(Please scan this QR Code to view the Prospectus)

ZAGGLE PREPAID OCEAN SERVICES LIMITED

Corporate Identity Number: U65999TG2011PLC074795

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	E-MAIL AND TELEPHONE	WEBSITE
301, III Floor, CSR Estate, Plot No.8, Sector 1, HUDA Techno Enclave, Madhapur Main Road, Hyderabad, Rangareddi 500 081, Telangana, India	B1-004, Ground Floor, Boomerang Building, C.T.S. No. 4A, Village Saki Naka, Andheri (East), Taluka Kurla, District Mumbai Suburban, Mumbai 400 072, Maharashtra, India	Hari Priya *Company Secretary and Compliance Officer*	**E-mail**: haripriya.singh@zaggle.in **Telephone**: +91 40 2311 9049	www.zaggle.in

OUR PROMOTERS: RAJ P NARAYANAM AND AVINASH RAMESH GODKHINDI

DETAILS OF THE OFFER

TYPE	FRESH ISSUE SIZE∞	OFFER FOR SALE SIZE	TOTAL OFFER SIZE	ELIGIBILITY AND SHARE RESERVATION AMONG QIBs, NIBs AND RIBs
Fresh Issue and Offer for Sale	23,902,439* Equity Shares aggregating to ₹3,920.00* million	10,449,816* Equity Shares aggregating to ₹1,713.77* million	34,352,255* Equity Shares aggregating to ₹5,633.77* million	The Offer was made pursuant to Regulation 6(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**") as our Company did not fulfil requirements under Regulation 6(1)(a) and 6(1)(c) of the SEBI ICDR Regulations. For details of share reservation among QIBs, NIBs and RIBs, see "*Offer Structure*" on page 311.

* *Subject to finalisation of the Basis of Allotment.*
∞ *Our Company, in consultation with the Book Running Lead Managers, has undertaken a Pre-IPO Placement of 4,451,219 Equity Shares and 1,524,390 Equity Shares at an issue price of ₹164 per Equity Share (including a premium of ₹163 per Equity Share) for a cash consideration aggregating to ₹730 million and ₹250 million, on August 16, 2023 and August 21, 2023, respectively. The size of the Fresh Issue has been reduced by ₹980 million and, accordingly, the size of the Fresh Issue is aggregating to ₹3,920 million.*

DETAILS OF THE SELLING SHAREHOLDERS, OFFER FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION

NAME OF THE SELLING SHAREHOLDERS	TYPE	NO. OF EQUITY SHARES OFFERED	WACA# PER EQUITY SHARE (₹)
Raj P Narayanam	Promoter Selling Shareholder	1,529,677* Equity Shares aggregating to ₹250.87* million	0.02
Avinash Ramesh Godkhindi	Promoter Selling Shareholder	1,529,677* Equity Shares aggregating to ₹250.87* million	0.02
VenturEast Proactive Fund LLC	Investor Selling Shareholder	2,830,499* Equity Shares aggregating to ₹464.20* million	2.17
GKFF Ventures	Investor Selling Shareholder	2,046,026* Equity Shares aggregating to ₹335.55* million	0.02
VenturEast SEDCO Proactive Fund LLC	Investor Selling Shareholder	538,557* Equity Shares aggregating to ₹88.32* million	1.72
Ventureast Trustee Company Private Limited (acting on behalf of Ventureast Proactive Fund)	Investor Selling Shareholder	118,040* Equity Shares aggregating to ₹19.36* million	3.78
Zuzu Software Services Private Limited	Corporate Selling Shareholder	1,765,540* Equity Shares aggregating to ₹289.55* million	0.00
Koteswara Rao Meduri	Individual Selling Shareholder	91,800* Equity Shares aggregating to ₹15.06* million	0.02

* *Subject to finalisation of the Basis of Allotment.*
\# *WACA: Weighted Average Cost of Acquisition*
Calculated on a fully diluted basis as of the date of this Prospectus, as certified by P R S V & Co. LLP, Chartered Accountants, by way of their certificate dated September 18, 2023.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹1 each. The Floor Price, Cap Price and Offer Price as determined by our Company in consultation with the Book Running Lead Managers, in accordance with the SEBI ICDR Regulations and as stated under "*Basis for Offer Price*" on page 110, should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investment 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 our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India (the "**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 31.

<table>
<tr><th colspan="6">COMPANY'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY</th></tr>
<tr><td colspan="6">Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this 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 Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, each Selling Shareholder, severally and not jointly, accepts responsibility only for and confirms the statements made or undertaken expressly by it in this Prospectus only to the extent of information specifically pertaining to it and its respective portion of the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. Each Selling Shareholder severally and not jointly, assumes no responsibility for any other statement in this Prospectus, including, inter alia, any other statements made by or relating to our Company or its business or any other Selling Shareholders.</td></tr>
<tr><th colspan="6">LISTING</th></tr>
<tr><td colspan="6">Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated January 24, 2023 and January 25, 2023, respectively. The Equity Shares offered through the Red Herring Prospectus and this Prospectus are proposed to be listed on the Stock Exchanges being NSE and BSE. For the purposes of the Offer, NSE is the Designated Stock Exchange.</td></tr>
<tr><th colspan="6">BOOK RUNNING LEAD MANAGERS</th></tr>
<tr><th colspan="2">NAME OF BOOK RUNNING LEAD MANAGER AND LOGO</th><th colspan="2">CONTACT PERSON</th><th colspan="2">E-MAIL AND TELEPHONE</th></tr>
<tr><td colspan="2">ICICI Securities Limited</td><td colspan="2">Harsh Thakkar/Sumit Singh</td><td colspan="2">Telephone: + 91 22 6807 7100
E-mail: zaggle.ipo@icicisecurities.com</td></tr>
<tr><td colspan="2">Equirus Capital Private Limited</td><td colspan="2">Malay Shah</td><td colspan="2">Telephone: +91 22 43320736
E-mail: zaggle.ipo@equirus.com</td></tr>
<tr><td colspan="2">IIFL Securities Limited</td><td colspan="2">Pawan Jain/Shirish Chikalge</td><td colspan="2">Telephone: +91 22 4646 4728
E-mail: zaggle.ipo@iiflcap.com</td></tr>
<tr><td colspan="2">JM Financial Limited</td><td colspan="2">Prachee Dhuri</td><td colspan="2">Telephone: +91 22 6630 3030
E-mail: zaggle.ipo@jmfl.com</td></tr>
<tr><th colspan="6">REGISTRAR TO THE OFFER</th></tr>
<tr><th colspan="2">NAME OF THE REGISTRAR</th><th colspan="2">CONTACT PERSON</th><th colspan="2">E-MAIL AND TELEPHONE</th></tr>
<tr><td colspan="2">Kfin Technologies Limited (formerly known as Kfin Technologies Private Limited)</td><td colspan="2">M Murali Krishna</td><td colspan="2">Telephone: +91 40 6716 2222
E-mail: zaggle.ipo@kfintech.com</td></tr>
<tr><th colspan="6">BID/OFFER PERIOD</th></tr>
<tr><td>ANCHOR INVESTOR BIDDING DATE</td><td>Wednesday, September 13, 2023</td><td>BID/OFFER OPENED ON</td><td>Thursday, September 14, 2023</td><td>BID/OFFER CLOSED ON*</td><td>Monday, September 18, 2023</td></tr>
</table>

