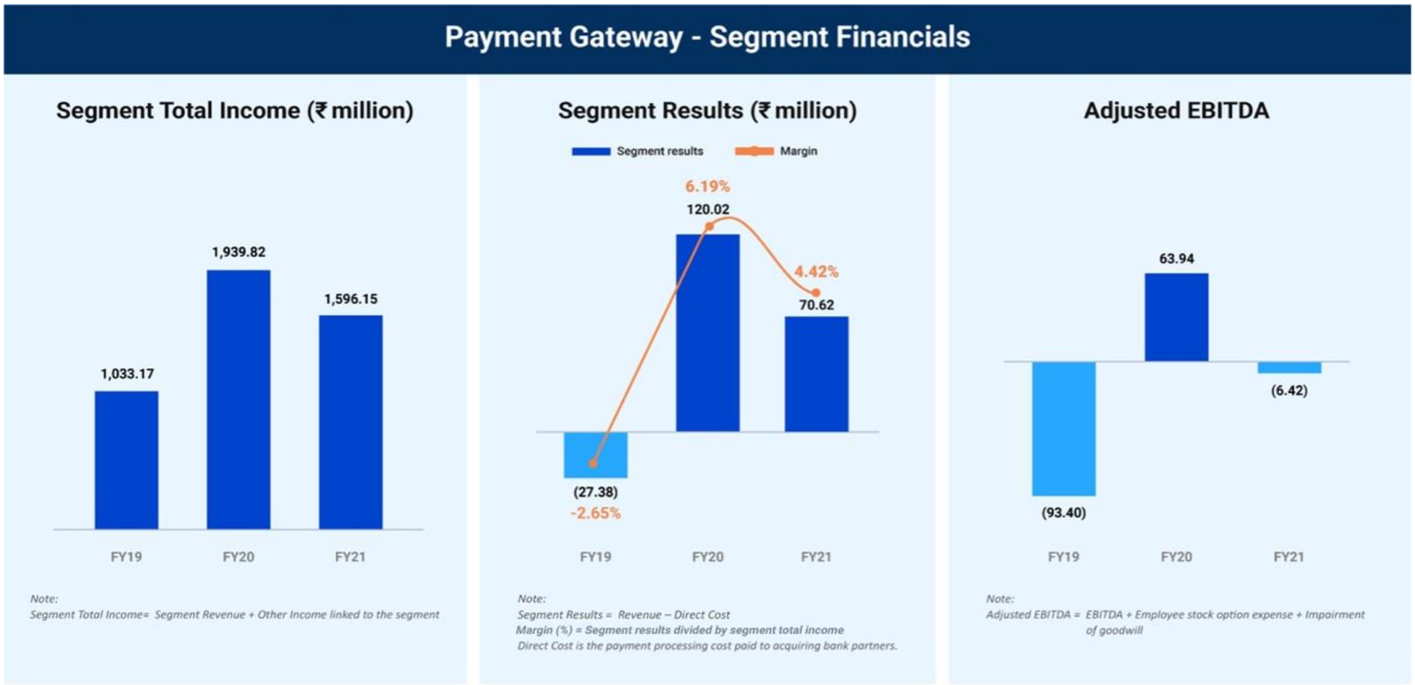
  We earn revenue in the form of merchant fee from online merchants for enabling them to collect payments from their customers using multiple payment options. The revenue is directly linked to the payment gateway GMV and has therefore broadly mirrored the underlying trend.

- ***Key cost drivers***

  Key cost drivers in the payment gateway segment is primarily the payment processing cost paid to the acquiring bank partners.

Segmental Performance Summary

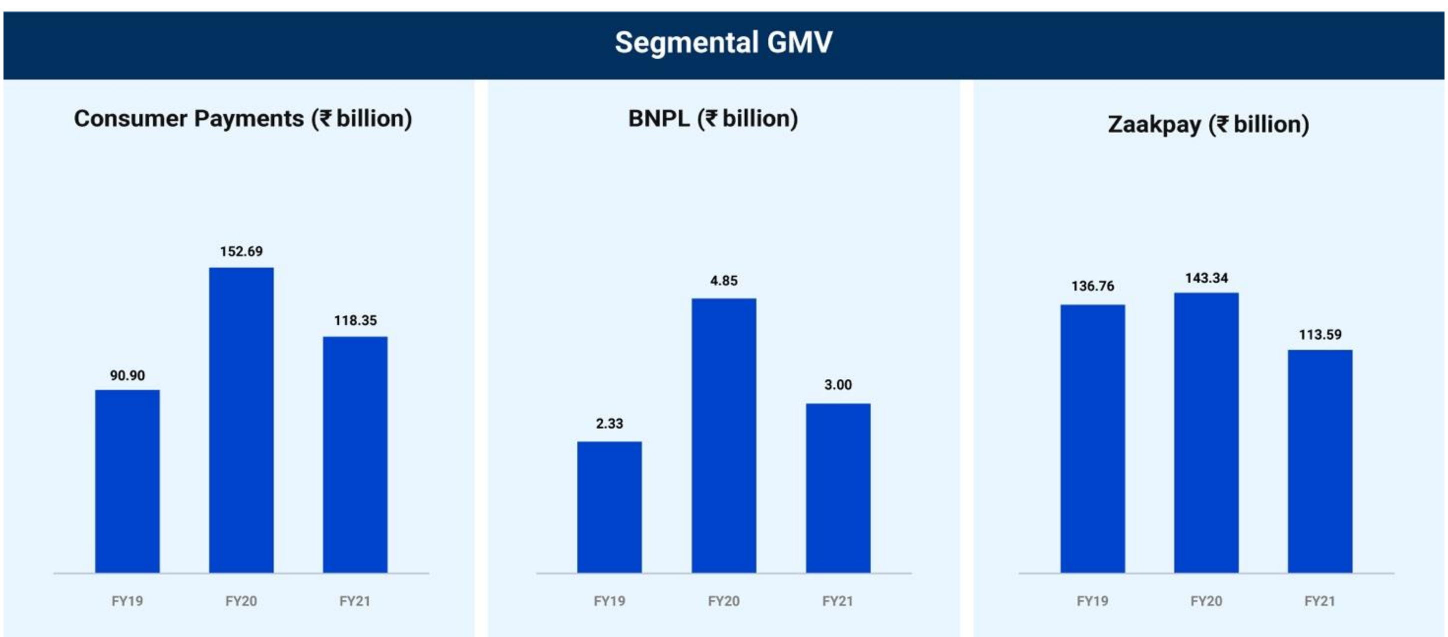
Payment gateway segment results margin (*i.e.* segment results divided by segment total income reflected as a percentage) reduced from 6.19% in Fiscal 2020 to 4.42% in Fiscal 2021. The impact of COVID-19 on our revenue was majorly seen in the categories such as online travel and financial services. Besides, there was a sharp recovery in the second half of Fiscal 2021. The segment benefits from low overhead costs and the profitability is driven by scale.



For reconciliation of Adjusted EBITDA, see "*– Non-GAAP Measures – Reconciliation of Profit/ (Loss) for the Year to Adjusted EBITDA*" on page 303.

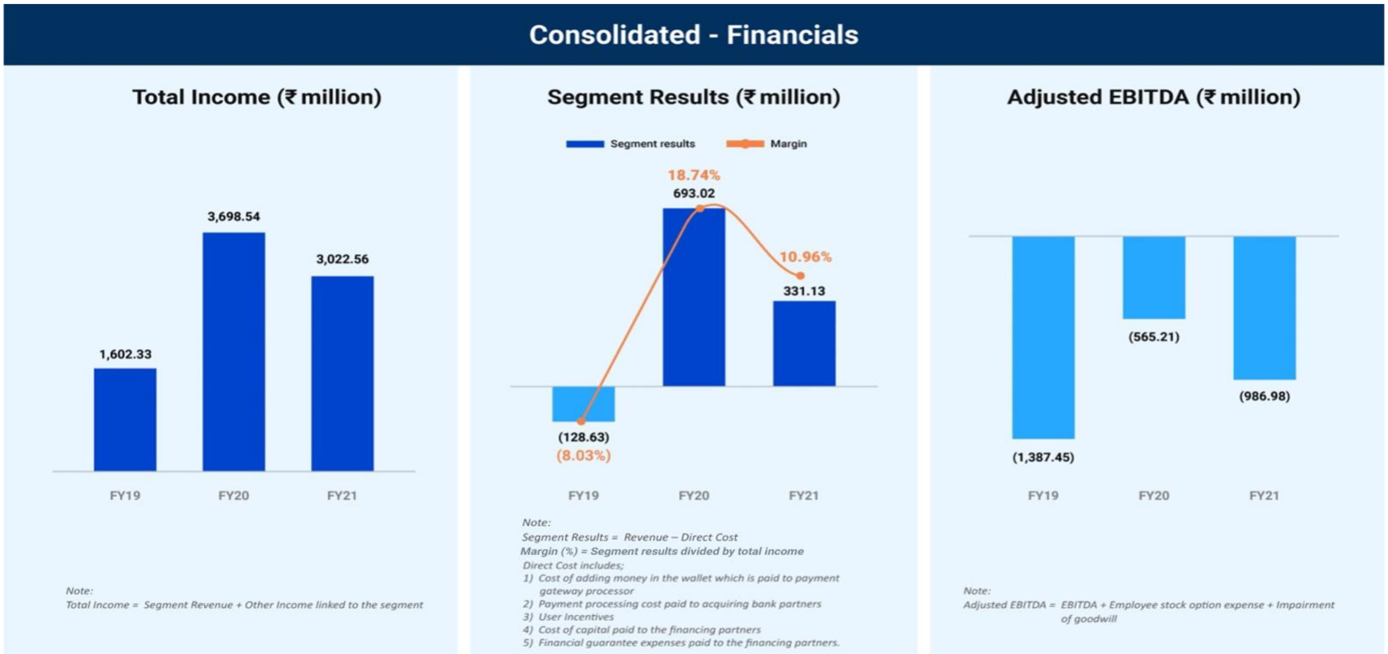
Consolidated Performance Summary

- All the three business segments (consumer payments, BNPL and payment gateway) were impacted by COVID-19 in the first half of Fiscal 2021. However, all the segments witnessed sharp recovery in the second half of Fiscal 2021, led in particular by the BNPL segment, where there also been a concerted effort to drive growth.



- All the three segment results (*i.e.* revenue minus direct cost of the segment) were profitable at the segment level in Fiscal 2020 and Fiscal 2021.

- The trend in Adjusted EBITDA for Fiscal 2021 is a function of the segment result and higher employee spend which highlights our Company's continued focus to invest for growth even in a difficult environment.



For reconciliation of Adjusted EBITDA, see "*– Non-GAAP Measures – Reconciliation of EBITDA, EBITDA Margin, Adjusted EBITDA and Adjusted EBITDA Margin to Loss for the Year*" on page 302.

Principal Components of Income and Expenditure

Income

Our total income include revenue from operations and other income.
Revenue from Operations

We recognise revenue primarily from the following three reportable business segments:

- ***Consumer Payments Segment***: Revenue includes merchant fee collected from a merchant when a user purchases goods or services on a merchant platform and pays via *MobiKwik Wallet*. Further, it also includes convenience fees collected from users under certain categories of services.

- ***Buy Now Pay Later (BNPL) segment***: Revenue includes revenue from our BNPL offerings - *MobiKwik Zip* (which is our flagship 15 day BNPL product), *Zip EMI* (which is a longer tenure credit product) and other credit products. *MobiKwik Zip* product 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. BNPL segment also includes revenue from insurtech, wealthtech and fintech products, platform services specifically designed to drive our credit business and amounts received from online promotions on such platforms.

- ***Payment Gateway Segment***: Revenue includes merchant fee collected from online merchants (websites/apps) for enabling them to collect payments from their users using multiple payment options including debit and credit cards, wallets, unified payments interface (UPI) and net banking.

Other Income

Other income primarily include interest income from financial assets and write-back of provisions / liabilities no longer required

Expenses

Our expenses primarily include employee benefits expenses and other expenses.

Employee Benefits Expenses

Employee benefits expenses primarily include (i) salaries, allowances, and bonus; (ii) gratuity expense; (iii) leave encashment expense; (iv) employee stock options expense (also referred to as share based payments); and (v) contribution to provident and other funds.

Impairment of Goodwill

On January 31, 2019, our Company had acquired 100% shareholding of Harvest Fintech Private Limited. The acquisition was made to diversify our business. In Fiscal 2020, our Company, based on its assessment, had recorded impairment loss entirely allocated to goodwill. For further information, see "*Restated Financial Statements – Note 6 Goodwill*" on page 248. Harvest Fintech Private Limited operates Clearfunds, an online mututal fund platform.

Other Expenses

Other expenses primarily include (i) payment gateway cost, (ii) ECL reflected as financial guarantee expenses (also, see "*Restated Financial Statements –Note 34: Financial Risk Management Objectives and Policies – (i) Credit Risk Management*" and "*- Summary of Significant Accounting Policies- Financial Instruments*" on pages 266 and 319, respectively) and (iii) business promotion. For further information, see "*Restated Financial Statements – Note 26: Other Expenses*" on page 259.

Finance Costs

Finance costs primarily include (i) interest on overdraft facilities, borrowings and lease liability; and (ii) interest on delayed payment of statutory dues.

Depreciation and Amortisation Expenses

Depreciation and amortization expenses primarily include depreciation of computer hardware and company's lease of office space.

Non-GAAP Measures

Earnings before Interest, Taxes, Depreciation and Amortization Expenses ("EBITDA")/ EBITDA Margin/ Adjusted EBITDA/ Adjusted EBITDA Margin

EBITDA and Adjusted EBITDA presented in this Draft Red Herring Prospectus is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, EBITDA and Adjusted EBITDA 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 Adjusted EBITDA is not a standardised term, hence a direct comparison of EBITDA and Adjusted EBTIDA between companies may not be possible. Other companies may calculate EBITDA and Adjusted EBITDA differently from us, limiting its usefulness as a comparative measure. Although EBITDA and Adjusted EBITDA 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, EBITDA Margin, Adjusted EBITDA and Adjusted EBITDA Margin to Loss for the Year

EBITDA is calculated as loss for the period plus total tax expense/ (credit), finance cost, depreciation and amortization expense, while Adjusted EBITDA is calculated as EBITDA plus employee stock options expense and impairment of goodwill. EBITDA Margin is the percentage of EBITDA divided by total income, while Adjusted EBITDA Margin is the percentage of Adjusted EBITDA divided by total income.