** UPI mandate end time and date was at 5:00 pm on the Bid/Offer Closing Date.*

PROSPECTUS
Dated September 18, 2023
Please read Section 32 of the Companies Act, 2013
100% Book Built Offer

ZAGGLE PREPAID OCEAN SERVICES LIMITED

Our Company was incorporated as 'Zaggle Prepaid Ocean Services Private Limited' at Hyderabad as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated June 2, 2011 issued by the Registrar of Companies, Andhra Pradesh at Hyderabad. Subsequently, our Company was converted into a public limited company under the Companies Act, 2013, pursuant to a special resolution passed by our Shareholders at the EGM held on August 22, 2022 and consequently, the name of our Company was changed to 'Zaggle Prepaid Ocean Services Limited' and a fresh certificate of incorporation dated September 13, 2022 was issued by the Registrar of Companies, Telangana at Hyderabad (the "**RoC**"). For details of the change in the name and the registered office of our Company, see "*History and Certain Corporate Matters*" on page 172.

Registered Office: 301, III Floor, CSR Estate, Plot No.8, Sector 1, HUDA Techno Enclave, Madhapur Main Road, Hyderabad, Rangareddi 500 081, Telangana, India; **Telephone:** +91 40 2311 9049
Corporate Office: B1-004, Ground Floor, Boomerang Building, C.T.S. No. 4A, Village Saki Naka, Andheri (East), Taluka Kurla, District Mumbai Suburban, Mumbai, 400 072, Maharashtra, India; **Telephone**: +91 22 4879 4879
Contact Person: Hari Priya, Company Secretary and Compliance Officer; **Telephone**: +91 40 2311 9049;
E-mail: haripriya.singh@zaggle.in; **Website**: www.zaggle.in
Corporate Identity Number: U65999TG2011PLC074795

OUR PROMOTERS: RAJ P NARAYANAM AND AVINASH RAMESH GODKHINDI

INITIAL PUBLIC OFFER OF 34,352,255* EQUITY SHARES BEARING FACE VALUE OF ₹1 EACH ("EQUITY SHARES") OF ZAGGLE PREPAID OCEAN SERVICES LIMITED (OUR "COMPANY" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹164 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹163 PER EQUITY SHARE) (THE "OFFER PRICE") AGGREGATING TO ₹5,633.77* MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF 23,902,439* EQUITY SHARES BY OUR COMPANY AGGREGATING TO ₹3,920.00* MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF 10,449,816* EQUITY SHARES AGGREGATING TO ₹1,713.77* MILLION (THE "OFFER FOR SALE"), COMPRISING 1,529,677* EQUITY SHARES AGGREGATING TO ₹250.87* MILLION BY RAJ P NARAYANAM AND 1,529,677* EQUITY SHARES AGGREGATING TO ₹250.87* MILLION BY AVINASH RAMESH GODKHINDI (TOGETHER REFERRED TO AS THE "PROMOTER SELLING SHAREHOLDERS"), 2,830,499* EQUITY SHARES AGGREGATING TO ₹464.20* MILLION BY VENTUREAST PROACTIVE FUND LLC, 2,046,026* EQUITY SHARES AGGREGATING TO ₹335.55* MILLION BY GKFF VENTURES, 538,557* EQUITY SHARES AGGREGATING TO ₹88.32* MILLION BY VENTUREAST SEDCO PROACTIVE FUND LLC AND 118,040* EQUITY SHARES AGGREGATING TO ₹19.36* MILLION BY VENTUREAST TRUSTEE COMPANY PRIVATE LIMITED (ACTING ON BEHALF OF VENTUREAST PROACTIVE FUND) (COLLECTIVELY REFERRED TO AS THE "INVESTOR SELLING SHAREHOLDERS"), 1,765,540* EQUITY SHARES AGGREGATING TO ₹289.55* MILLION BY ZUZU SOFTWARE SERVICES PRIVATE LIMITED (REFERRED TO AS THE "CORPORATE SELLING SHAREHOLDER") AND 91,800* EQUITY SHARES AGGREGATING TO ₹15.06* MILLION BY KOTESWARA RAO MEDURI (THE "INDIVIDUAL SELLING SHAREHOLDER" AND TOGETHER WITH THE PROMOTER SELLING SHAREHOLDERS, INVESTOR SELLING SHAREHOLDERS AND CORPORATE SELLING SHAREHOLDER ARE REFERRED TO AS THE "SELLING SHAREHOLDERS", AND SUCH EQUITY SHARES CUMULATIVELY OFFERED BY THE SELLING SHAREHOLDERS, THE "OFFERED SHARES"). THE OFFER CONSTITUTED 28.14%* OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, HAS UNDERTAKEN A PRE-IPO PLACEMENT OF 4,451,219 EQUITY SHARES AND 1,524,390 EQUITY SHARES AT AN ISSUE PRICE OF ₹164 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹163 PER EQUITY SHARE) FOR A CASH CONSIDERATION AGGREGATING TO ₹730 MILLION AND ₹250 MILLION, ON AUGUST 16, 2023 AND AUGUST 21, 2023, RESPECTIVELY. THE SIZE OF THE FRESH ISSUE HAS BEEN REDUCED BY ₹980 MILLION AND, ACCORDINGLY, THE SIZE OF THE FRESH ISSUE IS AGGREGATING TO ₹3,920 MILLION.

THE OFFER PRICE IS ₹164 PER EQUITY SHARE AND THE OFFER PRICE IS 164 TIMES THE FACE VALUE OF THE EQUITY SHARES.