The table below reconciles loss for the year to EBITDA, Adjusted EBITDA, EBITDA Margin and Adjusted EBITDA Margin:

Particulars	**Fiscal**		
	2019 (Proforma)	**2020**	**2021**
	(₹ million, except percentages)		
Loss for the year (A)	**(1,479.73)**	**(999.20)**	**(1,113.00)**
Total Tax expense/ (credit) (B)	(32.22)	18.70	10.37
Loss before tax (C=A+B)	**(1,511.95)**	**(980.50)**	**(1,102.63)**
Adjustments:			
Add: Finance Costs (D)	78.21	107.14	71.35
Add: Depreciation and Amortization (E)	15.08	26.99	13.14
Earnings before interest, taxes, depreciation and amortization expenses (EBITDA) (F= C+D+E)	**(1,418.66)**	**(846.37)**	**(1,018.14)**
Total Income (H)	1,602.32	3,698.54	3,022.56
EBITDA Margin (I = F/H) (%)	**(88.54)%**	**(22.88)%**	**(33.68)%**
Employee stock options expense (I)	31.21	232.53	31.16
Impairment of Goodwill (J)	-	48.63	-
Adjusted EBITDA (K = F+I+J)	**(1,387.45)**	**(565.21)**	**(986.98)**
Adjusted EBITDA Margin (L = K/ H) (%)	**(86.59)%**	**(15.28)%**	**(32.65)%**

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Reconciliation of Profit/ (Loss) for the Year to Adjusted EBITDA

Particulars	Consumer Payments			Buy now pay later (BNPL)			Payment Gateway			Unallocable			Eliminations			Total		
	Fiscal			Fiscal			Fiscal			Fiscal			Fiscal			Fiscal		
	2019 (Proforma)	2020	2021	2019 (Proforma)	2020	2021	2019 (Proforma)	2020	2021	2019 (Proforma)	2020	2021	2019 (Proforma)	2020	2021	2019 (Proforma)	2020	2021
	(₹ million)																	
Profit/(Loss) for the year	**(1,193.26)**	**(649.03)**	**(602.73)**	**(180.82)**	**(322.00)**	**(438.46)**	**(95.69)**	**63.19**	**(8.22)**	**70.87**	**(30.65)**	**15.14**	**(80.83)**	**(60.71)**	**(78.73)**	**(1,479.73)**	**(999.20)**	**(1,113.00)**
Tax expense/(credit)	-	-	-	-	-	-	-	-	-	(32.22)	18.70	10.37	-	-	-	(32.22)	18.70	10.37
Profit/(Loss) before tax	**(1,193.26)**	**(649.03)**	**(602.73)**	**(180.82)**	**(322.00)**	**(438.46)**	**(95.69)**	**63.19**	**(8.22)**	**38.65**	**(11.95)**	**25.51**	**(80.83)**	**(60.71)**	**(78.73)**	**(1,511.95)**	**(980.50)**	**(1,102.63)**
Add: Finance costs	-	-	-	-	-	-	-	-	-	78.21	107.14	71.35	-	-	-	78.21	107.14	71.35
Add: Depreciation and amortisation expenses	-	-	-	-	-	-	-	-	-	15.08	26.99	13.14	-	-	-	15.08	26.99	13.14
EBITDA	**(1,193.26)**	**(649.03)**	**(602.73)**	**(180.82)**	**(322.00)**	**(438.46)**	**(95.69)**	**63.19**	**(8.22)**	**131.94**	**122.18**	**110.00**	**(80.83)**	**(60.71)**	**(78.73)**	**(1,418.66)**	**(846.37)**	**(1,018.14)**
Add: Employee stock options expense	25.77	113.18	22.83	3.15	118.60	6.69	2.29	0.75	1.80	-	-	-	-	-	(0.16)	31.21	232.53	31.16
Add: Impairment of goodwill	-	-	-	-	-	-	-	-	-	-	48.63	-	-	-	-	-	48.63	-
Adjusted EBITDA	**(1,167.49)**	**(535.85)**	**(579.90)**	**(177.67)**	**(203.40)**	**(431.77)**	**(93.40)**	**63.94**	**(6.42)**	**131.94**	**170.81**	**110.00**	**(80.83)**	**(60.71)**	**(78.89)**	**(1,387.45)**	**(565.21)**	**(986.98)**

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Results of Operations

Particulars	Fiscal 2019 (proforma)		Fiscal 2020		Fiscal 2021	
	(₹ million)	Percentage of Total Income (%)	(₹ million)	Percentage of Total Income (%)	(₹ million)	Percentage of Total Income (%)
Income						
Revenue from operations	1,484.75	92.66%	3,556.75	96.17%	2,885.71	95.47%
Other income	117.57	7.34%	141.79	3.83%	136.85	4.53%
Total Income	**1,602.32**	**100.00%**	**3,698.54**	**100.00%**	**3,022.56**	**100.00%**
Expenses						
Employee benefits expense	569.02	35.51%	656.89	17.76%	530.31	17.55%
Impairment of goodwill	-	-	48.63	1.31%	-	-
Other expenses	2,451.96	153.03%	3,839.39	103.81%	3,510.39	116.14%
Total expenses	3,020.98	188.54%	4,544.91	122.88%	4,040.70	133.68%
Earning before interest, tax, depreciation and amortisation (EBITDA)	**(1,418.66)**	**(88.54)%**	**(846.37)**	**(22.88)%**	**(1,018.14)**	**(33.68)%**
Finance costs	78.21	4.88%	107.14	2.90%	71.35	2.36%
Depreciation and amortisation expense	15.08	0.94%	26.99	0.73%	13.14	0.43%
Loss before tax	**(1,511.95)**	**(94.36)%**	**(980.50)**	**(26.51)%**	**(1,102.63)**	**(36.48)%**
Current tax	0.07	0.00%	1.62	0.04%	2.89	0.10%
Deferred tax	(32.29)	(2.02)%	17.08	0.46%	7.48	0.25%
Total tax expense/ (credit)	(32.22)	(2.01)%	18.70	0.51%	10.37	0.34%
Loss for the year	**(1,479.73)**	**(92.35)%**	**(999.20)**	**(27.02)%**	**(1,113.00)**	**(36.82)%**
Other comprehensive income (OCI)						
Items that will not be reclassified subsequently to profit or loss:						
Remeasurement of net defined benefit liability	3.61	0.23%	7.55	0.20%	3.02	0.10%
Other comprehensive income for the year	3.61	0.23%	7.55	0.20%	3.02	0.10%
Total comprehensive loss for the year	**(1,476.12)**	**(92.12)%**	**(991.64)**	**(26.81)%**	**(1,109.98)**	**(36.72)%**

Fiscal 2021 compared to Fiscal 2020

Key Developments

The COVID-19 pandemic adversely impacted all three of our business segments due to lockdowns imposed as it impacted the level of economic activity which had a direct bearing on our operations. In addition, it impacted income levels, which impacted our users' ability as well as willingness to transact. For further details, see "- *Key Factors affecting our Financial Condition and Results of Operations*" on page 292.

The first two quarters of Fiscal 2021 bore the burden of the impact, however, the trends from the third quarter of Fiscal 2021 have been strong with the three business segments now either at almost similar or higher levels compared to pre-COVID levels. GMV, at a consolidated level, is also now higher compared to pre-COVID level.

Income

Total income decreased by 18.28% from ₹ 3,698.54 million in Fiscal 2020 to ₹ 3,022.56 million in Fiscal 2021 primarily on account of a decrease in revenue from operations.

Revenue from Operations

Revenues from operations decreased by 18.87% from ₹ 3,556.75 million in Fiscal 2020 to ₹ 2,885.71 million in Fiscal 2021 primarily due to the impact of COVID-19 led restrictions on the economy. In addition, on account of the uncertainty associated with the COVID-19 pandemic, disbursals in the BNPL segment were also impacted in the first half of Fiscal 2021. However, as lockdowns eased in India, our operations started to recover in the third and fourth quarters of Fiscal 2021.

Consumer Payments Segment: Our revenue from operations from consumer payments segment decreased by 9.03% from ₹ 2,302.26 million in Fiscal 2020 to ₹ 2,094.35 million in Fiscal 2021, primarily due to lower level of GMV on account of COVID-19 driven restrictions.

BNPL Segment: Our revenue from operations from Buy Now Pay Later (BNPL) segment decreased by 19.55% from ₹ 743.49 million in Fiscal 2020 to ₹ 598.13 million in Fiscal 2021, primarily due to lower credit disbursement in the first half of Fiscal 2021 due to the uncertainty caused by COVID-19.

Payment Gateway Segment: Our revenue from operations from payment gateway segment decreased from ₹ 511.00 million in Fiscal 2020 to ₹ 193.23 million in Fiscal 2021, primarily due to overall decrease in GMV on account of COVID-19.

Other Income

Other income decreased marginally by 3.48% from ₹ 141.79 million in Fiscal 2020 to ₹ 136.85 million in Fiscal 2021.

Expenses

Total expenses decreased by 11.09% from ₹ 4,544.91 million in Fiscal 2020 to ₹ 4,040.70 million in Fiscal 2021.

Employee Benefits Expenses

Employee benefits expenses decreased by 19.27% from ₹ 656.89 million in Fiscal 2020 to ₹ 530.31 million in Fiscal 2021, primarily due to a significant decrease in employee stock options expense from ₹ 232.53 million in Fiscal 2020 to ₹ 31.16 million in Fiscal 2021.

Other Expenses

Other expenses decreased by 8.57% from ₹ 3,839.39 million in Fiscal 2020 to ₹ 3,510.39 million in Fiscal 2021, primarily due to the following reasons:

- Payment gateway cost decreased by 16.72% from ₹ 1,815.04 million in Fiscal 2020 to ₹ 1,511.60 million in Fiscal 2021. This was in line with the lower GMV.

- Business promotion decreased by 14.08% from ₹ 934.76 million in Fiscal 2020 to ₹ 803.18 million in Fiscal 2021 on account of lower consumer incentives given the lack of economic activity in the first half of Fiscal 2021 due to the COVID-19 related lockdowns.

- Financial guarantee expenses increased by 17.55% from ₹ 496.52 million in Fiscal 2020 to ₹ 583.67 million in Fiscal 2021. This was due to higher ECL provision and credit costs on account of COVID-19. For further information, see "*Restated Financial Statements –Note 34: Financial Risk Management Objectives and Policies – (i) Credit Risk Management*" and "*- Summary of Significant Accounting Policies- Financial Instruments*" on pages 266 and 319, respectively.

- We continued to spend on brand building and our advertisement expense increased from ₹ 3.66 million in Fiscal 2020 to ₹ 64.24 million in Fiscal 2021.

Earnings before Interest, Taxes, Depreciation and Amortisation (EBITDA)

For the various reasons discussed above, EBITDA decreased from ₹ (846.37) million in Fiscal 2020 to ₹ (1,018.14) million in Fiscal 2021, while EBITDA Margin (EBITDA as a percentage of our total income) decreased from (22.88)% in Fiscal 2020 to (33.68)% in Fiscal 2021. For reconciliation of EBITDA and EBITDA Margin, see "– *Non-GAAP Measures – Reconciliation of EBITDA, EBITDA Margin, Adjusted EBITDA and Adjusted EBITDA Margin to Loss for the Year*" on page 302.

Finance Costs

Finance costs decreased by 33.40% from ₹ 107.14 million in Fiscal 2020 to ₹ 71.35 million in Fiscal 2021 primarily due to decrease in borrowing and reduction in non-convertible debentures from ₹ 139.88 million in Fiscal 2020 to ₹ 25.45 million in Fiscal 2021.

Depreciation and Amortisation Expenses

Depreciation and amortisation expenses decreased by 51.32% from ₹ 26.99 million in Fiscal 2020 to ₹ 13.14 million in Fiscal 2021, primarily due to decrease in the depreciation of leased assets, which primarily relate to office space.

Loss for the Year

For the various reasons discussed above, loss for the year increased by 11.39% from ₹ 999.20 million in Fiscal 2020 to ₹ 1,113.00 million in Fiscal 2021.

Fiscal 2020 compared to Fiscal 2019

Income

Total income significantly increased by 130.82% from ₹ 1,602.32 million in Fiscal 2019 to ₹ 3,698.54 million in Fiscal 2020 primarily on account of an increase in revenue from operations.

Revenue from Operations

Revenues from operations increased by 139.55% from ₹ 1,484.75 million in Fiscal 2019 to ₹ 3,556.75 million in Fiscal 2020 as consumer payments and payment gateway segments experienced significant growth on account of increase in New Registered Users as well as rising adoption of digital payments. BNPL segment also benefitted from rising user uptake of credit for transactions.

<u>*Consumer Payments Segment:*</u> Our revenue from operations from consumer payments segment significantly increased by 161.01% from ₹ 882.07 million in Fiscal 2019 to ₹ 2,302.26 million in Fiscal 2020 primarily due to growth in GMV on the back of rapid digitalization and growing preference of users to adopt digital payments.

<u>*BNPL Segment:*</u> Our revenue from operations from BNPL segment significantly increased by 241.82% from ₹ 217.51 million in Fiscal 2019 to ₹ 743.49 million in Fiscal 2020, primarily due to the growth in users who were sanctioned and used *MobiKwik Zip* and *Zip EMI* credit as well as other credit products.

<u>*Payment Gateway Segment:*</u> Our revenue from operations from payment gateway segment increased by 32.67% from ₹ 385.17 million in Fiscal 2019 to ₹ 511.00 million in Fiscal 2020 primarily due to growth in segmental GMV.

Other Income

Other income increased by 20.60% from ₹ 117.57 million in Fiscal 2019 to ₹ 141.79 million in Fiscal 2020.

Expenses

Total expenses increased by 50.44% from ₹ 3,020.98 million in Fiscal 2019 to ₹ 4,544.91 million in Fiscal 2020.

Employee Benefits Expenses

Employee benefits expenses increased by 15.44% from ₹ 569.02 million in Fiscal 2019 to ₹ 656.89 million in Fiscal 2020, primarily due to increase in employee stock options expense from ₹ 31.21 million in Fiscal 2019 to ₹ 232.53 million in Fiscal 2020 due to addition in the senior management team.

Impairment of Goodwill

On January 31, 2019, our Company had acquired 100% shareholding of Harvest Fintech Private Limited. This resulted in a goodwill of ₹ 48.63 million being set-up on the date of acquisition. In Fiscal 2020, our Company, based on its assessment, had recorded impairment loss entirely allocated to goodwill. For further information, see "*Restated Financial Statements – Note 6 Goodwill*" on page 248.

Other Expenses

Other expenses increased by 56.58% from ₹ 2,451.96 million in Fiscal 2019 to ₹ 3,839.39 million in Fiscal 2020, primarily due to the following reasons:

- Payment gateway cost increased by 70.94% from ₹ 1,061.79 million in Fiscal 2019 to ₹ 1,815.04 million in Fiscal 2020 in line with the growth in GMV.

- Financial guarantee expenses increased from ₹ 117.70 million in Fiscal 2019 to ₹ 496.52 million in Fiscal 2020 on account of increase in disbursal in the BNPL segment. Further, additional provision for losses due to uncertainty in macro-economic situation induced by COVID-19 was also recognised. For further information, see "*Restated Financial Statements –Note 34: Financial Risk Management Objectives and Policies – (i) Credit Risk Management*" and "- *Summary of Significant Accounting Policies- Financial Instruments*" on pages 266 and 319, respectively.

- Business promotion increased by 32.01% from ₹ 708.10 million in Fiscal 2019 to ₹ 934.76 million in Fiscal 2020 to contribute to the growth of our business.

Earnings before Interest, Taxes, Depreciation and Amortisation (EBITDA)

For the various reasons discussed above, EBITDA improved from ₹ (1,418.66) million in Fiscal 2019 to ₹ (846.37) million in Fiscal 2020, while EBITDA Margin (EBITDA as a percentage of our total income) increased from (88.54)% in Fiscal 2019 to (22.88)% in Fiscal 2020, primarily due to strong growth in revenue from operations. For reconciliation of EBITDA and EBITDA Margin, see "*– Non-GAAP Measures – Reconciliation of EBITDA, EBITDA Margin, Adjusted EBITDA and Adjusted EBITDA Margin to Loss for the Year*" on page 302.

Finance Costs

Finance costs increased by 36.99% from ₹ 78.21 million in Fiscal 2019 to ₹ 107.14 million in Fiscal 2020 primarily due to an increase in borrowings and the resulting interest expense.

Depreciation and Amortisation Expenses

Depreciation and amortisation expenses increased by 78.98% from ₹ 15.08 million in Fiscal 2019 to ₹ 26.99 million in Fiscal 2020, primarily due to increase in the depreciation of leased assets, which primarily relates to office space.

Loss for the Year

For the various reasons discussed above, loss for the year decreased by 32.47% from ₹ 1,479.73 million in Fiscal 2019 to ₹ 999.20 million in Fiscal 2020.

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 Offer, 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		
	2019 (Proforma)	2020	2021
	(₹ million)		
Net cash (used in) operating activities	(1,383.15)	(182.52)	(345.06)
Net cash generated from investing activities	734.67	131.60	104.92
Net cash generated from/ (used in) financing activities	544.16	(231.95)	725.72
Net (decrease)/ increase in cash and cash equivalents	(104.32)	(282.87)	485.58
Cash and cash equivalents at the end of the year	(179.86)	(462.73)	22.85

For further information, see "*Restated Financial Statements – Restated Consolidated Statement of Cash Flows*" on page 223.

Operating Activities

Fiscal 2021

Net cash used in operating activities for Fiscal 2021 was ₹ 345.06 million, while our operating loss before working capital changes was ₹ 469.69 million. The difference was primarily attributable to increase in trade receivables, other financial assets and other current assets of ₹ 209.59 million, ₹ 446.74 million and ₹ 353.57 million, respectively, which was partially offset by decrease in bank balances (escrow and nodal accounts) of ₹ 570.19 million and increase in other financial liabilities and trade payables of ₹ 94.93 million and ₹ 416.77 million, respectively.

Fiscal 2020

Net cash used in operating activities for Fiscal 2020 was ₹ 182.52 million, while our operating loss before working capital changes was ₹ 170.75 million. The difference was primarily attributable to increase in bank balances (escrow and nodal accounts) and other financial assets of ₹ 431.11 million and ₹ 48.94 million, respectively, though partially offset by increase in trade payables and other financial liabilities of ₹ 294.68 million and ₹ 114.06 million, respectively, as well as decrease in other current assets of ₹ 159.93 million.

Fiscal 2019

Net cash used in operating activities for Fiscal 2019 was ₹ 1,383.15 million, while our operating loss before working capital changes was ₹ 1,343.43 million. The difference was primarily attributable to increase in bank balances (escrow and nodal accounts), trade receivables and other current assets of ₹ 500.93 million, ₹ 149.90 million and ₹ 83.39 million, respectively, which was partially offset by decrease in other financial assets of ₹ 113.42 million and increase in other financial liabilities and trade payables of ₹ 298.98 million and ₹ 293.47 million, respectively.

Investing Activities

Fiscal 2021

Net cash generated from investing activities for Fiscal 2021 of ₹ 104.92 million, primarily included redemption of bank deposits not considered in cash and cash equivalents, interest received on bank deposits and proceeds from sale of mutual funds of ₹ 257.48 million, ₹ 60.09 million and ₹ 38.12 million, respectively, which was offset by investment in bank deposits not considered in cash and cash equivalents of ₹ 236.98 million.

Fiscal 2020

Net cash generated from investing activities for Fiscal 2020 of ₹ 131.60 million, primarily included interest received on bank deposits and redemption of bank deposits not considered in cash and cash equivalents of ₹ 89.07 million and ₹ 71.29 million, respectively, which was partially offset by investment in mutual funds and investment in bank deposits of ₹ 35.00 million and ₹ 15.35 million, respectively.

Fiscal 2019

Net cash generated from investing activities for Fiscal 2019 of ₹ 734.67 million, primarily included redemption of bank deposits not considered in cash and cash equivalents of ₹ 1,913.28 million which was partially offset by investment in bank deposits not considered in cash and cash equivalents of ₹ 1,221.95 million.

Financing Activities

Fiscal 2021

Net cash generated from financing activities for Fiscal 2021 of ₹ 725.72 million and primarily included proceeds from issuance of preference shares of ₹ 998.30 million, which was partially offset by repayment of short-term borrowings, repayment of non-convertible debenture, and interest and other borrowing cost of ₹ 75.00 million, ₹ 114.55 million and ₹ 72.19 million, respectively.

Fiscal 2020

Net cash used in from financing activities for Fiscal 2020 of ₹ 231.95 million and primarily included repayment of non-convertible debentures, repayment of short-term borrowings, and interest and other borrowing cost ₹ 120.00 million, ₹100.00 million and ₹ 101.00 million, respectively, which was partially offset by proceeds from issuance of preference shares and short-term borrowings of ₹ 35.74 million and ₹ 75.00 million, respectively.

Fiscal 2019

Net cash generated from financing activities of ₹ 544.16 million in Fiscal 2019 and primarily included proceeds from issuance of preference shares, proceeds from non-convertible debentures and proceeds from short-term borrowing of ₹ 262.86 million, ₹ 300.00 million and ₹ 100.00 million, respectively, which was partially offset by interest and other borrowing cost and repayment of non-convertible debentures of ₹ 72.19 million and ₹ 40.00 million, respectively.

Indebtedness

As of March 31, 2021, we had total borrowings (consisting of secured short term borrowings) of ₹ 605.93 million. For further information on our indebtedness, see "*Financial Indebtedness*" on page 326.

The following table sets forth certain information relating to our outstanding indebtedness as of March 31, 2021, and our repayment obligations in the periods indicated:

Particulars	**As of March 31, 2021 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	580.48	580.48	-	-	-
Secured non-convertible debentures	25.45	25.45	-	-	-
Total Borrowings	**605.93**	**605.93**	**-**	**-**	**-**

Contingent Liabilities and Off-Balance Sheet Arrangements

The summary of our contingent liabilities as per Ind AS 37 as on March 31, 2021, as indicated in our Restated Financial Statements are as follows:

Particulars	**As of March 31, 2021 (₹ million)**
(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
- Amount paid under protest relating to the above matter	0.83
(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	-

** Subsequent to March 31, 2021, our Company received an assessment order dated June 15, 2021 ("**Assessment Order**") imposing a demand of ₹ 583.00 million on account of additions made under section 68 of the Income Tax Act, 1961 for Fiscal 2017. 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 Fiscal. Subsequently, our Company filed a writ petition dated July 2, 2021 against the Assessment Order before the High Court of Delhi, pursuant to which the High Court of Delhi through its order dated July 7, 2021 quashed the Assessment Order under which a payment of ₹ 583.00 million was demanded from our Company and reinstated the assessment proceedings from the date of the notice dated June 11, 2021.*

For further details of our contingent liabilities as per Ind AS 37 as on March 31, 2021, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Outstanding Litigation and Material Developments*" and "*Financial Statements*" beginning on pages 292, 328 and 215, 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 March 31, 2021, aggregated by type of contractual obligation:

Particulars	**Payment due by period**		
	Within 1 year	**Between 1 - 5 years**	**Total**
	(₹ million)		
Trade payables	851.86	-	851.86
Financial guarantee obligation	757.22	-	757.22
Borrowings	580.48	-	580.48
Other financial liabilities	2,071.33	0.35	2,071.68
Total	**4,260.89**	**0.35**	**4,261.24**

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	**As of March 31,**		
	2019 (Proforma)	**2020**	**2021**
	(₹ million)		
Property, plant and equipment	11.86	8.00	9.39
Right-of-use Assets	64.16	43.50	-
Capital Work in Progress	-	-	-
Other Intangibles	0.32	-	-
Total	**76.34**	**51.50**	**9.39**

Related Party Transactions

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. For further information relating to our related party transactions, see "*Restated Financial Statements– Note 36: Related Party Disclosures*" on page 271.

Changes in Accounting Policies

Our audited consolidated financial statements for Fiscal 2021 are the first annual audited consolidated financial statements prepared in accordance with Ind AS. For periods up to and including Fiscal 2020, we prepared our consolidated financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013 and other relevant provisions of the Act ("**Indian GAAP**"). Accordingly, we prepared consolidated financial statements, which comply with Ind AS applicable for periods ending on March 31, 2021, together with the comparative period data as at and for the year ended March 31, 2020. In preparing these consolidated financial statements, our opening balance sheet was prepared as at April 1, 2019, our date of transition to Ind AS. In addition, the restated consolidated financial information for the year ended March 31, 2019 have been prepared on proforma basis in accordance with requirements of SEBI Circular No.- SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 and Guidance Note On Reports in Company

Prospectuses issued by ICAI, as amended/revised. For the purpose of proforma restated consolidated financial information for the year ended March 31, 2019, we have followed the same accounting policy and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) as initially adopted on the transition date, *i.e.* April 1, 2019. For further information, see "*Restated Financial Statements – Note 43: First Time Adoption of Ind AS*" and "*Restated Financial Statements – Summary of Significant Accounting Policies*" and "*Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Presentation of Financial Information*" on pages 228 and 14, respectively. Accordingly, other than as disclosed above, there have been no changes in our accounting policies during Fiscals 2019, 2020 and 2021.

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. Our previous statutory auditors in each of their audit reports on our consolidated financial statements for Fiscals 2019 and 2020 also qualified this matter. 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. Pending regularisation of the above non-compliance, it is not possible to quantify the extent to which the liability, if any, may materialise on our Company and its consequential impact on the consolidated financial statements, on the regularisation of this non-compliance. For further information, see "*Restated Financial Statements – Note 44 – Notes to Adjustments – Non – adjusted items*" and "*Summary of Offer Document – Qualifications of the Auditors*" on pages 287 and 21, respectively.

Material Uncertainty related to Going Concern

Our previous statutory auditors had included a material uncertainty related to going concern in each of their audit reports on our consolidated financial statements for Fiscals 2019 and 2020 highlighting that our ability to continue as a going concern is significantly dependent upon raising further capital and improvement in our operations, which indicates that a material uncertainty exists that may cast significant doubt on our ability to continue as a going concern. However, our previous statutory auditors' opinions in their audit reports on our consolidated financial statements for Fiscals 2019 and 2020 are not modified in relation to this matter. Our Statutory Auditors did not include a similar matter in their audit report on our consolidated financial statements for Fiscal 2021. For further information, see "*Restated Financial Statements – Note 44 – Notes to Adjustments – Non – adjusted items – (i) Auditor's Comments in the Independent Auditors' Report – Financial Year ended 31 March 2020 – (c) Material uncertainty related to Going Concern*" and "*Restated Financial Statements – Note 44 – Notes to Adjustments – Non – adjusted items – (i) Auditor's Comments in the Independent Auditors' Report – Financial Year ended 31 March 2019 – (b) Material uncertainty related to Going Concern*" on pages 288 and 288, respectively.

Emphasis of Matter

Our previous statutory auditors had included certain emphasis of matters regarding the uncertainties and impact of COVID-19, and uncertainties around the recoverability of loans facilitated by us due to the implementation of COVID-19 RBI Regulatory Package in relation to moratorium and restructuring of these loans offered by the lending partner, in their audit report to the consolidated financial statements for Fiscal 2020. For further information, see "*Restated Financial Statements – Note 44 – Notes to Adjustments – Non – adjusted items*" and "*Summary of Offer Document – Qualifications of the Auditors*" on pages 287 and 21, respectively.

In addition, the Statutory Auditors and previous statutory auditors have also made certain comments in terms of the requirements specified in the Companies (Auditors Report) Order 2016, as amended (CARO), in their respective reports included as an annexure to their respective auditors' report on our audited consolidated financial statements as of and for the years ended March 31, 2019, 2020 and 2021, as applicable. For further information, see "*Restated Financial Statements – Note 44 – Notes to Adjustments – Non – adjusted items*" on page 287.

Quantitative and Qualitative disclosures about Market Risk

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 contract assets) 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.

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).

Buy Now Pay Later (BNPL)

Our exposure to credit risk is from the BNPL business in which we facilitate credit to our users through financing partners. Our Company provides financial guarantees on the BNPL 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. We manage and control credit risk by setting limits on the amount of risk we are willing to accept for individual counterparties 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 BNPL segment. 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 specialize in - defining risk policy, creating machine learning based scoring algorithms for underwriting, and managing portfolio risk using data analytics.

We have established a periodic credit quality review process to provide early identification of possible changes in the creditworthiness of counterparties. Counterparty limits are established by the use of a credit risk classification system, which assigns each counterparty a risk rating. Risk ratings are subject to regular revision. The credit quality review process aims to allow us to assess the potential loss as a result of the risks to which it is exposed and take corrective actions. Repayment by users is tracked regularly, learning models are upgraded with new data and required steps for recovery are taken through follow ups and legal recourse.

Expected credit loss on financial guarantee contract

We have, based on current available information and based on the policy approved by our Board of Directors, calculated impairment loss allowance in our BNPL business using the expected credit loss (ECL) model to cover the guarantees provided to the financing partners.

For further information, see "*Restated Financial Statements –Note 34: Financial Risk Management Objectives and Policies – (i) Credit Risk Management*" on page 266.

Liquidity Risk

Our Board of Directors have established a liquidity risk management framework for the management of our short, medium and long-term funding and liquidity management requirements. Our principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. We manage liquidity risk by maintaining reserves, banking facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

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. We aim to ensure optimization of cash through fund planning and 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.

For further information, see "*Restated Financial Statements –Note 34: Financial Risk Management Objectives and Policies*" on page 266.

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 other events or transactions that, to our knowledge, may be described as "unusual" or "infrequent".

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 26. 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 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 26, 135 and 292 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 150.

Competitive Conditions

We operate in a competitive environment. See "*Our Business*", "*Industry Overview*" and "*Risk Factors*" on pages 135, 122 and 26, respectively, for further details on competitive conditions that we face across our various business segments.

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 2021 compared to Fiscal 2020*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Fiscal 2020 compared to Fiscal 2019*" above on pages 304 and 306, respectively.

Segment Reporting

Our reportable segments are: (i) consumer payments; (ii) buy now pay later (BNPL); and (iii) payment gateway. For further information, see "*Restated Financial Statements – Note 35: Segment Reporting*" on page 270.

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 March 31, 2021 that may affect our future results of operations

- In June 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. For further information, see "*Capital Structure – Notes to Capital Structure – Share Capital History*" on pages 84.
- In June 2021, our Company had undertaken certain corporate actions, including bonus issue, conversion of CCPS and sub-division of equity shares. For further information, see "*Capital Structure – Notes to Capital Structure – Share Capital History*" on page 84.

Except as disclosed above and elsewhere in this Draft Red Herring Prospectus, there have been no significant developments after March 31, 2021, 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.

Summary of Significant 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.	Company	Country of Incorporation	Nature	Percentage of ownership as on March 31,		
				2021	2020	2019 (Proforma)
1	ZAAK EPAYMENT SERVICES PRIVATE LIMITED	India	Subsidiary	100%	100%	100%
2	MOBIKWIK FINANCE PRIVATE LIMITED	India	Subsidiary	100%	100%	100%
3	MOBIKWIK CREDIT PRIVATE LIMITED	India	Subsidiary	100%	100%	100%
4	HARVEST FINTECH PRIVATE LIMITED	India	Subsidiary	100%	100%	100%

Significant Accounting Judgements, Estimates and Assumptions

The preparation of Restated Financial Statements in 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 Financial Statements:

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 and unabsorbed depreciation carried forward amounting to ₹ 7,190.79 million, as of March 31, 2021 (March 31, 2020: ₹ 6,678.20 million; March 31, 2019 (proforma): ₹ 6,008.02 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) Impairment of goodwill

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill recognised by the Group. During the previous year, the Group has recognised impairment allowance of goodwill amounting to ₹ 48.63 million. The key assumptions used to determine the recoverable amount for the goodwill and estimates involved in recognition of impairment loss, are disclosed, and further explained in Note 6 of the Restated Financial Statements. Refer to "*Restated Financial Statements – Note 6 Goodwill*" on page 248.

c) 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 and servicing of loans;
- 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, servicing of loans and delayed payment penalty fees:

Share in interest income 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. Servicing fee related to loan facilitation services, collection, monitoring etc is recognised over the tenure of loan. Penalty fees for customer defaults i.e. delayed payment of instalment of loan product, is recognised as revenue on receipt of payment from customer.

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.

Recent pronouncements

On March 24, 2021, the Ministry of Corporate Affairs (MCA) through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021.

For further information, see "*Restated Financial Statements – Summary of Significant Accounting Policies*" on page 228.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at March 31, 2021, as derived from our Restated Financial Statements. 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 292, 215 and 26, respectively.

(in ₹ million)

Particulars	Pre-Offer as at March 31, 2021	As adjusted for the Offer
Borrowings		
Non-current borrowings (I)	-	[●]
Current maturity of non-convertible debentures (II)	25.45	[●]
Current borrowings (III)	580.48	
Total borrowings (IV = I + II + III)	**605.93**	[●]
Equity		
Equity share capital (V)	10.05	[●]
Instruments entirely equity in nature (VI)	144.27	[●]
Other Equity (VIII)	(354.45)	[●]
Total Equity (VIII = V + VI + VII)	**(200.13)**	[●]
Total borrowings/ Total Equity (VIII = IV/ VIII)	**(3.03)**	[●]

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 March 31, 2021.*
2) *The Company is proposing to have public issue of shares comprising of Offer for Sale by the Selling Shareholders and issue of new Equity Shares.*
3) *The corresponding post-Offer 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 purposes of our Company, 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 191.

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. 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 at May 31, 2021:

Category of borrowing	Sanctioned amount (in ₹million)	Outstanding amount as at May 31, 2021 (in ₹million)*
Our Company		
Overdraft facilities	650.00	573.62
Short term loan	200.00	-
Zaak ePayment		
Overdraft facility	95.00#	49.14##
Total	**945.00**	**622.76**

 # Includes ₹ 45.00 million of non-cash credit limit
This is against the non-cash credit limit as ₹ 45 million of bank guarantee has been issued.
** As certified by V P G S & Co, Chartered Accountants pursuant to their certificate dated July 12, 2021.*

Principal terms of the borrowings availed by our Company and our Subsidiaries:

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 9.55% to 10.10% per annum.

2. ***Tenor:*** The tenor of the facilities availed by us typically ranges from five days to one year.