**** SUBJECT TO FINALISATION OF THE BASIS OF ALLOTMENT.***

The Offer was made through the Book Building Process, in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations. The Offer was made through the Book Building Process and in compliance with Regulation 6(2) of the SEBI ICDR Regulations, wherein not less than 75% of the Offer was available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**", the "**QIB Portion**"), provided that our Company in consultation with the Book Running Lead Managers, allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("**Anchor Investor Portion**"). One-third of the Anchor Investor Portion was reserved for the domestic Mutual Funds, subject to valid Bids having been received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. Post allocation to the Anchor Investors, the QIB Portion was reduced by such number of Equity Shares. Further, 5% of the Net QIB Portion (excluding Anchor Investor Portion) was available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion was available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids having been received at or above the Offer Price. However, if the aggregate demand from Mutual Funds was less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion could have been added to the remaining Net QIB Portion for proportionate allocation to QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids having been received at or above the Offer Price. Further, not more than 15% of the Offer was available for allocation in accordance with Regulation 32(3A) of the SEBI ICDR Regulations to Non-Institutional Bidders (out of which one third was reserved for Bidders with Bids exceeding ₹0.20 million up to ₹1 million and two-thirds was reserved for Bidders with Bids exceeding ₹1 million) and not more than 10% of the Offer was available for allocation to Retail Individual Bidders ("**RIB**") in accordance with the SEBI ICDR Regulations, subject to valid Bids having been received at or above the Offer Price. All Bidders (except Anchor Investors) were mandatorily required to utilise the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective ASBA accounts and UPI ID in case of UPI Bidders using the UPI Mechanism, as applicable, pursuant to which their corresponding Bid Amount was blocked by the Self Certified Syndicate Banks ("**SCSBs**") or by the Sponsor Banks under the UPI Mechanism, as the case may be, to the extent of the respective Bid Amounts. Anchor Investors were not permitted to participate in the Offer through the ASBA Process. For further details, see "*Offer Procedure*" on page 315.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹1 each. The Floor Price, Cap Price and Offer Price as determined by our Company in consultation with the Book Running Lead Managers, in accordance with the SEBI ICDR Regulations and as stated under "*Basis for Offer Price*" on page 110, should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investment 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 our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 31.

COMPANY'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this 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 Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, each Selling Shareholder, severally and not jointly, accepts responsibility only for and confirms the statements made or undertaken expressly by it in this Prospectus only to the extent of information specifically pertaining to it and its respective portion of the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. Each Selling Shareholder severally and not jointly, assumes no responsibility for any other statement in this Prospectus, including, *inter alia*, any other statements made by or relating to our Company or its business or any other Selling Shareholders.

LISTING

The Equity Shares to be offered through the Red Herring Prospectus and this Prospectus are proposed to be listed on the Stock Exchanges. Our Company received an in-principle approval from each of the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated January 24, 2023 and January 25, 2023, respectively. For the purpose of the Offer, NSE is the Designated Stock Exchange. A signed copy of the Red Herring Prospectus has been filed in accordance with Section 32 of the Companies Act, 2013 and a signed copy of this Prospectus will be filed with the RoC in accordance with Section 26(4) of the Companies Act, 2013. For details of the material contracts and documents that were 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 342.

BOOK RUNNING LEAD MANAGERS				REGISTRAR TO THE OFFER
ICICI Securities	equirus	IIFL SECURITIES	JM FINANCIAL	KFINTECH
ICICI Securities Limited ICICI Venture House Appasaheb Marathe Marg, Prabhadevi Mumbai 400 025 Maharashtra, India **Telephone**: + 91 22 6807 7100 **E-mail:** zaggle.ipo@icicisecurities.com **Website**: www.icicisecurities.com **Investor grievance e-mail**: customercare@icicisecurities.com **Contact person**: Harsh Thakkar/ Sumit Singh **SEBI registration no.**: INM000011179	**Equirus Capital Private Limited** 12th Floor, C Wing Marathon Futurex N M Joshi Marg, Lower Parel Mumbai 400 013 Maharashtra, India. **Telephone**: +91 22 4332 0736 **E-mail**: zaggle.ipo@equirus.com **Website**: www.equirus.com **Investor grievance e-mail**: investorsgrievance@equirus.com **Contact person**: Malay Shah **SEBI registration no.**: INM000011286	**IIFL Securities Limited** 10th Floor, IIFL Centre Kamala City, Senapati Bapat Marg Lower Parel (West) Mumbai 400 013 Maharashtra. India **Telephone**: +91 22 4646 4728 **E-mail**: zaggle.ipo@iiflcap.com **Website**: www.iiflcap.com **Investor grievance e-mail**: ig.ib@iiflcap.com **Contact person**: Pawan Jain/ Shirish Chikalge **SEBI registration no.**: INM000010940	**JM Financial Limited** 7th Floor, Cnergy Appasaheb Marathe Marg, Prabhadevi Mumbai 400 025 Maharashtra, India **Telephone**: +91 22 6630 3030 **E-mail**: zaggle.ipo@jmfl.com **Website**: www.jmfl.com **Investor grievance e-mail**: grievance.ibd@jmfl.com **Contact person**: Prachee Dhuri **SEBI registration no.**: INM000010361	**Kfin Technologies Limited (formerly known as Kfin Technologies Private Limited)** Selenium, Tower-B Plot 31 and 32, Financial District Nanakramguda, Serilingampally Hyderabad, Rangareddi 500 032 Telangana, India **Telephone**: +91 40 6716 2222 **E-mail**: zaggle.ipo@kfintech.com **Website**: www.kfintech.com **Investor grievance e-mail**: einward.ris@kfintech.com **Contact person**: M Murali Krishna **SEBI registration no.**: INR000000221

BID/OFFER PERIOD			
BID/OFFER OPENED ON	**Thursday, September 14, 2023**	**BID/OFFER CLOSED ON**	**Monday, September 18, 2023***

* *UPI mandate end time and date was at 5:00 pm on the Bid/Offer Closing Date.*

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TABLE OF CONTENTS

SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Prospectus uses certain definitions and abbreviations which, unless otherwise specified or the context otherwise indicates, requires or implies, shall have the meanings as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification shall be deemed to include all amendments, supplements, re-enactments and modifications thereto, from time to time, and any reference to a statutory provision shall include any subordinate legislation made from time to time thereunder.

The words and expressions used but not defined in this Prospectus will have the same meaning as assigned to such terms under the Companies Act, the SEBI Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act and the rules and regulations made thereunder, as applicable.