3. ***Security:*** In terms of our borrowings where security needs to be created, we are typically required to:

   (a) Fixed exclusive pari passu charge and hypothecation on the current assets of the Company;
   (b) Fixed exclusive pari passu charge and hypothecation on the movable and fixed assets of the Company;
   (c) Personal Guarantees by our Promoters; and
   (d) Collaterals in the form of cash margin.

   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 pre pay 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.

6. ***Key covenants:***

   In terms of our facility agreements and sanction letters, we are required to:

   (a) provide audited or unaudited financial statements;
   (b) monitor compliance with financial covenants;
   (c) monitor end-use of the facility amounts for stated purpose for which the facility is availed;
   (d) intimate and/or take prior consent of the lenders about change in line of business or change in ownership or control or management control;
   (e) intimate and/or take prior consent of the lenders about change in capital structure or shareholding pattern;

(f) take prior consent from the lenders for entering into any scheme for merger, de-merger, arrangement, reconstruction, consolidation or reorganisation or undertake any scheme for composition or arrangement with creditors;
(g) observe restrictions on further indebtedness;
(h) take prior consent of lenders before modification / amendment in the constitutional documents of our Company;
(i) observe restrictions on further investments over and above the specified threshold;
(j) take prior consent of lenders before declaration of dividend subject to certain conditions ;
(k) take prior consent of lenders before dilution in promoters' shares in our Company; and
(l) intimate and/or take prior consent of the lenders for any change to its board of directors or management.

7. ***Events of Default:***

In terms of our facility agreements, sanction letters and offering memorandums, the following, among others, constitute as events of default:

(a) failure and inability to pay amounts on the due date;
(b) violation of any covenant of the relevant agreement or any other borrowing agreement;
(c) upon shareholding of our Promoters in our Company falling below a certain threshold;
(d) any material adverse effect which would have an effect on our ability to repay the facilities availed;
(e) suspension or cessation of business;
(f) default under any other financing documents, mortgage, indenture or other related instrument;
(g) any circumstance of expropriation or unlawfulness for continuance of facility;
(h) default in the fulfilment of any obligation towards existing lenders; and
(i) revocation of material operating licenses, regulatory authorizations and other approvals.

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:

(a) withdraw or cancel the sanctioned facilities;
(b) enforce their security over the hypothecated / mortgaged assets;
(c) seek immediate repayment of all or part of the outstanding amounts under the respective facilities; and
(d) initiate legal proceedings for recovery of their dues; and
(e) appoint a nominee director on the board.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no outstanding (i) criminal proceeding; (ii) actions taken by regulatory or statutory authorities; (iii) disciplinary action including penalty imposed by the SEBI or stock exchanges against our Promoters in the last five Fiscals, including outstanding action; (iv) claims related to direct and indirect taxes in a consolidated manner; and (v) 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 on July 7, 2021, 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 action 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:

a) 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 Financial statements, i.e. ₹ 30.22 million; or

b) such pending litigation is material from the perspective of Company's business, operations, financial results, prospects or reputation, irrespective of the amount involved in such litigation.

Further, as of the date of this Draft Red Herring Prospectus, there is one company, Pivotchain Solution Technologies Private Limited, apart from our Subsidiaries, with which our Company has entered into related party transactions during the period for which Restated Financial Statements have been disclosed in this Draft Red Herring Prospectus. However, our Company has already disassociated with Pivotchain Solution Technologies Private Limited as of date of this Draft Red Herring Prospectus and accordingly an exemption application dated July 12, 2021 been submitted with SEBI, seeking an exemption from considering and disclosing Pivotchain Solution Technologies Private Limited as a group company in accordance with the SEBI ICDR Regulations. Accordingly, there are no cases in relation to outstanding litigation involving our group company that may have a material impact on our Company. For further details, please see the section entitled "Our Group Companies" beginning on page 212.

*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 July 7, 2021, has considered and adopted a policy of materiality for 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 exceed ₹ 42.59 million, which is 5 % of the total outstanding dues (that is trade payables) of our Company as per the latest Restated Financial Statements 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 ₹ 42.59 million 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 Company, its Subsidiaries, its Directors or Promoters shall not be considered as litigation until such time that any of the Company, its Subsidiaries, its Directors or Promoters, as the case may be, 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 Draft Red Herring Prospectus.

I. Litigation involving our Company

A. Outstanding criminal proceedings involving our Company

Criminal proceedings initiated against our Company

As on the date of this Draft Red Herring Prospectus, 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. Based on further investigation, charge sheets have been filed against two more individuals in relation to the matter. Subsequently, four individuals instituted petitions for quashing the FIR against them before the Punjab and Haryana High Court, out of which three petitions have been allowed and one is pending. As of the date of this Draft Red Herring Prospectus, the Company has recovered ₹ 104.85 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.

B. Action 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.

C. Material outstanding litigation involving our Company

Material civil litigation initiated against our Company

1. State Bank of India ("**Plaintiff**") has filed a plaint for instituting a civil suit filed against our Company and four other defendants, before the Bangalore City Civil Court ("**City Civil Court**") 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. This matter is currently pending.

2. A petition has been filed by Gupshup Technology India Private Limited ("**Gupshup**") against our Company under Section 9 of the Insolvency & Bankruptcy Code, 2016, before the National Company Law Tribunal, Chandigarh Bench, seeking the initiation of corporate insolvency resolution process against our Company. It has been alleged that an amount of ₹16.14 million (including interest) is payable by our Company to Gupshup. A reply has been filed by our Company on June 7, 2021 along with an application seeking condonation of 33 days in filing the reply on account of prevailing COVID-19 restrictions. This matter is currently pending.

3. A petition has been filed by M/s Crayon Software Experts India Private Limited ("**Crayon**") against our Company under Section 9 of the Insolvency & Bankruptcy Code, 2016, before the National Company Law Tribunal, Chandigarh Bench, seeking the initiation of corporate insolvency resolution process against our Company. It has been alleged in the petition that an amount of ₹ 10.07 million (including interest) is payable by our Company to Crayon. An advance notice has been served in the matter by Crayon. As of the date of this Draft Red Herring Prospectus, the Company has not received any notice from the Tribunal. This matter is currently pending.

Civil litigation under Insolvency & Bankruptcy Code, 2016 for which settlement agreements have been entered into

Two other matters had been initiated against our Company under the Insolvency & Bankruptcy Code, 2016 before the National Company Law Tribunal, Chandigarh Bench (**"NCLT Chandigarh"**). However, our Company has entered into settlement agreements with the entities that had initiated the matters, and filed withdrawal applications with the NCLT Chandigarh. These matters are currently pending disposal by the NCLT and are described below.

1. A petition has been filed by Arve Digital Media Private Limited ("**Arve**") against our Company under Section 9 of the Insolvency & Bankruptcy Code, 2016, before the NCLT Chandigarh, seeking the initiation of corporate insolvency resolution process against our Company. It has been alleged in the petition that an amount of ₹ 2.56 million (including interest) is payable by our Company to Arve. Subsequently, Arve and our Company entered into a settlement agreement dated March 12, 2021, pursuant to which our Company has made a payment of ₹ 1.18 million. Thereafter, a withdrawal application along with settlement agreement and affidavit has been filed by Arve before NCLT, Chandigarh. This matter is currently pending.

2. A petition has been filed by Oslabs Technology India Private Limited ("**Oslabs**") against our Company under Section 9 of the Insolvency & Bankruptcy Code, 2016, before the NCLT Chandigarh, seeking the initiation of corporate insolvency resolution process against our Company. It has been alleged in the petition that an amount of ₹ 2.12 million (including interest) is payable by our Company to Oslabs. Oslabs and our Company entered into a settlement agreement dated May 27, 2021, pursuant to which our Company has made a payment of ₹ 1.10 million. Thereafter, a withdrawal application along with settlement agreement has been filed by Oslabs before NCLT, Chandigarh. This matter is currently pending.

Consumer matters

Our Company is involved in a total of nine 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 is no outstanding material civil litigation initiated by our Company.

D. Other Matters

1. A former company secretary of our Company had resigned with effect from September 30, 2015. As a consequence, our Company was required to fill the vacancy of company secretary within six months from September 30, 2015. However, the said vacancy was filled on September 5, 2016. A compounding application dated June 10, 2021 has been filed *suo moto* by our Company and the Founder Promoters (collectively, the "**Applicants**") under Section 441 of the Companies Act, 2013, before the Regional Director, Northern Region, situated at New Delhi ("**Regional Director**") in this regard for compounding of non-compliance of Rule 8A of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Section 203 of the Companies Act, 2013. The Applicants have submitted that the non-compliance in question was without any mala fide intention, and had already been made good. The Applicants have prayed for compounding of the aforesaid non-compliance by imposition of such fee as the Regional Director deems fit. The matter is currently pending.

2. Our Company had received ₹ 472.5 million and ₹ 707.5 million in 2016 and 2017 respectively, under private placement/ preferential allotment of preference shares. An amount of ₹ 100 million from ₹ 472.5 million and ₹ 451.7 million from ₹ 707.5 million were utilised towards payments for business purposes prior to allotment of preference shares to the investors. These preference shares were subsequently allotted to the investors. A compounding application dated April 19, 2021 has been filed *suo moto* by the Company and one of our Founder Promoters, Bipin Preet Singh (collectively, the "**Applicants**"), under Section 441 of the Companies Act, 2013, before the Regional Director, Northern Region, situated at New Delhi ("**Regional Director**") in this regard for compounding of non-compliance of Section 42(4), 42(6) and 42(10) read with Section 450 of the Companies Act, 2013. The Applicants have submitted that the non-compliance in question was without any *mala fide* intention, and had already been made good. The Applicants have prayed for compounding of the aforesaid non-compliances by imposition of such fee as the Regional Director deems fit. The matter is currently pending.

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.

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.

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.

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.

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.

III. Litigation involving our Directors

A. Outstanding criminal proceedings involving our Directors

Criminal proceedings against our Directors

1. Asif Khan **("Complainant")** has filed a criminal complaint ("**Complaint**") against our Founder Promoters and Directors Upasana Rupkrishan Taku and Bipin Preet Singh before the Judicial Magistrate First Class, Indore on September 24, 2019. The Complaint alleges that an amount of ₹ 99,234 was transacted from the Complainant's credit card through the *MobiKwik* platform without his knowledge and authorisation and that the Complainant has not received a satisfactory response or a refund from our Company's customer care systems. The matter is currently pending.

2. Dharmendra Singh (**"Complainant")** has filed a first information report under certain sections of the Indian Penal Code, 1860 and the IT Act on April 15, 2015 with the Kotawali Police Station, Etah, Uttar Pradesh against unnamed accused persons. The Complainant has alleged that on April 12, 2015, ₹ 16,500 was withdrawn from his bank account through the *MobiKwik* platform without his knowledge and authorization. As part of the investigation, the Crime Branch Cell, Etah requested the dispute management team of our Company to submit details regarding the transaction in May 2015. Our Company provided the requisite information to the Crime Branch Cell, Etah on June 8, 2015. The matter is currently pending.

Criminal proceedings initiated by our Directors

1. Chandan Joshi, one of our Directors (**"Complainant"**) has filed a case under Section 138 of the Negotiable Instruments Act, 1881 on November 5, 2019 against a certain Manish Kakkar ("**Defendant**") in relation to the dishonour of a cheque of ₹ 150,000 drawn out in the favour of the Complainant by the Defendant. The case has been instituted before the court of Metropolitan Magistrate, Jaipur and is currently pending.

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.

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.

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 Director.

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 page 331, 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.

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.

C. Material outstanding litigation involving our Promoters

Material civil litigations against our Promoters

As on the date of this Draft Red Herring Prospectus there are no outstanding criminal proceedings initiated against our Promoters.

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.

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	6*	4.14#
Indirect tax	1*	78.63
Subsidiaries		
Direct tax	-	-
Indirect tax	2	21.22
Directors		
Direct tax	-	-
Indirect tax	-	-
Promoters		
Direct tax	-	-
Indirect tax	-	-

Matters in which amount exceeds the materiality threshold determined in the Materiality Policy have been disclosed below.

Set forth below are details of our material tax proceeding initiated against our Company:

1. Our Company has received a show cause notice dated September 11, 2020 from the Commissioner, CGST, Gurugram in relation to the non-payment of service tax on certain forfeited amounts, for the period between October 1, 2014 and June 30, 2017. Our Company had claimed exemption of service tax on commission income received for selling e-recharge/e-top up of mobile operators under clause 29(f) of Notification No.25/2012 dated June 20, 2012. The amount involved in the matter is ₹ 78.63 million. Our Company has filed a reply to the show cause noted on October 12, 2020. The matter is currently pending.

VI. *Outstanding dues to creditors*

As of March 31, 2021, we had 409 creditors to whom an aggregate outstanding amount of ₹ 851.86 million was due. Further, based on available information regarding status of the creditor as a micro, small or a medium scale enterprise as defined under section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as of March 31, 2021, our Company owes an amount of ₹ 6.77 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 ₹ 42.59 million, which is 5 % of the total outstanding dues (i.e. consolidated trade payables) of our Company as per the latest Restated Financial Statements of our Company included in this Draft Red Herring Prospectus, then such creditor shall be considered as a 'material creditor'. As of March 31, 2021, there are two material creditors to whom our Company owes an aggregate amount of ₹ 254.09 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 March 31, 2021 is set out below:

Types of Creditors	Number of Creditors	Amount involved (in ₹ million)
Micro, Small and Medium Enterprises	11	6.77
Material creditors	2	254.09
Other creditors	396	591.00
Total	**409**	**851.86**

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 March 31, 2021 that may affect our future results of operations"* on page 314, there have been no developments subsequent to March 31, 2021 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 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 48. *For further details in connection with the regulatory and legal framework within which we operate, see "Key Regulations and Policies" beginning on page* 158.

Material Approvals in relation to our Company and our 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 our Material Subsidiaries

1. Certificate of incorporation dated March 20, 2008 issued by the RoC to our Company, in its former name, being ONE MOBIKWIK SYSTEMS PRIVATE LIMITED.

2. Fresh certificate of incorporation dated June 25, 2021 issued by the RoC to our Company consequent upon change of name on conversion to 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.

4. Certificate of incorporation dated February 12, 2016 issued by the Registrar of Companies, Maharashtra at Mumbai, to our Material Subsidiary, Harvest Fintech.

II. Regulatory Approvals of our Company and 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, 2023.

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.

4. Certificate of registration to act as an '*Investment Advisor*' in terms of the Securities and Exchange Board of India Act, 1992, read with the relevant regulations made thereunder, issued by the Securities and Exchange Board of India to our Material Subsidiary, Harvest Fintech.

   In addition to the above, one of our Material Subsidiaries, Zaak ePayment, 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 application is currently pending with the RBI.

III. Approvals in relation to the Offer

For details, see "*Other Regulatory and Statutory Disclosures*" and "*The Offer*" on pages 336 and 72, respectively.

IV. Approvals under tax laws of our Company and 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 one of our Material Subsidiaries, Zaak ePayment;

3. Permanent account number AADCH8158A issued by the Income Tax Department under the Income-tax Act, 1961 to one of our Material Subsidiaries, Harvest Fintech;

4. GST registration number 06AABCO0442Q1ZC issued under the central and state goods and services tax legislations for GST payments to our Company;

5. GST registration number 06AAACZ4609F1ZG issued under the central and state goods and services tax legislations for GST payments, to our Material Subsidiary, Zaak ePayment;

6. GST registration number 27AADCH8158A1ZP issued under the central and state goods and services tax legislations for GST payments, to our Material Subsidiary, Harvest Fintech

7. Tax deduction account issued by the Income Tax Department to our Company and Material Subsidiaries; and

8. Professional tax registration under the applicable state specific laws.

V. Material Approvals in relation to Business Operations of our Company

Our Company requires various approvals and/ or licenses under applicable state and central laws, rules and regulations for operating our of its offices. For example, our Company has obtained the required registration for its office in Gurgaon under the Punjab Shops and Commercial Establishments Act, 1958.

Certain approvals may have lapsed in their normal course and our Company has either made applications to the appropriate authorities for renewal of such licenses and/or approvals or are in the process of making such applications.