Notwithstanding the foregoing, the terms used in "Objects of the Offer", "Basis for Offer Price", "Statement of Possible Special Tax Benefits", "Industry Overview", "Key Regulations and Policies in India", "History and Certain Corporate Matters", "Restated Financial Information", "Financial Indebtedness", "Outstanding Litigation and Material Developments" "Other Regulatory and Statutory Disclosures", and "Description of Equity Shares and Terms of Articles of Association" on pages 99, 110, 115, 121, 167, 172, 195, 243, 281, 291 and 336, respectively, shall have the respective meanings ascribed to them in the relevant sections.

General Terms

Term(s)	Description
Our Company *or* the Company *or* the Issuer	Zaggle Prepaid Ocean Services Limited, a company incorporated under the Companies Act, 1956, whose registered office is situated at 301, III Floor, CSR Estate, Plot No.8, Sector 1, HUDA Techno Enclave, Madhapur Main Road, Hyderabad, Rangareddi 500 081, Telangana, India.
We *or* us *or* our	Unless the context otherwise indicates, requires or implies: (1) for any period prior to January 12, 2023, is a reference to our Company, on a standalone basis, and (2) for any period on or after January 12, 2023, is a reference to our Company together with our Subsidiary, on a consolidated basis, as of and for the relevant year covered by the Restated Financial Information.

Company Related Terms

Term(s)	Description
Articles of Association *or* Articles *or* AoA	The articles of association of our Company, as amended.
Audit Committee	The audit committee of our Board of Directors, as disclosed in "*Our Management*" on page 177.
Auditors *or* Statutory Auditors *or* Joint Statutory Auditors	The joint statutory auditors of our Company, namely, P R S V & Co. LLP, Chartered Accountants, together with M S K A & Associates, Chartered Accountants.
Board *or* Board of Directors	The board of directors of our Company, as constituted from time to time, including a duly constituted committee thereof.
Chief Financial Officer	The chief financial officer of our Company, namely, Venkata Aditya Kumar Grandhi. For details see "*Our Management*" on page 177.
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, namely, Hari Priya. For details see "*Our Management*" on page 177.
Corporate Office	The corporate office of our Company situated at B1-004, Ground Floor, Boomerang Building, C.T.S. No. 4A, Village Saki Naka, Andheri (East), Taluka Kurla, District Mumbai Suburban, Mumbai, 400 072, Maharashtra, India.
Director(s)	The director(s) on our Board, as appointed from time to time.
Equity Shares	The equity shares of our Company of face value of ₹1 each.
Executive Chairman	The chairman of our Company, namely, Raj P Narayanam. For details see "*Our Management*" on page 177.
ESOP Scheme	Zaggle ESOP 2022, as amended and disclosed in "*Capital Structure—Notes to Capital Structure—Employee Stock Option Scheme*" on page 95.
Executive Director(s)	The executive Directors on our Board of Directors, as disclosed in "*Our Management"* on page 177.
eYantra	eYantra Industries Private Limited.
eYantra Demerger Scheme	The scheme of arrangement between Magixo IRM Solutions Private Limited and eYantra Industries Private Limited for the demerger of eYantra Industries Private Limited filed before the High Court of Andhra Pradesh under Sections 391 and 394 of the Companies Act, 1956.
Group Companies	In terms of Regulation 2(1)(t) of the SEBI ICDR Regulations, the term "group companies" includes companies with which there were related party transactions as per Ind AS 24, and any other companies as may be considered material by our Board, in accordance with the resolution dated

Term(s)	Description
	August 29, 2023 passed by our Board.
Independent Director(s)	The non-executive independent director(s) of our Company, as disclosed in "*Our Management"* on page 177.
IPO Committee	The IPO committee of our Board constituted vide resolution of the Board dated November 19, 2022.
Key Managerial Personnel *or* KMP	The key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations, and as disclosed in "*Our Management—Key Managerial Personnel and Senior Management—Key Managerial Personnel*" on page 187.
Magixo	Magixo IRM Solutions Private Limited, an erstwhile wholly-owned subsidiary of our Company.
Materiality Policy	The policy adopted by our Board of Directors, on December 14, 2022 for identification of material outstanding litigation; and outstanding dues to material creditors, and on August 29, 2023 for identification of group companies, each in accordance with the disclosure requirements under the SEBI ICDR Regulations.
Managing Director and Chief Executive Officer	The managing director and chief executive officer of our Company, namely, Avinash Ramesh Godkhindi. For details, see "*Our Management*" on page 177.
Memorandum of Association *or* Memorandum *or* MoA	The memorandum of association of our Company, as amended.
NCDs	500 secured, unlisted, rated non-convertible debentures of face value of ₹1.00 million each, aggregating to ₹500.00 million issued by our Company to Vivriti Capital Private Limited on November 30, 2022 in accordance with the terms specified under the private placement offer cum application letter dated November 30, 2022, and debenture trust deed dated November 30, 2022 entered into among our Company and Catalyst Trusteeship Limited as the debenture trustee. As of date of this Prospectus, the NCDs were held by Vivriti Emerging Corporate Bond Fund.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board of Directors, as disclosed in "*Our Management*" on page 177.
Non-Executive Director(s)	The non-executive directors on our Board of Directors as disclosed in "*Our Management*" on page 177.
Promoters	The promoters of our Company, namely, Raj P Narayanam and Avinash Ramesh Godkhindi. For details see "*Promoters and Promoter Group*" on page 190.
Promoter Group	The persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as disclosed in "*Promoters and Promoter Group*" on page 190.
Registered Office	The registered office of our Company situated at 301, III Floor, CSR Estate, Plot No.8, Sector 1, HUDA Techno Enclave, Madhapur Main Road, Hyderabad, Rangareddi 500 081, Telangana, India.
Registrar of Companies *or* RoC	Registrar of Companies, Telangana at Hyderabad.
Restated Financial Information	The restated financial information of our Company and our Subsidiary* as of and for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, comprising: (i) the restated consolidated statement of assets and liabilities as at March 31, 2023, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity and the restated consolidated statement of cash flows for the year ended March 31, 2023; (ii) the restated standalone statement of assets and liabilities as at March 31, 2022 and March 31, 2021, the restated standalone statement of profit and loss (including other comprehensive income), the restated standalone statement of changes in equity and the restated standalone statement of cash flows for each of the years ended March 31, 2022 and March 31, 2021; and (iii) the restated statement of significant accounting policies, notes and other explanatory information, each prepared in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, each as amended from time to time. __________ ** Since its incorporation, our Subsidiary, ZTL, had not commenced any business or conducted any operations, transactions or activities and, as of the date of this Prospectus, ZTL was in the process of being dissolved and its name being struck off from the register in accordance with applicable law in the United Kingdom. As a result, the Restated Financial Information does not include the financial performance and financial condition of ZTL, and only reflects the financial position and financial performance of our Company.*
Risk Management Committee	The risk management committee of our Board of Directors as disclosed in "*Our Management*" on page 177.
Subsidiary *or* ZTL	Zaggle Technologies Limited, a private company incorporated in the United Kingdom on January 12, 2023, and a wholly-owned subsidiary of our Company.
Scheme of Amalgamation	The scheme for amalgamation of Magixo with our Company, filed under Section 233 of the Companies Act, 2013, read with Rule 25 the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016 before the Office of the Regional Director, South East Region, Hyderabad, which was approved by such office on March 1, 2022

Term(s)	Description
Senior Management *or* SM	The senior management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as disclosed in "*Our Management—Key Managerial Personnel and Senior Management—Senior Management*" on page 188.
Shareholders	The shareholders of our Company, from time to time.
Stakeholders Relationship Committee	The stakeholders relationship committee of our Board of Directors, as disclosed in "*Our Management*" on page 177.
Zagg Network	Zagg Network Private Limited (formerly known as Intermed Merchandising Private Limited).

Offer related terms

Term	Description
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form.
Allot *or* Allotment *or* Allotted	Allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the Offered Shares pursuant to the Offer for Sale, in each case to the successful Bidders.
Allotment Advice	A note or advice or intimation of Allotment sent to all the Bidders who have Bid in the Offer after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee	A successful Bidder to whom the Equity Shares are Allotted.
Anchor Investor	A Qualified Institutional Buyer, who applied under the Anchor Investor Portion in accordance with the SEBI ICDR Regulations and the Red Herring Prospectus who has Bid for an amount of at least ₹100 million.
Anchor Investor Allocation Price	₹164 per Equity Share, being the price at which Equity Shares were allocated to the Anchor Investors in terms of the Red Herring Prospectus and this Prospectus, and which was determined by our Company in consultation with the BRLMs.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion in accordance with the requirements specified under the SEBI ICDR Regulations and which was considered as an application for Allotment in terms of the Red Herring Prospectus and this Prospectus.
Anchor Investor Bid/Offer Period	September 13, 2023, being one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors were submitted and allocation to the Anchor Investors was completed.
Anchor Investor Bidding Date	September 13, 2023, being one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors were submitted, prior to and after which, the BRLMs did not accept any Bids from Anchor Investor, and allocation to the Anchor Investors was completed.
Anchor Investor Offer Price	₹164 per equity share, being the final price at which the Equity Shares were Allotted to Anchor Investors in terms of the Red Herring Prospectus and this Prospectus. The Anchor Investor Offer Price was decided by our Company in consultation with the BRLMs.
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), the Anchor Investor Bid/Offer Period.
Anchor Investor Portion	15,458,515 Equity Shares, being 60% of the QIB Portion which was allocated by our Company in consultation with the BRLMs, to Anchor Investors, on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids having been received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
Application Supported by Blocked Amount *or* ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and to authorise an SCSB to block the Bid Amount in the relevant ASBA Account and which includes applications made by UPI Bidders using the UPI Mechanism where the Bid Amount was blocked upon acceptance of the UPI Mandate Request.
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders, for blocking the Bid Amount mentioned in the relevant ASBA Form, which may be blocked by such SCSB or the account of the UPI Bidders blocked upon acceptance of a UPI Mandate Request made by the UPI Bidder using the UPI Mechanism, to the extent of the Bid Amount of the ASBA Bidder.
ASBA Bid	A Bid made by an ASBA Bidder.
ASBA Bidders	All Bidder(s), except Anchor Investors.
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids which was considered as the application for Allotment in terms of the Red Herring Prospectus and this Prospectus.
Bankers to the Offer	Collectively, the Escrow Collection Bank(s), the Refund Bank(s), the Public Offer Account Bank(s) and the Sponsor Banks, as the case may be.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Bidders under the Offer, as disclosed in "*Offer Procedure*" on page 315.

Term	Description
Bid	An indication to make an offer during the Bid/Offer Period by ASBA Bidders pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/Offer Period by the Anchor Investors pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, in accordance with the SEBI ICDR Regulations and the Red Herring Prospectus and the relevant Bid cum application form. The term "Bidding" was construed accordingly.
Bid Amount	In relation to each Bid, the highest value of the Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders, Bidding at the Cut-off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder, and mentioned in the Bid cum Application Form and paid by the Bidder or was blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of such Bid.
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the case may be.
Bid Lot	90 Equity Shares and in multiples of 90 Equity Shares thereafter.
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries did not accept any Bids, being Monday, September 18, 2023, which was published in all editions of The Financial Express, an English national daily newspaper, all editions of Jansatta, a Hindi national daily newspaper, Hyderabad edition of Surya, the Telugu daily newspaper (Telugu being the regional language of Hyderabad, Telangana, where our Registered Office is located).
Bid/Offer Opening Date	Except in relation to any Bids received from Anchor Investors, the date on which the Designated Intermediaries started accepting Bids, being Thursday, September 14, 2023, which was published in all editions of The Financial Express, an English national daily newspaper, all editions of Jansatta, a Hindi national daily newspaper, Hyderabad edition of Surya, the Telugu daily newspaper (Telugu being the regional language of Hyderabad, Telangana, where our Registered Office is located).
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 prospective Bidders could submit their Bids, including any revisions thereof.
Bidder	Any prospective investor who made 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 accepted the ASBA Forms, *i.e.*, the Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Book Building Process	The book building process as described in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer was being made.
Book Running Lead Managers *or* BRLMs	The book running lead managers to the Offer, being I-Sec, Equirus, IIFL and JM Financial.
Broker Centres	The broker centres notified by the Stock Exchanges where ASBA Bidders could submit the ASBA Forms to a Registered Broker (in case of UPI Bidders, only using UPI Mechanism). The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), updated from time to time.
CAN *or* Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares to be sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bid/Offer Period.
Cap Price	₹164 per Equity Share, being the higher end of the Price Band.
Cash Escrow and Sponsor Bank Agreement	The agreement dated September 7, 2023 entered into among our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, and the Bankers to the Offer for, *inter alia*, collection of the Bid Amounts from Anchor Investors transfer of funds to the Public Offer Account and where applicable remitting refunds of the amounts collected from Anchor Investors, on the terms and conditions thereof.
Client ID	Client identification number maintained with one of the Depositories in relation to a dematerialised account.
Collecting Depository Participant *or* CDP	A depository participant, as defined under the Depositories Act and 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 and the UPI Circulars, issued by SEBI as per the list available on the websites of the Stock Exchanges, as updated from time to time.
Corporate Selling Shareholder *or* Zuzu Software Services Private Limited	Zuzu Software Services Private Limited (1)(2) ________ *(1) Sudhakar Tirunagari and Suresh Chanda Laxmi are the shareholders; and Sudhakar Tirunagari and Anjana Ramesh Thakkar are the directors of Zuzu Software Services Private Limited.* *(2) Zuzu Software Services Private Limited holds 17.80% of our Company's pre-Offer Equity Share capital.*
Cut-off Price	The Offer Price, finalised by our Company in consultation with the BRLMs. Only Retail Individual Bidders bidding in the Retail Portion were entitled to Bid at the Cut-off Price. No other category of Bidders were entitled to Bid at the Cut-off Price.