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.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for this Offer

Our Board has authorised the Offer, pursuant to their resolution dated July 7, 2021. Our Shareholders have authorised the Offer pursuant to a special resolution passed at their extra-ordinary general meeting dated July 7, 2021. Each of the Selling Shareholders have, severally and not jointly, approved the transfer of their respective Offered Shares pursuant to the Offer for Sale, in the following manner:

S. No.	Name of the Selling Shareholder	Date of resolution by board or committee of directors	Date of consent letter	Number of Equity Shares offered in the Offer for Sale
1.	American Express Travel Related Services Company, Inc.	June 1, 2021	July 9, 2021	Of up to [●]# Equity Shares aggregating up to ₹ 99.82 million
2.	Bajaj Finance Limited	April 27, 2021	July 10, 2021	Of up to [●] Equity Shares aggregating up to ₹ 689.81 million
3.	Bipin Preet Singh	-	July 10, 2021	Of up to [●] Equity Shares aggregating up to ₹ 1,113.33 million
4.	Cisco Systems (USA) Pte. Ltd.	July 8, 2021	July 9, 2021	Of up to [●]# Equity Shares aggregating up to ₹ 114.84 million
5.	Sequoia Capital India Investment Holdings III	July 9, 2021	July 9, 2021	Of up to [●]# Equity Shares aggregating up to ₹ 208.79 million
6.	Sequoia Capital India Investments IV	July 9, 2021	July 9, 2021	Of up to [●]# Equity Shares aggregating up to ₹ 741.12 million
7.	Tree Line Asia Master Fund (Singapore) Pte Ltd	July 6, 2021	July 8, 2021	Of up to [●]# Equity Shares aggregating up to ₹ 244.12 million
8.	Upasana Rupkrishan Taku	-	July 10, 2021	Of up to [●] Equity Shares aggregating up to ₹ 788.16 million

 # Holds outstanding Issued Preference Shares as on the date of this Draft Red Herring Prospectus, which will convert to Equity Shares prior to filing of the Red Herring Prospectus. Details of the average price of acquisition of Equity Shares of this Selling Shareholder will be included in the Red Herring Prospectus.

Further, the Board has taken on record the Offer for Sale pursuant to its resolution dated July 7, 2021.

This Draft Red Herring Prospectus has been approved by our Board and our IPO Committee pursuant to resolutions dated July 9, 2021 and July 12, 2021, 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 or other Authorities

Our Company, Selling Shareholder, 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.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, the Selling Shareholders, 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

None of our Directors are associated with the securities market. There are no outstanding actions initiated by SEBI in the last five years against our Directors.

Eligibility for the Offer

Our Company is eligible for the Offer 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 net offer 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 Offer 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, the Selling Shareholders, 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;
(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 and the Issued Preference Shares.

Each of the Selling Shareholders confirm, severally and not jointly, that it is in compliance with Regulation 8 of the SEBI ICDR Regulations, and it has held its portion of the Offered Shares or in the case of Issued Preference Shares in the case of American Express Travel Related Services Company, Inc. (in relation to Series B2 CCCPS and Series C6 CCCPS), Cisco Systems (USA) Pte. Ltd. (in relation to Series B3 CCCPS and Series C5 CCCPS), Tree Line Asia Master Fund (Singapore) Pte Ltd (in relation to Series B4 CCCPS and C1 CCCPS), Sequoia Capital India Investment Holdings III (in relation to Series A CCCPS) and Sequoia Capital India Investments IV (in relation to Series A1 CCCPS, Series A2 CCCPS, Series A3 CCCPS, Series B1 CCCPS, Series B4 CCCPS. Series C1 CCCPS and Series E1 CCCPS), that will respectively convert into its portion of the Offered Shares, for a period of at least one year prior to the filing of this Draft Red Herring Prospectus.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS 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 OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, BEING ICICI SECURITIES LIMITED, BNP PARIBAS, CREDIT SUISSE SECURITIES (INDIA) PRIVATE LIMITED, IIFL SECURITIES LIMITED AND JEFFERIES INDIA PRIVATE LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS 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 OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE SELLING SHAREHOLDERS

WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO ITSELF FOR ITS RESPECTIVE PORTION OF OFFERED SHARES, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHARHEOLDER 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 JULY 12, 2021, 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 THIS 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 OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS ANY IRREGULARITIES OR LAPSES IN THIS 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 or the website of the Selling Shareholders, 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 Offer Agreement and the Underwriting Agreement to be entered into between the Underwriters, the Selling Shareholders 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 Offer will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, 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, the Selling Shareholders, 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, the Selling Shareholders 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, the Selling Shareholders 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 from the Selling Shareholders

Each of the Selling Shareholders, its directors, affiliates, associates, and officers accept no responsibility for any statements made in this Draft Red Herring Prospectus other than those specifically made or confirmed by each of the Selling Shareholders in relation to itself as a Selling Shareholder of the Offered Shares and their respective portions of the Offered Shares. Anyone placing reliance on any other source of information, including the Company’s website www.mobikwik.com, or the respective websites of its Promoter, Promoter Group or any affiliate of the Compay would be doing so at his or her own risk.

The Selling Shareholders shall not be liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or otherwise; or (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank 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.

Bidders will be required to confirm and will be deemed to have represented to the Selling Shareholders 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 sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. The Selling Shareholders and its respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

Disclaimer in respect of Jurisdiction

This Offer is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, 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 Offer will be subject to the jurisdiction of appropriate court(s) at New Delhi, India only.

This Draft Red Herring Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares in the Offer in any jurisdiction, including India. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India except the United States of America. Any person into whose possession the Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

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 this 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. Neither the delivery of this Draft Red Herring Prospectus nor any offer or sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company and the Selling Shareholders from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

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

The Equity Shares offered in the Offer 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 state securities laws. Accordingly, the Equity Shares are being offered and sold (i) within the United States only to persons believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs" in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (ii) outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made. For the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs".

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.

Until the expiry of 40 days after the commencement of the Offer, an offer or sale of Equity Shares within the United States by a dealer (whether or not it is participating in the Offer) may violate the registration requirements of the U.S. Securities Act if such an offer for sale is made otherwise than in compliance with the available exemptions from registration under the U.S. Securities Act.

Equity Shares Offered and Sold within the United States

Each purchaser that is acquiring the Equity Shares offered pursuant to this Offer within the United States, by its acceptance of this Draft Red Herring Prospectus and of the Equity Shares, will be deemed to have acknowledged, represented to and agreed with our Company, the Selling Shareholders and the BRLMs on behalf of itself and, if it is acquiring the Equity Shares as a fiduciary or agent for one or more investor accounts, on behalf of each owner of such account (each, a "purchaser"), that it has received a copy of this Draft Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

i. the purchaser is authorised to consummate the purchase of the Equity Shares offered pursuant to this Offer in compliance with all applicable laws and regulations;

ii. the purchaser is aware and understands (and each account for which it is acting has been advised and understands) that an investment in the Equity Shares involves a considerable degree of risk and that the Equity Shares are a speculative investment, and further, that no U.S. federal or state or other agency has made any finding or determination as to the fairness of any such investment or any recommendation or endorsement of any such investment;

iii. the purchaser acknowledges that the Equity Shares offered pursuant to this Offer have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state of the United States and accordingly 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;

iv. the purchaser (i) is a U.S. QIB, (ii) is aware that the sale to it is being made in a transaction exempt from or not subject to the registration requirements of the U.S. Securities Act, and (iii) is acquiring such Equity Shares for its own account or for the account of a U.S. QIB with respect to which it exercises sole investment discretion;

v. the purchaser is not an affiliate of our Company or a person acting on behalf of an affiliate;

vi. the purchaser understands (and each account for which it is acting has been advised and understands) that no action has been or will be taken to permit an offering of the Equity Shares in any jurisdiction other than the filing of this Draft Red Herring Prospectus with SEBI and the Stock Exchanges); and it will not offer, resell, pledge or otherwise transfer any of the Equity Shares which it may acquire, or any beneficial interests therein, in any jurisdiction or in any circumstances in which such offer or sale is not authorised or to any person to whom it is unlawful to make such offer, sale, solicitation or invitation except under circumstances that will result in compliance with any applicable laws and/or regulations. The purchaser agrees to notify any transferee to whom it subsequently reoffers, resells, pledges or otherwise transfers the Equity Shares of the restrictions set forth in this Draft Red Herring Prospectus under the heading "Eligibility and Transfer Restrictions";

vii. the Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act and no representation is made as to the availability of the exemption provided by Rule 144 for resales of any such Equity Shares, and the purchaser agrees, on its own behalf and on behalf of any accounts for which it is acting, that for so long as the Equity Shares are "restricted securities", it will not reoffer, resell, pledge or otherwise transfer any Equity Shares which it may acquire, or any beneficial interest therein, except in an offshore transaction complying with Regulation S under the U.S. Securities Act;

viii. the purchaser will not deposit or cause to be deposited such Equity Shares into any depositary receipt facility established or maintained by a depositary bank other than a Rule 144A restricted depositary receipt facility, so long as such Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act;

ix. the purchaser acknowledges and agrees that it is not acquiring or subscribing for the Equity Shares as a result of any general solicitation or general advertising (as those terms are defined in Regulation D under the U.S. Securities Act);

x. the purchaser agrees that neither the purchaser, nor any of its affiliates, nor any person acting on behalf of the purchaser or any of its affiliates, will make any "directed selling efforts" as defined in Regulation S under the U.S. Securities Act in the United States with respect to the Equity Shares;

xi. the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless our Company determines otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT") OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT IN AN OFFSHORE TRANSACTION COMPLYING WITH REGULATION S UNDER THE U.S. SECURITIES ACT, AND IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS.

xii. neither the purchaser nor any of its affiliates or any person acting on its or their behalf has taken or will take, directly or indirectly, any action designed to, or which might be expected to, cause or result in the stabilisation or manipulation of the price of any security of the Company to facilitate the sale or resale of the Equity Shares pursuant to the Offer;

xiii. prior to making any investment decision to subscribe for the Equity Shares, the purchaser (i) will have consulted with its own legal, regulatory, tax, business, investment, financial and accounting advisers in each jurisdiction in connection herewith to the extent it has deemed necessary; (ii) will have carefully read and reviewed a copy of this Draft Red Herring Prospectus; (iii) will have possessed and carefully read and reviewed all information relating to our Company and the Equity Shares which it believes is necessary or appropriate for the purpose of making its investment decision, (iv) will have possessed and reviewed all information that it believes is necessary or appropriate in connection with an investment in the Equity Shares; (v) will have conducted its own due diligence on our Company and this Offer, and will have made its own investment decisions based upon its own judgement, due diligence and advice from such advisers as it has deemed necessary and will not have relied upon any recommendation, promise, representation or warranty of or view expressed by or on behalf of our Company (other than in this Draft Red Herring Prospectus), the BRLMS or their affiliates; and (vi) will have made its own determination that any investment decision to subscribe for the Equity Shares is suitable and appropriate, both in the nature and number of Equity Shares being subscribed;

xiv. our Company will not recognise any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

xv. the purchaser acknowledges that our Company, the Selling Shareholders, the BRLMs, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify our Company, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

All Other Equity Shares Offered and Sold in this Offer

Each purchaser that is acquiring the Equity Shares offered pursuant to this Offer outside the United States, by its acceptance of this Draft Red Herring Prospectus and of the Equity Shares offered pursuant to this Offer, will be deemed to have acknowledged, represented to and agreed with our Company, the Selling Shareholders and the BRLMs on behalf of itself and, if it is acquiring the Equity Shares as a fiduciary or agent for one or more investor accounts, on behalf of each owner of such account (each, a "purchaser"), that it has received a copy of this Draft Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

i. each of the acknowledgements, representations and agreements in paragraphs (i)-(iii), (v)-(viii), (xi)-(xiv) under the heading "Eligibility and Transfer Restrictions—Equity Shares Offered and Sold within the United States";

ii. the purchaser is purchasing the Equity Shares offered pursuant to this Offer in an offshore transaction meeting the requirements of Regulation S under the U.S. Securities Act;

iii. the purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the Equity Shares offered pursuant to this Offer, was located outside the United States at the time (i) the offer for such Equity Shares was made to it and (ii) when the buy order for such Equity Shares was originated and continues to be located outside the United States and has not purchased such Equity Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of such Equity Shares or any economic interest therein to any person in the United States;

iv. the purchaser agrees that no offer or sale of the Equity Shares to the purchaser is the result of any "directed selling efforts" in the United States (as such term is defined in Regulation S under the U.S. Securities Act) and neither the purchaser, nor any of its affiliates, nor any person acting on behalf of the purchaser or any of its affiliates, will make any "directed selling efforts" in the United States with respect to the Equity Shares;

v. the purchaser, and each account for which it is acting, satisfies (i) all suitability standards for investors in investments in the Equity Shares imposed by the jurisdiction of its residence, and (ii) is eligible to subscribe and is subscribing for the Equity Shares in compliance with applicable securities and other laws of their jurisdiction of residence;

vi. our Company will not recognise any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

vii. the purchaser acknowledges that our Company, the Selling Shareholders, the BRLMs, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify our Company, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to 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 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 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 Offer. 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 and the Selling Shareholders will be liable to reimburse our Company for any such repayment of monies, on its behalf, with respect to Selling Shareholders Offered Shares. If such money is not repaid within the prescribed time, then our Company, the Selling Shareholders and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law. Any expense incurred by our Company on behalf of the Selling Shareholders with regard to interest on such refunds will be reimbursed by the Selling Shareholders. For the avoidance of doubt, subject to applicable law, the Selling Shareholders shall not be responsible to pay interest for any delay, except to the extent that such delay has been caused by any act or omission solely attributable to the Selling Shareholders.

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 six Working Days from the Bid/ Offer Closing Date or within such other period as may be prescribed. Each of the Selling Shareholders, severally and not jointly, confirms that it shall extend reasonable support and co-operation (to the extent of its portion of the Offered Shares) as requested by our Company and the BRLMs for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within six Working Days from the Bid/Offer Closing Date, or within such other period as may be prescribed.

If our Company does not Allot the Equity Shares within six Working Days from the Bid/ Offer Closing Date or within such timeline as prescribed by SEBI, all amounts received in the Public Offer Accounts will be transferred to the Refund Account and it shall be utilised to repay, without interest, all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period, subject to applicable law.

Consents

Consents in writing of (a) the Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor, the BRLMs, legal counsel, bankers/lenders to our Company, RedSeer Management Consulting Private Limited and the Registrar to the Offer, in their respective capacities have been obtained; and consents in writing of (b) the Syndicate Members, the Escrow Collection Bank(s), Public Offer 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 have not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus with SEBI.

Expert to the Offer

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

Our Company has received written consent dated July 12, 2021 from B S R & Associates LLP, Chartered Accountants, to include their name as required under section 26 (1) 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 July 7, 2021 on our Restated Financial Statements; and (ii) their report dated July 9, 2021 on the Statement of Possible Special Tax Benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

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

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 the Draft Red Herring Prospectus, see "*Capital Structure – Notes to Capital Structure*" beginning on page 84.

* *As of the date of this Draft Red Herring Prospectus, as Pivotchain Solution Technologies Private Limited is the only company that qualifies as a group company as per SEBI ICDR Regulations and our Company has made an application seeking exemption from disclosing Pivotchain Solution Technologies Private Limited as a group company.*

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.