Term	Description
Demographic Details	The demographic details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation, bank account details and UPI ID, as applicable.
Designated Branches	Such branches of the SCSBs which collected the ASBA Forms used by the ASBA Bidders and a list of which is available on the website of the SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time, or any such other website as may be prescribed by the SEBI.
Designated CDP Locations	Such centres of the CDPs where ASBA Bidders submitted the ASBA Forms. The details of such Designated CDP Locations, along with the names and contact details of the CDPs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) and updated from time to time.
Designated Date	The date on which funds are transferred by the Escrow Collection Bank(s) from the Escrow Account(s) to the Public Offer Account or the Refund Account, as the case may be, and/or the instructions are issued to the SCSBs (in case of Retail Individual Bidders using the UPI Mechanism, instruction issued through the Sponsor Banks) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, in terms of the Red Herring Prospectus and this Prospectus following which Equity Shares will be Allotted in the Offer.
Designated Intermediaries	Collectively, the members of the Syndicate, sub-syndicate or agents, SCSBs (other than in relation to RIBs using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect. Bid cum Application Forms from the relevant Bidders, in relation to the Offer. In relation to ASBA Forms submitted by Retail Individual Bidders by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by Retail Individual Bidders where the Bid Amount was blocked upon acceptance of UPI Mandate Request by such Retail Individual Bidder, as the case may be, using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-Syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders, Designated Intermediaries shall mean Syndicate, sub-Syndicate/agents, SCSBs, Registered Brokers, the CDPs and RTAs.
Designated RTA Locations	Such locations of the RTAs where Bidders submitted the ASBA Forms to the 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).
Designated Stock Exchange	National Stock Exchange of India Limited.
Draft Red Herring Prospectus *or* DRHP	The draft red herring prospectus dated December 19, 2022 filed with SEBI and issued in accordance with the SEBI ICDR Regulations, which did not contain complete particulars of the price at which the Equity Shares will be allotted and the size of the Offer.
Eligible FPIs	FPI(s) that are eligible to participate in the Offer in terms of applicable law and from such jurisdictions outside India where it is not unlawful to make an offer/ invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constituted an invitation to purchase the Equity Shares.
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 Red Herring Prospectus and the Bid Cum Application Form constituted an invitation to subscribe or purchase for the Equity Shares.
Escrow Account	Account to be opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors transferred money through direct credit or NACH or NEFT or RTGS in respect of the Bid Amount when submitting a Bid.
Escrow Collection Bank(s)	The bank, which is a clearing member and registered with SEBI as a banker to an issue under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and with whom the Escrow Account has been opened, in this case, being ICICI Bank Limited.
Equirus	Equirus Capital Private Limited.
First Bidder	The Bidder whose name appears first in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name appears as the first holder of the beneficiary account held in joint names.
Floor Price	₹156 per Equity Share, being the lower end of the Price Band.
Fresh Issue	The issue of 23,902,439* Equity Shares aggregating to ₹3,920.00* million by our Company#. __________ * *Subject to finalisation of the Basis of Allotment.* # *Our Company, in consultation with the BRLMs, has undertaken a Pre-IPO Placement of 4,451,219 Equity Shares and 1,524,390 Equity Shares at an issue price of ₹164 per Equity Share (including a premium of ₹163 per Equity Share) for a cash consideration aggregating to ₹730 million and ₹250 million, on August 16, 2023, and August 21, 2023, respectively, pursuant to resolutions by the Board and Shareholders dated August 10, 2023 and August*