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Price information of past issues handled by the BRLMs (during the current fiscal year and the two fiscal years preceding the current fiscal year)

- **ICICI Securities Limited**

1. Price information of past issues handled by I-Sec:

Sr. No.	Issue Name	Issue Size (₹ Mn.)	Issue Price (₹)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Indian Railway Finance Corporation Limited	46,333.79	26.00	January 29, 2021	24.90	-5.19%,[+6.56%]	-18.65%,[+9.02%]	NA*
2	Indigo Paints Limited	11,691.24	1,490.00(1)	February 2, 2021	2,607.50	+75.72%,[+4.08%]	+55.40%,[-0.11%]	NA*
3	Home First Finance Company India Limited	11,537.19	518.00	February 3, 2021	618.80	+4.98%,[+1.97%]	-5.64%,[-1.05%]	NA*
4	Railtel Corporation of India Limited	8,192.42	94.00	February 26, 2021	109.00	+35.64%,[-0.15%]	+37.50%,[+5.32%]	NA*
5	Kalyan Jewellers India Limited	11,748.16	87.00(2)	March 26, 2021	73.95	-24.60%,[-1.14%]	-7.07%,[+8.13%]	NA*
6	Suryoday Small Finance Bank Limited	5,808.39	305.00(3)	March 26, 2021	292.00	-18.38%,[-1.14%]	-26.87%,[+8.13%]	NA*
7	Nazara Technologies Limited	5,826.91	1,101.00(4)	March 30, 2021	1,990.00	+62.57%,[+0.13%]	+37.59%,[+6.84%]	NA*
8	Macrotech Developers Limited	25,000.00	486.00	April 19, 2021	436.00	+30.22%,[+5.21%]	NA*	NA*
9	Shyam Metalics and Energy Limited	9,087.97	306.00(5)	June 24, 2021	380.00	NA*	NA*	NA*
10	Dodla Dairy Limited	5,201.77	428.00	June 28,2021	550.00	NA*	NA*	NA*

**Data not available*

Notes:

(1) *Discount of Rs. 148 per equity share offered to eligible employees All calculations are based on Issue Price of Rs. 1,490.00 per equity share.*

(2) *Discount of Rs. 8 per equity share offered to eligible employees All calculations are based on Issue Price of Rs. 87.00 per equity share.*

(3) *Discount of Rs. 30 per equity share offered to eligible employees All calculations are based on Issue Price of Rs. 305.00 per equity share.*

(4) *Discount of Rs. 110 per equity share offered to eligible employees All calculations are based on Issue Price of Rs. 1,101.00 per equity share.*

(5) *Discount of Rs. 15 per equity share offered to eligible employees All calculations are based on Issue Price of Rs. 306.00 per equity share.*

2. Summary statement of price information of past public issues handled by I-Sec:

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%
2021-22*	3	39,289.74	-	-	-	-	1	-	-	-	-	-	-	-
2020-21	14	1,74,546.09	-	-	5	5	2	2	-	-	1	3	2	1
2019-20	4	49,850.66	-	-	2	-	1	1	1	-	-	2	-	1

** This data covers issues upto YTD*

Notes:

1. *All data sourced from www.nseindia.com, except for Computer Age Management Services Limited for which the data is sourced from www.bseindia.com*
2. *Benchmark index considered is NIFTY*
3. *30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the previous trading day*

- **BNP Paribas**

There have been no past listed issuances where BNP Paribas was acting as a book running lead manager, in the mentioned time period.

- **Credit Suisse Securities (India) Private Limited**

1. Price information of past issues handled by Credit Suisse:

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
a)	Metropolis Healthcare Limited	12,042.90	880.00	April 15, 2019	958.00	3.75%, [-4.01%]	21.39%, [-1.18%]	45.93%, [-3.30%]
b)	Sterling and Wilson Solar Limited	28,809.42	780.00	August 20, 2019	706.00	-21.88%, [-1.60%]	-48.63%, [7.97%]	-64.78%, [9.95%]
c)	Home First Finance Company India Limited	11,537.19	518.00	February 03, 2021	618.80	4.98%, [1.97%]	-5.64%, [-1.05%]	NA*
d)	Sona BLW Precision Forgings Limited	55,500.00	291.00	June 24, 2021	301.00	NA*	NA*	NA*
e)	Krishna Institute of Medical Sciences Limited	21,437.44	825.00	June 28, 2021	1,009.00	NA*	NA*	NA*

Source: Source: www.nseindia.com for the price information and prospectus for issue details.
**Data not available*

Notes:
1. *30th, 90th, 180th calendar days from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the previous trading date.*
2. *% 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.*
3. *NIFTY is considered as the benchmark index*

2. Summary statement of price information of past issues handled by Credit Suisse:

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%
2021-22	2	76,937.44	-	-	-	-	-	-	-	-	-	-	-	-
2020-21	1	11,537.19	-	-	-	-	-	1	-	-	-	-	-	-
2019-20	2	40,852.32	-	-	1	-	-	1	1	-	-	-	1	-

- **IIFL Securities Limited**

1. Price information of past issues handled by IIFL:

Sr. No.	Issue Name	Issue Size (in Rs. Mn)	Issue Price (Rs.)	Listing Date	Opening Price on Listing Date	+/- % change in closing price*, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Antony Waste Handling Cell Limited	2,999.85	315.00	January 1, 2021	436.10	-10.27%, [-2.74%]	-23.21%, [+4.80%]	+2.14%, [+12.34%]
2	MTAR Technologies Limited	5964.14	575.00	March 15, 2021	1,050.00	+69.45%,[-2.84%]	+78.83%, [+5.83%]	N.A.
3	Anupam Rasayan India Ltd	7,600.00	555.00	March 24, 2021	520.00	-0.11%,[-0.98%]	+30.49%, [+8.23%]	N.A.
4	Craftsman Automation Limited	8,236.96	1,490.00	March 25, 2021	1,359.00	-13.82%,[+0.11%]	+16.81%, [+10.11%]	N.A.
5	Suryoday Small Finance Bank Ltd	5,808.39	305.00	March 26, 2021	292.00	-18.38%,[-1.14%]	-26.87%, [-98.46%]	N.A.
6	Nazara Technologies Ltd	5,826.91	1,101.00	March 30, 2021	1,990.00	+62.57%,[0.13%]	+38.22%, [6.84%]	N.A.
7	Barbeque-Nation Hospitality Limited	4,528.74	500.00	April 7, 2021	489.85	+18.77%,[-0.64%]	+76.97%, [+6.85%]	N.A.
8	Macrotech Developers Ltd	25,000.00	486.00	April 19, 2021	436.00	+30.22%,[+5.21%]	N.A.	N.A.
9	Shyam Metalics and Energy Ltd	9,085.50	306.00	June 24, 2021	380.00	N.A.	N.A.	N.A.
10	Krishna Institute of Medical Sciences Limited	21,437.44	825.00	June 28, 2021	1,009.00	N.A.	N.A.	N.A.

Source: www.nseindia.com

Note: Benchmark Index taken as CNX NIFTY. Price on NSE is considered for all of the above calculations. The 30th, 90th and 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th /90th / 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered. % change taken against the Issue Price in case of the Issuer. The Nifty 50 index is considered as the benchmark index. NA means Not Applicable.

2. Summary statement of price information of past issues handled by IIFL:

Fiscal	Total No. of IPO's	Total Funds Raised (in Rs. 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 %
2019–20	5	65,827.61	-	-	2	-	1	2	1	1	1	-	-	2
2020-21	8	47,017.65	-	-	4	2	1	1	-	-	-	1	1	1
2021-22	4	60,051.68	-	-	-	-	1	1	-	-	-	-	-	-

Source: www.nseindia.com
Note: Data for number of IPOs trading at premium/discount taken at closing price on NSE on the respective date. In case any of the days falls on a non-trading day, the closing price on the previous trading day has been considered. NA means Not Applicable.

- **Jefferies India Private Limited**

1. Price information of past issues handled by Jefferies:

Sr. No.	Issue Name	Issue Size (₹mn)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Nazara Technologies Limited	5,826.91	1,101*	30-Mar-21	1,990.00	62.57% [0.13%]	41.59% [6.53%]	Not Applicable**
2.	IndiaMART InterMESH Limited	4,755.89	973.00#	4-Jul-19	1,180.00	26.36%, [-7.95%]	83.82%, [-4.91%]	111.64%, [2.59%]

** - A Discount of ₹ 110 per equity was offered to eligible employees bidding in the Employee Reservation Portion*
*** - Data not available*
 # - Discount of ₹ 97 per Equity Share has been offered to Eligible Employees Bidding in the Employee Reservation Portion

Notes:
1. All data sourced from www.nseindia.com
2. Benchmark index considered is NIFTY
30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the next trading day
Information is as on 9th July 2021

2. Summary statement of price information of past issues handled by Jefferies:

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%
2021-22	0	-	-	-	-	-	-	-	-	-	-	-	-	-
2020-21	1	5,829.13	-	-	-	1	-	-	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
2019-20	1	4,755.89	-	-	-	-	1	-	-	-	-	1	-	-

*** Data not available as Nazara Technologies listed on 30th March 2021*

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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.	ICICI Securities Limited	www.icicisecurities.com
2.	BNP Paribas	https://www.bnpparibas.co.in/en/equity-capital-markets/
3.	Credit Suisse Securities (India) Private Limited	https://www.credit-suisse.com/in/en/investment-banking-apac/investment-banking-in-india/ipo.html
4.	IIFL Securities Limited	www.iiflcap.com
5.	Jefferies India Private Limited	www.jefferies.com

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 Offer, our Company and the Selling Shareholders provides for retention of records with the Registrar to the Offer 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 Offer for redressal of their grievances.

All grievances in relation to the Bidding process may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, 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 Offer 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 Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

Our Company, the BRLMs and the Registrar to the Offer 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 Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, 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.

The Company shall obtain 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 191.

Our Company has appointed Rahul Luthra as our Company Secretary and Compliance Officer of the Company who may be contacted in case of any pre-Offer or post-Offer related grievances. His contact details are as follows:

5th Floor, HUDA City Centre, Metro Station
Sector 29, Gurugram, Gurgaon
Haryana, 122 001

Tel: +91 (124) 640 9190
E-mail: cs@mobikwik.com

The Selling Shareholders have authorised the Company Secretary and Compliance Officer of the Company, and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offer for Sale.

Our Company has not received any investor complaint during the three years preceding 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 Offer 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.

SECTION VII – OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued, offered and Allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, the MoA, AoA, 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 Offer. 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 Offer 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 Offer.

The Allottees upon Allotment of Equity Shares under the Offer will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. The Equity Shares issued in the Offer 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 377.

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 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 (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted Equity Shares in the Offer, 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 214 and 377, respectively.

Face Value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹2 and the Offer Price at the lower end of the Price Band is ₹[●] per Equity Share and at the higher end of the Price Band is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹[●] per Equity Share. The Price Band and the minimum Bid Lot size for the Offer will be decided by our Company and the Selling Shareholders in consultation with the BRLMs, and advertised in [●] editions of [●], an English national daily newspaper, [●] editions of [●], a Hindi national daily newspaper, Hindi being the regional language of Delhi where our Registered Office is located, each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the respective websites of the Stock Exchanges. At any given point of time, there shall be only one denomination for the Equity Shares.

The Offer

The Offer consists of a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders. For details in relation to the Offer-related expenses, please see "*Objects of the Offer – Offer Expenses*" on page 111.

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 377.

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 Offer:

- Tripartite agreement dated April 20, 2021 amongst our Company, NSDL and Registrar to the Offer.
- Tripartite agreement dated April 27, 2021 amongst our Company, CDSL and Registrar to the Offer.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in his Offer will be in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares.

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:

a) to register himself or herself as the holder of the Equity Shares; or
b) 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 Offer 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/Offer Programme

BID/ OFFER OPENS ON*	**[●]**
BID/ OFFER CLOSES ON**	**[●]**

* *Our Company, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. Anchor Investors shall Bid on the Anchor Investor Bidding Date.*
***Our Company and the Selling Shareholders in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors) / unblocking of funds from ASBA Account*	On or about [●]
Credit of the Equity Shares to depository accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

** In accordance with SEBI circular dated March 16, 2021, for initial public offers opening subsequent to May 1, 2021 (or any other date as prescribed by SEBI) in case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) 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 four 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 four Working Days from the Bid/ Issue Closing Date till the date of the actual unblock. The SCSBs shall compensate the Bidder, immediately on the date of receipt of complaint from the Bidder. From the date of receipt of complaint from the Bidder, in addition to the compensation to be paid by the SCSBs as above, the post-Issue BRLMs 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 or Registrar to the Issue until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of 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 shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable.*

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation or liability on our Company, our Selling Shareholders or the BRLMs.

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 six Working Days of the Bid/Offer Closing Date, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company and the Selling Shareholders 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. Each of the Selling Shareholders, severally and not jointly, confirms that it shall extend such reasonable support and co-operation (to the extent of its Offered Shares) required by our Company and the BRLMs for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within six Working Days from the Bid/Offer Closing Date or such other period as may be prescribed by SEBI.

Submission of Bids (other than Bids from Anchor Investors):

Bid/ Offer Period (except the Bid/ Offer Closing Date)	
Submission and Revision in Bids	Only between 10:00 am and 5:00 pm (Indian Standard Time (“**IST**”))
Bid/ Offer Closing Date	
Submission and Revision in Bids	Only between 10:00 am and 3:00 pm IST

On the Bid/ Offer 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 Retail Individual Bidders and Eligible Employees in the Employee Reservation Portion, 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 RIBs.

On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by Retail Individual 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 not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date. 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/Offer 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 Offer. 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 and the Selling Shareholders 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 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 Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSBs on daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day.

Our Company and the Selling Shareholders, in consultation with the BRLMs, reserve the right to revise the Price Band during the Bid/Offer 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.

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

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 Offer 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/ Offer Closing Date on the date of closure of the Offer or; the minimum subscription of 90% of the Fresh Issue on the date of closure of the Offer; 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 offer document, our Company shall forthwith refund the entire subscription amount received. 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 Offer, Equity Shares offered pursuant to the Fresh Issue shall be allocated in the Fresh Issue prior to the Equity Shares offered pursuant to the Offer for Sale up to 90% of the Fresh Issue. Any balance subscription in the Offer shall be Allotted under the Offer for Sale in proportion to the Offered Shares being offered by the Selling Shareholders. For avoidance of doubt, it is hereby clarified that balance Equity Shares of the Fresh Issue (i.e., 10% of the Fresh Issue) will be offered only once the entire portion of the Offered Shares is Allotted in the Offer.

Each of the Selling Shareholders shall reimburse, in proportion to its respective portion of the Offered Shares, any expenses and interest incurred by our Company on behalf of it for any delays in making refunds as required under the Companies Act and any other applicable law, provided that the Selling Shareholders shall not be responsible or liable for payment of such expenses or interest, unless such delay is solely and directly attributable to an act or omission of the Selling Shareholders and to the extent of its respective portion of the Offered Shares.

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.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for lock-in of the pre-Offer capital of our Company as well as shares held by Promoters and certain members of the Promoter Group which are subject to pledge in accordance with the provisions of the CDR Package, lock-in of the Promoters' minimum contribution under the SEBI ICDR Regulations and the Anchor Investor lock-in as provided in "*Capital Structure*" on page 83 and except as provided under the Articles of Association, there are no restrictions on transfer of the Equity Shares. Further, there are no restrictions on 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 377.

OFFER 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 ₹ 19,000 million (the "**Offer**"). The Offer comprises of a Fresh Issue of up to [●] Equity Shares aggregating up to ₹ 15,000 million and an Offer for Sale of up to [●] Equity Shares aggregating up to ₹ 4,000 million, comprising of up to [●] Equity Shares aggregating up to ₹ 99.82 million by American Express Travel Related Services Company, Inc, up to [●] Equity Shares aggregating up to ₹ 689.81 million by Bajaj Finance Limited, up to [●] Equity Shares aggregating up to ₹ 1,113.33 million by Bipin Preet Singh, up to [●] Equity Shares aggregating up to ₹ 114.84 million by Cisco Systems (USA) Pte. Ltd., up to [●] Equity Shares aggregating up to ₹ 208.79 million by Sequoia Capital India Investment Holdings III, up to [●] Equity Shares aggregating up to ₹ 741.12 million by Sequoia Capital India Investments IV, up to [●] Equity Shares aggregating up to ₹ 244.12 million by Tree Line Asia Master Fund (Singapore) Pte Ltd and up to [●] Equity Shares aggregating up to ₹ 788.16 million by Upasana Rupkrishan Taku at the Offer Price. The Offer shall constitute [●]%, of the post-offer paid-up Equity Share capital of our Company.

The Offer comprises of a Net Offer of up to [●] Equity Shares and Employee Reservation Portion of up to [●] Equity Shares. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. The Offer and the Net Offer shall constitute [●]% and [●]%, respectively of the post-Offer paid-up Equity Share capital of our Company. The face value of the Equity Shares is ₹ 2 each.

Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of such number of Equity Shares for cash consideration aggregating up to ₹ 4,000 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the number of Equity Shares issued pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to a minimum Offer size of 10% of the post-Offer paid-up Equity Share capital of our Company being offered to the public.

The Offer is being made through the Book Building Process.

Particulars	QIBs(1)	Eligible Employees	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment/ allocation*(2)	Not less than [●] Equity Shares	Up to [●] Equity Shares	Not more than [●] Equity Shares available for allocation or Net Offer less allocation to QIB Bidders and Retail Individual Bidders	Not more than [●] Equity Shares available for allocation or Net Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer Size available for Allotment/ allocation	Not less than 75% of the Net Offer 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	Approximately [●]% of the Offer	Not more than 15% of the Net Offer or Net Offer less allocation to QIBs and Retail Individual Bidders will be available for allocation	Not more than 10% of the Net Offer or Net Offer 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	Proportionate(5)	Proportionate	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 "*Offer Procedure*" beginning on page [●]

Particulars	QIBs[1]	Eligible Employees	Non-Institutional Bidders	Retail Individual Bidders
	Mutual Funds receiving allocation as per (a) above Our Company and the Selling Shareholders, 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			
Minimum Bid	Such number of Equity Shares and in multiples of [●] Equity Shares, that the Bid Amount exceeds ₹200,000	[●] Equity Shares	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
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so as to ensure that the Bid Amount does not exceed ₹500,000 (net of Employee Discount)[5]	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer (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	Eligible Employees	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)

Particulars	QIBs[(1)]	Eligible Employees	Non-Institutional Bidders	Retail Individual Bidders
	Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs.			
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 Offer.*

(1) *Our Company and the Selling Shareholders, 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 Offer Price. This Offer is being made in accordance with Rule 19(2)(b) of the SCRR and under Regulation 6(2) of the SEBI ICDR Regulations.*

(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 Selling Shareholders, 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 Offer Price, shall be payable by the Anchor Investor Pay-In Date as mentioned in the CAN.*

(5) *Allotment to an Eligible Employee in the Employee Reservation Portion may exceed ₹200,000 (net of Employee Discount) in value. Only in the event of an under-subscription in the Employee Reservation Portion, post the initial allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000 (net of Employee Discount) in value.*

Eligible Employees bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on Bid Amount, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, at the time of making a Bid.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, 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.

Withdrawal of the Offer

Our Company and the Selling Shareholders, in consultation with the BRLMs, reserves the right not to proceed with the Fresh Issue and the Selling Shareholders, reserve the right not to proceed with the Offer for Sale, in whole or in part thereof, to the extent of the Offered Shares, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed. The BRLMs, through the Registrar to the Offer, 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 Offer to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared and the Stock Exchanges will also be informed promptly.

If our Company and the Selling Shareholders, in consultation with the BRLMs withdraws the Offer at any stage 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 Offer 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 filing of the Prospectus with the RoC.

OFFER PROCEDURE

*All Bidders should 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 Offer especially in relation to the process for Bids by RIBs 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 Offer; (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 Offer; (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.*

*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 will be made effective using the UPI Mechanism for applications by RIBs ("**UPI Phase III**"), as may be prescribed by SEBI. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, have introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. These circulars, to the extent already in force, are deemed to form part of this Draft Red Herring Prospectus. 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.*

Our Company, the Selling Shareholders and the BRLMs do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.

Further, our Company, Selling Shareholders and the Members of the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

Book Building Procedure

The Offer 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 Net Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. 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 QIB Portion. 5% of the QIB Portion (excluding the Anchor Investor 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 Offer Price. If at least 75% of the Net Offer cannot be Allotted to QIBs, the Bid Amounts received by our Company shall be refunded. Further, not more than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Net Offer 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 Offer Price. Furthermore, up to [●] Equity Shares, aggregating to ₹ [●] million shall be made available for allocation on a proportionate basis only to Eligible Employees Bidding in the Employee Reservation Portion, subject to valid Bids being received at or above the Offer Price, if any

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 and the Selling Shareholders, in consultation with the BRLMs and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Offer Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories. Further, in the event of an under subscription in the Employee Reservation Portion, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹ 500,000. The unsubscribed portion, if any, in the Employee Reservation Portion shall be added to the Net Offer.

The Equity Shares, on Allotment, shall be traded only in the dematerialized mode on the platform of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID, for 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. Eligible Employees Bidding in the Employee Reservation Portion Bidding 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 Offer, 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 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: The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing would be reduced to three Working Days.

All SCSBs offering the facility of making applications in public issues shall also provide the facility to make application using UPI. The Company will be required to appoint one of the SCSBs as a Sponsor Bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/ or payment instructions of the Retail Individual 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/Offer 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 Offer only through the ASBA process. Anchor Investors are not permitted to participate in the Offer through the ASBA process. The RIBs can additionally Bid through the UPI Mechanism.

RIBs bidding 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. Retail Individual Investors 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 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 or the UPI ID (in case of RIBs), as applicable, in the relevant space provided in the ASBA Form. Applications made by the RIBs using a third-party bank account or using a third-party linked bank account UPI ID are liable for rejection.

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.

Since the Offer is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the following manner: (i) RIBs 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, or using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers; (ii) RIBs (other than the RIBs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable) authorising an SCSB to block the Bid Amount in the ASBA Account, or using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers; (iii) QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

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	[•]
Eligible NRIs, FVCIs, FPIs and registered bilateral and multilateral institutions applying on a repatriation basis	[•]

Category	Colour of Bid cum Application Form*
Anchor Investors	[•]
Eligible Employees Bidding in the Employee Reservation Portion	[•]

** 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

(3) Bid cum Application Forms for Eligible Employees shall be available at the Registered and Corporate Office of the Company.

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 RIBs 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 Retail Individual Investors 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 Retail Individual Investors for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIIs, 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 RIIs (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 Offer shall provide the audit trail to the BRLMs for analysing the same and fixing liability.

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 this Draft 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 Offer 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 state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs") in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (ii) outside the United States in

offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. For the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs".

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 the Promoter Group of the Company, the BRLMs and the Syndicate Members, and their associates and affiliates

The BRLMs and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLMs and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation 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 Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither (i) the BRLMs or any associates of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associates of the BRLMs) nor (ii) any "person related to the Promoters/ Promoter Group" shall apply in the Offer under the Anchor Investor Portion.

For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a "person related to the Promoters/ 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 Offer.

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 and Selling Shareholders in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof.

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.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (White in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (Blue in colour). Eligible NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the SEBI UPI Circulars). Further, subject to applicable law, Eligible NRIs may use Channel IV (as specified in SEBI UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE/NRO account.

For details of investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 376. 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.

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-Offer 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% under the automatic route). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. Bids by FPIs which utilise the multi investment manager structure, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs may not be treated as multiple Bids.

The FEMA NDI Rules was enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except as respects things done or omitted to be done before such supersession. FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In terms of the FEMA NDI Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 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:

(a) such offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and
(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

The FPIs who wish to participate in the Offer 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.

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.

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, Selling Shareholders or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by Eligible Employees

The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹500,000. The Allotment in the Employee Reservation Portion will be on a proportionate basis. Eligible Employees under the Employee Reservation Portion may Bid at Cut-off Price provided that the Bid does not exceed ₹500,000.

However, Allotments to Eligible Employees in excess of ₹ 200,000 shall be considered on a proportionate basis, in the event of undersubscription in the Employee Reservation Portion, subject to the total Allotment to an Eligible Employee not exceeding ₹ 500,000 (which will be less Employee Discount). Subsequent undersubscription, if any, in the Employee Reservation Portion shall be added back to the Net Offer. Eligible Employees Bidding in the Employee Reservation Portion may Bid at the Cut-off Price.

Bids under Employee Reservation Portion by Eligible Employees shall be:

(a) Made only in the prescribed Bid cum Application Form or Revision Form (i.e. [●] colour form).

(b) The Bidder should be an Eligible Employee as defined. In case of joint bids, the first Bidder shall be an Eligible Employee.

(c) Only Eligible Employees would be eligible to apply in this Offer under the Employee Reservation Portion.

(d) Only those Bids, which are received at or above the Offer Price, net of Employee Discount, if any would be considered for Allotment under this category.

(e) Eligible Employees can apply at Cut-off Price.

(f) If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full allocation shall be made to the Eligible Employees to the extent of their demand.

(g) Under-subscription, if any, in the Employee Reservation Portion will be added back to the Net Offer.

(h) Eligible Employees bidding in the Employee Reservation Portion shall not Bid through the UPI mechanism.

In case of under-subscription in the Net Offer, spill over to the extent of under-subscription shall be permitted from the Employee Reservation Portion. If the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer Price, the allocation shall be made on a proportionate basis.

Please note that any individuals who are directors, employees or promoters of (a) the BRLMs, Registrar to the Offer, or the Syndicate Members, or of the (b) 'associate companies' (as defined in the Companies Act, 2013, as amended) and 'group companies' of such BRLMs, Registrar to the Offer or Syndicate Members are not eligible to bid in the Employee Reservation Portion.

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 and the Selling Shareholders 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 and Selling Shareholders in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason.

Bids by SCSBs

SCSBs participating in the Offer 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.

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 and Selling Shareholders 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 and Selling Shareholders 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 and Selling Shareholders 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 and the Selling Shareholders 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 and the Selling Shareholders in consultation with the BRLMs may deem fit.

Bids by Anchor Investors

(a.) 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. Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLMs.

(b.) 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.

(c.) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

(d.) Bidding for Anchor Investors will open one Working Day before the Bid/Offer Opening Date, and will be completed on the same day.

(e.) Our Company and the Selling Shareholders, 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 ₹ 100.00 million; minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100.00 million but up to ₹ 2,500.00 million, subject to a minimum Allotment of ₹ 50.00 million per Anchor Investor; and in case of allocation above ₹ 2,500.00 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500.00 million, and an additional 10 Anchor Investors for every additional ₹ 2,500.00 million, subject to minimum Allotment of ₹ 50.00 million per Anchor Investor.

(f.) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/Offer 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/Offer Opening Date, through intimation to the Stock Exchanges.

(g.) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

(h.) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Offer Price will be payable by the Anchor Investors on the Anchor Investor Pay-In Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Offer Price, Allotment to successful Anchor Investors will be at the higher price.

(i.) Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment.

(j.) 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 Offer under the Anchor Investor Portion.

(k.) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

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 and the Selling Shareholders, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof. Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in this Offer.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders 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 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. Ensure that you have Bid within the Price Band;

3. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;

4. Ensure that you (other than the Anchor Investors) have mentioned the correct ASBA Account number if you are not an RIB using the UPI Mechanism in the Bid cum Application Form and if you are an RIB 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;

5. RIBs 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. RIBs 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;

6. 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;

7. 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 RIBs using the UPI Mechanism) to make an application in the Offer;

8. 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 RIBs bidding using the UPI Mechanism);

9. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

10. 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;

11. 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;

12. RIBs Bidding in the Offer 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 Offer and not ASBA Account or bank account linked UPI ID of any third party;

13. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

14. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor 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 RIBs submitting their Bids and participating in the Offer 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;

15. 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;

16. Ensure that the Demographic Details are updated, true and correct in all respects;

17. 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;

18. 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;

19. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;

20. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;

21. 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;

22. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;

23. Anchor Investors should submit the Anchor Investor Application Forms to the BRLMs;

24. 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/ Offer Closing Date;

25. 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;

26. Ensure that when applying in the Offer 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;

27. RIBs 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 RIB may be deemed to have verified the attachment containing the application details of the RIB 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

28. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and RIBs 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) and ₹ 500,000 for Bids by Eligible Employees Bidding in the Employee Reservation Portion;

3. Do not Bid for a Bid Amount exceeding ₹200,000 for Bids by Retail Individual Bidders;

4. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

5. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

6. Do not Bid at Cut-off Price for Bids by QIBs and Non-Institutional Bidders;

7. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

8. Do not submit the Bid for an amount more than funds available in your ASBA account.

9. 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;

10. In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;

11. If you are a RIB and are using UPI Mechanism, do not submit more than one ASBA Form for each UPI ID;

12. Anchor Investors should not Bid through the ASBA process;

13. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

14. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

15. Do not submit the General Index Register (GIR) number instead of the PAN;

16. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;

17. 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;

18. 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);

19. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;

20. Do not submit a Bid using UPI ID, if you are not a RIB;

21. 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;

22. Do not Bid for Equity Shares in excess of what is specified for each category;

23. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for, exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;

24. 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 can revise or withdraw their Bids on or before the Bid/Offer Closing Date;

25. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;

26. If you are an RIB 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;

27. Do not Bid if you are an OCB;

28. RIBs 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;

29. Do not submit the Bid cum Application Forms to any non-SCSB bank; and

30. Do not submit a Bid cum Application Form with third party ASBA bank account or UPI ID (in case of Bids submitted by RIB Bidder using the UPI Mechanism).

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-Offer or post Offer 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 74.

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 RIBs 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 RIBs 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 persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals; and

13. Bids accompanied by cheque(s), demand draft(s), stock invest, money order, postal order or cash.

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 75.

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 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 Net Offer may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the 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.

Payment into Escrow Account(s) for Anchor Investors

Our Company and the Selling Shareholders 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, the Selling Shareholders and the members of Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre- Offer 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, where our Registered Office is located, each with wide circulation.

In the pre-Offer advertisement, we shall state the Bid/Offer Opening Date and the Bid/ Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 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, the Selling Shareholders and the Underwriters intend to enter into an Underwriting Agreement on or immediately after the finalisation of the Offer Price but prior to the filing of Prospectus.

(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 Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, Offer 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 Offer shall be attended to by our Company expeditiously and satisfactorily;

- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed shall be taken in consultation with the BRLMs within six Working Days of the Bid/Offer 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 Offer by our Company;

- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the 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 the Pre-IPO Placement, issue of Equity Shares upon conversion of Issued Preference Shares* and 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.

  * *As on the date of this Draft Red Herring Prospectus there are 1,248,668 outstanding Issued Preference Shares that are convertible into a maximum of 24,820,960 Equity Shares,. All conversions mentioned herein will take place prior to the filing of the Red Herring Prospectus with the RoC.*

- Our Company and the Selling Shareholders, in consultation with the BRLMs, reserves the right not to proceed with the Offer, in whole or in part thereof, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed; and

- If our Company and the Selling Shareholders, in consultation with the BRLMs withdraws the Offer after the Bid/ Offer 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.

Undertakings by the Selling Shareholders

Each Selling Shareholder, severally and not jointly, undertakes in respect of itself as a selling shareholders and its respective portion of the Equity Shares offered by it in the Offer for Sale that:

- the Equity Shares offered for sale by the Selling Shareholders in the Offer are, or upon conversion of the outstanding Issued Preference Shares, applicable, shall be eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations;

- it is the legal and beneficial owner of the Offered Shares (or the outstanding Issued Preference Shares, as the case may be) and the Equity Shares being offered for sale by the Selling Shareholders pursuant to the Offer are, or upon conversion of the outstanding Issued Preference Shares, applicable, shall be free and clear of any pre-emptive rights, liens, mortgages, charges, pledges or any other encumbrances and shall be in dematerialized form at the time of transfer;

- it shall deposit its Equity Shares offered for sale in the Offer in an escrow demat in accordance with the share escrow agreement to be executed between the parties to such share escrow agreement;

- it shall provide such reasonable assistance to our Company and the BRLMs in redressal of such investor grievances that pertain to the Equity Shares held by it and being offered pursuant to the Offer;

- it shall provide such reasonable cooperation to our Company in relation to the Equity Shares offered by it in the Offer for Sale for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges; and

- it shall not have recourse to the proceeds of the Offer until final approval for trading of the Equity Shares from the Stock Exchanges has been received.

The decisions with respect to the Price Band, the minimum Bid lot, revision of Price Band, Offer Price, will be taken by our Company and the Selling Shareholders in consultation with the BRLMs.

Only the statements and undertakings in relation to each of the Selling Shareholders and its portion of the Equity Shares offered in the Offer for Sale which are specifically "confirmed" or "undertaken" by it in this Draft Red Herring Prospectus, shall be deemed to be "statements and undertakings specifically confirmed or undertaken" by such Selling Shareholders. All other statements and/ or undertakings in this Draft Red Herring Prospectus shall be statements and undertakings made by our Company even if the same relates to the Selling Shareholders.

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 Offer 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 Offer 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 "*Offer Procedure – Bids by Eligible NRIs*" and "*Offer Procedure – Bids by FPIs*" on page 364.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

The Equity Shares offered in the Offer 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 state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs") in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (ii) outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made. For the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs".

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. 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 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.

ALLOTMENT OF SHARES

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.

ALTERATION OF CAPITAL

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;
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 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.

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.

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.

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 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 shares may be converted into stock.

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.

Article 103A provides that at any time on and after Consummation of the IPO, and subject to applicable law and appropriate corporate approvals, including but not limited to approval of the shareholders of the Company by way of a Special Resolution after the Consummation of the IPO, the Promoters shall have the right to collectively nominate 3 (Three) Directors (**"Promoter Directors"**) on the Board, till such time as the Promoters remain "promoters" of the Company under Law. One of the Promoter Directors shall be the Chairperson on the Board and one of the Promoter Directors shall be the Managing Director on the Board. The Board will also comprise such number of independent directors as may be required under Law.