Term	Description
	11, 2023, respectively. The size of the Fresh Issue has been reduced by ₹980 million and, accordingly, the size of the Fresh Issue is aggregating to ₹3,920 million.
Frost & Sullivan	Frost & Sullivan (India) Private Limited.
Frost & Sullivan Report	Report titled "*Industry Report on SaaS based Fintech Market in India*" dated August 23, 2023, prepared by Frost & Sullivan, which was exclusively prepared for the purpose of the Offer and was commissioned and paid for by our Company. Frost & Sullivan was appointed pursuant to an engagement letter dated February 9, 2022 and an addendum to such engagement letter dated August 19, 2023 entered into with our Company. The Frost & Sullivan Report was available on the website of our Company at www.zaggle.in/investor-relations from the date of the Red Herring Prospectus until the Bid/Offer Closing Date, in accordance with applicable law.
General Information Document *or* GID	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs.
Individual Selling Shareholder	Koteswara Rao Meduri.
I-Sec	ICICI Securities Limited.
IIFL	IIFL Securities Limited.
Investor Selling Shareholders	Together, VenturEast Proactive Fund LLC, GKFF Ventures, VenturEast SEDCO Proactive Fund LLC and Ventureast Trustee Company Private Limited (acting on behalf of Ventureast Proactive Fund).
JM Financial	JM Financial Limited.
Monitoring Agency	CARE Ratings Limited.
Monitoring Agency Agreement	The agreement dated August 29, 2023 entered into between our Company and the Monitoring Agency.
Mutual Fund(s)	Mutual fund(s) registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
Mutual Fund Portion	5% of the QIB Portion constituting 515,284* Equity Shares which was available for allocation to Mutual Funds only, on a proportionate basis, subject to valid Bids having been received at or above the Offer Price. ________ * *Subject to finalisation of the Basis of Allotment.*
Net Proceeds	Proceeds of the Fresh Issue less our Company's share of the Offer related expenses. For further details regarding the use of the Net Proceeds and the Offer related expenses, see "*Objects of the Offer*" on page 99.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors.
Non-Institutional Portion	The portion of the Offer, being not more than 15% of the Offer constituting 5,152,838* Equity Shares, which was made available for allocation to Non-Institutional Bidders of which one-third of the Non-Institutional Portion was available for allocation to Bidders with an application size of more than ₹200,000 and up to ₹1,000,000 and two-thirds of the Non-Institutional Portion was available for allocation to Bidders with an application size of more than ₹1,000,000 provided that under-subscription in either of these two sub-categories of Non-Institutional Portion would be allocated to Bidders in the other sub-category of Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids having been received at or above the Offer Price. ________ * *Subject to finalisation of the Basis of Allotment.*
Non-Institutional Bidders *or* NIB	All Bidders, including FPIs other than individuals, corporate bodies and family offices, registered with SEBI that are not QIBs (including Anchor Investors) or Retail Individual Bidders who have Bid for Equity Shares for an amount of more than ₹200,000 (but not including NRIs other than Eligible NRIs).
Offer	The initial public offer of 34,352,255* Equity Shares of face value of ₹1 each for cash at a price of ₹164 each, aggregating to ₹5,633.77* million comprising the Fresh Issue and the Offer for Sale.# ________ * *Subject to finalisation of the Basis of Allotment.* # *Our Company, in consultation with the BRLMs, has undertaken a Pre-IPO Placement of 4,451,219 Equity Shares and 1,524,390 Equity Shares at an issue price of ₹164 per Equity Share (including a premium of ₹163 per Equity Share) for a cash consideration aggregating to ₹730 million and ₹250 million, on August 16, 2023 and August 21, 2023, respectively, pursuant to resolutions by the Board and Shareholders dated August 10, 2023 and August 11, 2023, respectively. The size of the Fresh Issue has been reduced by ₹980 million and, accordingly, the size of the Fresh Issue is aggregating to ₹3,920 million.*
Offer Agreement	The agreement dated December 19, 2022 read with amendment agreement dated August 30, 2023, entered into among our Company, the Selling Shareholders and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Offer.

Term	Description
Offer for Sale	The offer for sale of 1,529,677* Equity Shares aggregating to ₹250.87* million by Raj P Narayanam, 1,529,677* Equity Shares aggregating to ₹250.87* million by Avinash Ramesh Godkhindi, 2,830,499* Equity Shares aggregating to ₹464.20* million by VenturEast Proactive Fund LLC, 2,046,026* Equity Shares aggregating to ₹335.55* million by GKFF Ventures, 538,557* Equity Shares aggregating to ₹88.32* million by VenturEast SEDCO Proactive Fund LLC, 118,040* Equity Shares aggregating to ₹19.36* million by Ventureast Trustee Company Private Limited (acting on behalf of Ventureast Proactive Fund), 1,765,540* Equity Shares aggregating to ₹289.55* million by Zuzu Software Services Private Limited and 91,800* Equity Shares aggregating to ₹15.06* million by Koteswara Rao Meduri. ——— * *Subject to finalisation of the Basis of Allotment.*
Offer Price	₹164 per Equity Share. The Offer Price was determined by our Company in consultation with the BRLMs on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus.
Offer Proceeds	The Net Proceeds, and the proceeds of the Offer for Sale which shall be available to the Selling Shareholders. For further information about use of the Offer Proceeds, see "*Objects of the Offer*" on page 99.
Offered Shares	• 1,529,677* Equity Shares aggregating to ₹250.87* million by Raj P Narayanam; • 1,529,677* Equity Shares aggregating to ₹250.87* million by Avinash Ramesh Godkhindi; • 2,830,499* Equity Shares aggregating to ₹464.20* million by VenturEast Proactive Fund LLC; • 2,046,026* Equity Shares aggregating to ₹335.55* million by GKFF Ventures; • 538,557* Equity Shares aggregating to ₹88.32* million by VenturEast SEDCO Proactive Fund LLC; • 118,040* Equity Shares aggregating to ₹19.36* million by Ventureast Trustee Company Private Limited (acting on behalf of Ventureast Proactive Fund); • 1,765,540* Equity Shares aggregating to ₹289.55* million by Zuzu Software Services Private Limited; and • 91,800* Equity Shares aggregating to ₹15.06* million by Koteswara Rao Meduri. ——— * *Subject to finalisation of the Basis of Allotment.*
Pre-IPO Placement	Preferential issue of 4,451,219 Equity Shares and 1,524,390 Equity Shares at an issue price of ₹164 per Equity Share (including a premium of ₹163 per Equity Share) for a cash consideration aggregating to ₹730 million and ₹250 million, undertaken by our Company on August 16, 2023, and August 21, 2023, respectively, in consultation with the Book Running Lead Managers. For further details in relation to the Pre-IPO Placement, see "*Capital Structure*" on page 86. The Pre-IPO Proceeds will be fully utilised by our Company towards general corporate purposes. For further details, see "*Objects of the Offer—Details of the Objects—General corporate purposes*" on page 106.
Pre-IPO Proceeds	Proceeds aggregating to ₹980 million received pursuant to the Pre-IPO Placement of (i) 4,451,219 Equity Shares at an issue price of ₹164 per Equity Share (including a premium of ₹163 per Equity Share) for an amount aggregating to ₹730 million; and (ii) 1,524,390 Equity Shares at an issue price of ₹164 per Equity Share (including a premium of ₹163 per Equity Share) for an amount aggregating to ₹250 million, each by way of a preferential issue, in consultation with the BRLMs.
Price Band	Price band of a minimum price of ₹156 per Equity Share (*i.e.*, the Floor Price) and the maximum price of ₹164 per Equity Share (*i.e.*, the Cap Price).
Pricing Date	September 18, 2023, the date on which our Company, in consultation with the BRLMs, finalised the Offer Price.
Promoter Selling Shareholder(s)	Together, Raj P Narayanam and Avinash Ramesh Godkhindi.
Prospectus	This prospectus dated September 18, 2023, for the Offer to be filed with the RoC on or after the Pricing Date in accordance with the provisions of Section 26 of the Companies Act, 2013 and the SEBI ICDR Regulations, and containing, *inter alia*, the Offer Price that was determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda hereto.
Public Offer Account(s)	'No-lien' and 'non-interest-bearing' bank account(s) opened in accordance with Section 40(3) of the Companies Act, 2013, with the Public Offer Account Bank(s) to receive money from the Escrow Account(s) and the ASBA Accounts maintained with the SCSBs on the Designated Date.
Public Offer Account Bank(s)	The bank(s) which are clearing members and registered with the SEBI as a banker to an issue under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, with which the Public Offer Account(s) was opened, being Kotak Mahindra Bank Limited.
QIB Portion	The portion of the Offer (including Anchor Investor Portion) being not less than 75% of the Offer comprising 25,764,192* Equity Shares, which was made available for allocation on a proportionate