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. However, at any time on and after Consummation of the IPO, and subject to applicable law and appropriate corporate approvals, including but not limited to approval of the shareholders of the Company by way of a Special Resolution after the Consummation of the IPO, any alternate Director to a Promoter Director shall be approved in writing by the Promoters.
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, other than a Promoter Director appointed by the Company in General Meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board 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. At any time on and after Consummation of the IPO, and subject to applicable law and appropriate corporate approvals, including but not limited to approval of the shareholders of the Company by way of a Special Resolution after the Consummation of the IPO, if any Promoter Director resigns, vacates or is removed from office before his tenure expires, the resulting casual vacancy may only be filled by the Promoters.

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 for each meeting of the Board of Directors or any committee. 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.
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.

(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. 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.

Article 122 provides for election of chairman of the Board. It states that:

a. At any time on and after Consummation of the IPO, and subject to applicable law and appropriate corporate approvals, including but not limited to approval of the shareholders of the Company by way of a Special Resolution after the Consummation of the IPO, one of the Promoter Directors, as the Promoters may determine, shall be the Chairperson of every Board meeting.

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.

The Company may pay the Nominee Director/s (or the nominee appointer) sitting fees and expenses to which the other Directors of the Company are entitled.

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.

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.

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, the whole or any part of the assets of the Company
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. The two part 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 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.

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 4.00 pm on Working Days from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date, except for such contracts and documents that will be executed subsequent to the completion of the Bid/Offer 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 Offer

1. Offer Agreement among our Company, the Selling Shareholders and the BRLMs dated July 12, 2021.

2. Registrar Agreement among our Company, the Selling Shareholders and Registrar to the Offer dated July 8, 2021.

3. Escrow and Sponsor Bank Agreement dated [●] among our Company, the Selling Shareholders, the BRLMs, the Escrow Collection Bank(s), Public Offer Account Bank(s), Refund Bank(s), the Sponsor Bank and the Registrar to the Offer.

4. Share Escrow Agreement dated [●] between the Company, the Selling Shareholders and the Share Escrow Agent.

5. Syndicate Agreement dated [●] among our Company, the Selling Shareholders, the BRLMs and the Syndicate Members.

6. Monitoring agency agreement dated [●] among our Company and the Monitoring Agency.

7. Underwriting Agreement dated [●] among our Company, the Selling Shareholders 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 each dated July 7, 2021 authorising the Offer and the Fresh Issue.

5. Resolution of the Shareholders dated July 7, 2021 under section 62(1)(c) of the Companies Act, 2013 authorising the Offer.

6. Resolution of the Board dated July 7, 2021 taking on record the Offer for Sale.

7. Resolution of the Board and the IPO Committee dated July 9, 2021 and July 12, 2021, respectively approving this Draft Red Herring Prospectus and

8. Resolutions of the Board dated [●], approving the Red Herring Prospectus.

9. Resolutions of the board of directors of American Express Travel Related Services Company, Inc. dated June 1, 2021 authorising the Offer for Sale and their consent letter dated July 9, 2021 in this regard.

10. Resolutions of the board of directors of Bajaj Finance Limited dated April 27, 2021 authorising the Offer for Sale and their consent letter dated July 10, 2021 in this regard.

11. Resolutions of the board of directors of Cisco Systems (USA) Pte. Ltd. dated July 8, 2021 authorising the Offer for Sale and their consent letter dated July 9, 2021 in this regard.

12. Resolutions of the board of directors of Sequoia Capital India Investment Holdings III dated July 9, 2021 authorising the Offer for Sale and their consent letter dated July 9, 2021 in this regard.

13. Resolutions of the board of directors of Sequoia Capital India Investments IV dated July 9, 2021 authorising the Offer for Sale and their consent letter dated July 9, 2021 in this regard.

14. Resolutions of the board of directors of Tree Line Asia Master Fund (Singapore) Pte Ltd dated July 6, 2021 authorising the Offer for Sale and their consent letter dated July 8, 2021 in this regard.

15. Consent dated July 10, 2021 by Bipin Preet Singh authorising the Offer for Sale.

16. Consent dated July 10, 2021 by Upasana Rupkrishan Taku authorising the Offer for Sale.

17. Amended and restated shareholders' agreement dated July 31, 2017 between Sequoia Capital India Investments IV, Sequoia Capital India Investment Holdings III, Tree Line Asia Master Fund (Singapore) Pte Ltd, American Express Travel Related Services Company, INC., Cisco Systems (USA) Pte. Ltd., GMO Global Payment Fund Investment Partnership, Cloud Ranger Limited, Net1 Applied Technologies Netherlands B.V., Bajaj Finance Limited and our Founder Promoters, as amended and supplemented, inter alia by (i) supplementary deed dated October 30, 2018 between our Company, Bipin Preet Singh and Upasana Rupkrishan Taku, Sequoia, 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, Sequoia, 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, Sequoia, 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, Sequoia, 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, Sequoia, Tree Line, Amex, Cisco, GMO, MediaTek, Net1, Bajaj, NDTV, HMVL and Pratithi; (vi) supplementary deed dated June 3, 2021 between the Company, Bipin Preet Singh and Upasana Rupkrishan Taku, Sequoia, Tree Line, Amex, Cisco, GMO, Net1, Bajaj, NDTV, HMVL, Pratithi and ADIA; and (vii) the amendment agreement dated June 20, 2021 to the MobiKwik SHA entered amongst our Company, Sequoia, Tree Line, Amex, Cisco, GMO, Net1, Bajaj, NDTV, Pratithi, HMVL, ADIA, Bipin Preet Singh and Upasana Rupkrishan Taku.

18. Share warrant subscription agreement dated February 11, 2017 between our Company, our Founder Promoters and Bennett, Coleman and Company Limited, as amended by the first amendment agreement dated June 20, 2021 to the BCCL SWSA entered between our Company, BCCL and the Founder Promoters.

19. Securities subscription agreement dated April 16, 2018 between our Company, our Founder Promoters and Trifecta Venture Debt Fund – I as amended by the amendment agreement dated June 20, 2021 entered into between our Company, Trifecta, Bipin Preet Singh and Upasana Rupkrishan Taku.

20. Share subscription agreement dated February 23, 2015 entered between our Company, our Founder Promoters, SCII IV, Tree Line and Amex.

21. Share subscription agreement dated April 21, 2016 entered between our Company, our Founder Promoters, GMO, MediaTek, Tree Line and SCII IV.

22. Share subscription agreement dated March 20, 2014 between our Company, our Founder Promoters and Sequoia.

23. 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

24. Share subscription agreement dated July 31, 2017 entered between our Company, our Founder Promoters and Bajaj.

25. Commercial agreement dated August 3, 2017 between Bajaj Finance Limited and our Company

26. Share subscription agreement dated December 22, 2014 between our Company, Bipin Preet Singh, Upasana Rupkrishan Taku and Sequoia.

27. Share subscription agreement dated February 12, 2015 between our Company, Bipin Preet Singh, Upasana Rupkrishan Taku and Sequoia.

28. Share subscription agreement dated November 20, 2015 entered between our Company, Bipin Preet Singh, Upasana Rupkrishan Taku, SCII IV and Tree Line.

29. Share subscription agreement dated August 15, 2016 entered between our Company, Bipin Preet Singh, Upasana Rupkrishan Taku and Net1.

30. Share subscription agreement dated May 31, 2017 entered between our Company, Bipin Preet Singh, Upasana Rupkrishan Taku and Amex

31. 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.

32. 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

33. 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.

34. 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.

35. 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.

36. 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.

37. 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.

38. Supplementary deed dated June 3, 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.

39. Buy-back framework agreement dated July 25, 2017 between our Company and MediaTek (and termination letter to the agreement dated May 31, 2021).

40. 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.

41. 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.

42. Deed of guarantee dated March 22, 2019 between Upasana Rupkrishan Taku, Bipin Preet Singh and ICICI Bank Limited.

43. Deeds of guarantee dated January 12, 2021 between (i) Upasana Rupkrishan Taku and Axis Bank Limited; and (ii) Bipin Preet Singh and Axis Bank Limited.

44. Deed of guarantee dated March 22, 2021 between Upasana Rupkrishan Taku, Bipin Preet Singh and ICICI Bank Limited.

45. Agreement dated April 20, 2021 among NSDL, our Company and the Registrar to the Offer.

46. Agreement dated April 27, 2021 among CDSL, our Company and the Registrar to the Offer.

47. Copies of auditor's reports of our Company in respect of our audited financial statements for Fiscal Years 2021, 2020 and 2019.

48. Copies of annual reports of our Company for Fiscal Years 2021, 2020 and 2019.

49. Examination report of our Statutory Auditors dated July 7, 2021 on the Restated Financial Statements included in this Draft Red Herring Prospectus.

50. Statement of possible special tax benefits from our Statutory Auditors, dated July 9, 2021.

51. Industry report titled "India Fintech Market" dated July, 2021, prepared by RedSeer Management Consulting Private Limited.

52. Written consent dated July 12, 2021 from B S R & Associates LLP, Chartered Accountants, to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this DRHP, 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 July 7, 2021 on our Restated Financial Statements; and (ii) their report dated July 9, 2021 on the statement of possible special tax benefits in this DRHP and such consent has not been withdrawn as on the date of this DRHP. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

53. Consents of the Selling Shareholders, Bankers to our Company, the BRLMs, Syndicate Members, Registrar to the Offer, Escrow Collection Bank(s), Sponsor Bank, Directors of our Company, Company Secretary and Compliance Officer for the Offer, Chief Financial Officer, Public Offer Account Bank(s), RedSeer Management Consulting Private Limited, legal counsel, Refund Bank(s) as referred to, in their respective capacities.

54. In-principle listing approvals dated [●] and [●] received from NSE and BSE, respectively.

55. Due diligence certificate dated July 12, 2021 to SEBI from the BRLMs.

56. SEBI observation letter [●] and our in-seriatim reply to the same dated [●].

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 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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Bipin Preet Singh
(Managing Director and Chief Executive Officer)

Place: Gurugram

Date: July 12, 2021

DECLARATION

I hereby 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
(Whole-time Director, Chairperson and Chief Operating Officer)

Place: Gurugram

Date: July 12, 2021

DECLARATION

I hereby 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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Chandan Joshi
(Whole-time Director)

Place: Gurugram

Date: July 12, 2021

DECLARATION

I hereby 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

Amb. Navdeep Singh Suri
(Independent Director)

Place: Gurugram

Date: July 12, 2021

DECLARATION

I hereby 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: July 12, 2021

DECLARATION

I hereby 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: Boston, USA

Date: July 12, 2021

DECLARATION

I hereby 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: Fremont, CA, USA

Date: July 12, 2021

DECLARATION

I hereby 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

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Dilip Bidani
(*Chief Financial Officer*)

Place: Gurugram

Date: July 12, 2021

DECLARATION BY AMERICAN EXPRESS TRAVEL RELATED SERVICES COMPANY, INC., AS THE SELLING SHAREHOLDER

American Express Travel Related Services Company, Inc., hereby confirm that all statements and undertakings made or confirmed by it in this Draft Red Herring Prospectus specifically in relation to itself, as the Selling Shareholder, and the Equity Shares which are being offered by it by way of the Offer for Sale pursuant to the Offer, are true and correct. American Express Travel Related Services Company, Inc. assumes no responsibility for any other statements, disclosures and undertakings including statements made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

SIGNED FOR AND ON BEHALF OF AMERICAN EXPRESS TRAVEL RELATED SERVICES COMPANY, INC.

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Name: Lisa F. Marchese

Designation: EVP and Head of Corporate Development

Date: July 12, 2021

Place: New York, USA

DECLARATION BY BAJAJ FINANCE LIMITED, AS THE SELLING SHAREHOLDER

We, Bajaj Finance Limited, hereby confirm that all statements and undertakings made or confirmed by it in this Draft Red Herring Prospectus specifically in relation to itself, as the Selling Shareholder, and the Equity Shares which are being offered by it by way of the Offer for Sale pursuant to the Offer, are true and correct.

SIGNED FOR AND ON BEHALF OF BAJAJ FINANCE LIMITED

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Name: Babu Rao

Designation: General Counsel

Name: R Vijay

Designation: Company Secretary

Date: July 12, 2021

Place: Pune

DECLARATION BY BIPIN PREET SINGH, AS THE SELLING SHAREHOLDER

I, hereby confirm that all statements and undertakings made or confirmed by me in this Draft Red Herring Prospectus specifically in relation to myself, as the Selling Shareholder, and the Equity Shares which are being offered by me by way of the Offer for Sale pursuant to the Offer, are true and correct.

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Name: Bipin Preet Singh

Date: July 12, 2021

Place: Gurugram

DECLARATION BY CISCO SYSTEMS (USA) PTE. LTD., AS THE SELLING SHAREHOLDER

We, Cisco Systems (USA) Pte. Ltd., hereby confirm that all statements and undertakings made or confirmed by it in this Draft Red Herring Prospectus specifically in relation to itself, as a Selling Shareholder, and its portion of Offered Shares, are true and correct. Cisco Systems (USA) Pte. Ltd. assumes no responsibility for any other statements, disclosures and undertakings including any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

SIGNED FOR AND ON BEHALF OF CISCO SYSTEMS (USA) PTE. LTD.

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Name: Evan Sloves

Designation: Authorised Signatory

Date: July 12, 2021

Place: San Mateo, California

DECLARATION BY SEQUOIA CAPITAL INDIA INVESTMENT HOLDINGS III, AS THE SELLING SHAREHOLDER

We, Sequoia Capital India Investment Holdings III, hereby confirm that all statements and undertakings specifically made or confirmed by it in this Draft Red Herring Prospectus in relation to itself, as the Selling Shareholder, and the Equity Shares which are being offered by it by way of the Offer for Sale pursuant to the Offer, are true and correct. Sequoia Capital India Investment Holdings III assumes no responsibility for any other statements, disclosures and undertakings including statements made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

SIGNED FOR AND ON BEHALF OF SEQUOIA CAPITAL INDIA INVESTMENT HOLDINGS III

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Name: Aslam Koomar

Designation: Director

Date: July 12, 2021

Place: C/O International Proximity
Fifth Floor, Ebene Esplanade
24 Bank Street, Cybercity
Ebene, Mauritius

DECLARATION BY SEQUOIA CAPITAL INDIA INVESTMENTS IV, AS THE SELLING SHAREHOLDER

We, Sequoia Capital India Investments IV, hereby confirm that all statements and undertakings specifically made or confirmed by it in this Draft Red Herring Prospectus in relation to itself, as the Selling Shareholder, and the Equity Shares which are being offered by it by way of the Offer for Sale pursuant to the Offer, are true and correct. Sequoia Capital India Investments IV assumes no responsibility for any other statements, disclosures and undertakings including statements made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

SIGNED FOR AND ON BEHALF OF SEQUOIA CAPITAL INDIA INVESTMENTS IV

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Name: Aslam Koomar

Designation: Director

Date: July 12, 2021

Place: C/O International Proximity
Fifth Floor, Ebene Esplanade
24 Bank Street, Cybercity
Ebene, Mauritius

DECLARATION BY TREE LINE ASIA MASTER FUND (SINGAPORE) PTE LTD, AS THE SELLING SHAREHOLDER

We, Tree Line Asia Master Fund (Singapore) Pte Ltd, hereby confirm that all statements and undertakings made or confirmed by it in this Draft Red Herring Prospectus specifically in relation to itself, as a Selling Shareholder, and its portion of Offered Shares, are true and correct. Tree Line Asia Master Fund (Singapore) Pte Ltd assumes no responsibility for any other statements, disclosures and undertakings including any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

SIGNED FOR AND ON BEHALF OF TREE LINE ASIA MASTER FUND (SINGAPORE) PTE LTD

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Name: Robert Herries

Designation: Chief Operating Officer

Date: July 12, 2021

Place: Hong Kong

DECLARATION BY UPASANA RUPKRISHAN TAKU, AS THE SELLING SHAREHOLDER

I, Upasana Rupkrishan Taku, hereby confirm that all statements and undertakings made or confirmed by me in this Draft Red Herring Prospectus specifically in relation to myself, as the Selling Shareholder, and the Equity Shares which are being offered by me by way of the Offer for Sale pursuant to the Offer, are true and correct.

Name: Upasana Rupkrishan Taku

Date: July 12, 2021

Place: Gurugram