Term	Description
	basis to QIBs (including Anchor Investors), subject to valid Bids having been received at or above the Offer Price or the Anchor Investor Offer Price, as applicable. * *Subject to finalisation of the Basis of Allotment.*
Qualified Institutional Buyer(s) *or* QIB Bidders *or* QIBs	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Red Herring Prospectus *or* RHP	The red herring prospectus dated September 8, 2023 for the Offer issued by our Company in accordance with the provisions of the Companies Act and the SEBI ICDR Regulations and filed by our Company with the RoC, which did not have complete particulars of the Offer Price and size of the Offer.
Refund Account(s)	The account opened with the Refund Bank from which refunds, if any, of the whole or part of the Bid Amount shall be made to Anchor Investors.
Refund Bank(s)	The bank which are a clearing member registered with SEBI under the SEBI BTI Regulations, with whom the Refund Account has been opened, in this case being ICICI Bank Limited.
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids in terms of circular number no. CIR/CFD/14/2012 dated October 4, 2012 and the UPI Circulars, issued by SEBI.
Registrar Agreement	The agreement dated December 15, 2022, read with amendment agreement dated August 29, 2023, entered into among 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.
Registrar and Share Transfer Agents *or* RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids from relevant Bidders at the Designated RTA Locations as per the list available on the websites of BSE and NSE, and the UPI Circulars.
Registrar to the Offer *or* Registrar	KFin Technologies Limited (formerly known as KFin Technologies Private Limited).
Retail Individual Bidders *or* RIBs	Individual Bidders who have Bid for Equity Shares for an amount of not more than ₹200,000 in any of the bidding options in the Offer (including HUFs applying through the *karta* and Eligible NRIs).
Retail Portion	Portion of the Offer being not more than 10% of the Offer consisting of 3,435,225* Equity Shares which was made available for allocation to Retail Individual Bidders (subject to valid Bids having been received at or above the Offer Price). * *Subject to finalisation of the Basis of Allotment.*
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in their Bid cum Application Forms or any previous Revision Forms. QIBs and Non-Institutional Bidders were not allowed to withdraw or lower their Bids (in terms of the quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders could revise their Bids during the Bid/Offer Period and withdraw their Bids until the Bid/Offer Closing Date.
Self-Certified Syndicate Banks *or* SCSBs	The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount is blocked by authorizing 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 Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as may be prescribed by SEBI and updated from time to time. Applications through UPI in the Offer could be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile applications, which, are live for applying in public issues using UPI mechanism is provided as Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The list is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.
Selling Shareholders	Together, the Promoter Selling Shareholders, Investor Selling Shareholders, Corporate Selling Shareholder and Individual Selling Shareholder.
Share Escrow Agent	KFin Technologies Limited (formerly known as KFin Technologies Private Limited).
Share Escrow Agreement	The agreement dated September 6, 2023 entered into the Selling Shareholders, our Company 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.
Specified Locations	Bidding Centres where the Syndicate accepted ASBA Forms from the Bidders, a list of which is which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time
Sponsor Banks	The Bankers to the Offer registered with SEBI, which have been appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the Retail Individual Bidders and carry out any other responsibilities, in terms of the UPI Circulars, in this case being, ICICI Bank Limited and Kotak Mahindra Bank Limited.

Term	Description
Syndicate *or* members of the Syndicate	Collectively, the BRLMs and the Syndicate Members.
Syndicate Agreement	The agreement dated September 7, 2023 entered into among the members of the Syndicate, our Company, the Selling Shareholders and the Registrar to the Offer in relation to the collection of Bid cum Application Forms by the Syndicate.
Syndicate Members	Intermediaries registered with SEBI who are permitted to carry out activities as an underwriter, in this case being Equirus Securities Private Limited and JM Financial Securities Limited.
Underwriters	Collectively, the BRLMs and the Syndicate Members.
Underwriting Agreement	The agreement entered into among our Company, the Selling Shareholders and the Underwriters, on September 18, 2023.
UPI	Unified payments interface, which is an instant payment mechanism developed by NPCI.
UPI Bidders	Collectively, individual investors who applied as (i) Retail Individual Bidders in the Retail Portion, and (ii) Non-Institutional Bidders with an application size of up to ₹500,000 in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual investors applying in public issues where the application amount is up to ₹500,000 are required to use the UPI Mechanism and are required to provide their UPI ID in the Bid cum Application Form submitted with: (i) a Syndicate Member, (ii) a stock broker registered with a recognised stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a Collecting Depository Participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) Registrar and Share Transfer Agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
UPI Circulars	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent that such circulars pertain to the UPI Mechanism), SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, along with the circular issued by NSE having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	An ID created on UPI for single-window mobile payment system developed by the NPCI.
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI linked mobile application as disclosed by SCSBs on the website of SEBI and by way of an SMS on directing the UPI Bidder to such UPI linked mobile application) to the UPI Bidder initiated by the Sponsor Banks 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 was used by an UPI Bidder in accordance with the UPI Circulars to make an ASBA Bid in the Offer.
UPI PIN	Password to authenticate UPI transaction.
Working Day(s)	All days on which commercial banks in Mumbai, India are open for business; provided however, (a) with reference to (i) announcement of Price Band; and (ii) Bid/Offer Period, the term Working Day meant all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (b) with reference to the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, the term "Working Day" shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI, including the UPI Circulars.

Industry and business-related terms

Term	Description
Acquisition and Retention Cost per Customer	Calculated as Customer Acquisition and Retention Cost divided by the number of new Customers added during the period.

Term	Description
Active Customers	Customers who have not terminated their relationship with us during the relevant period.
Active Users	Users who have used our products or services on any of our platforms during the relevant year.
Aggregate Users on the platform	Aggregate Users on the platform refers to the total number of Users served by our Company as of date.
AI	Artificial intelligence.
API	Application programming interface.
Average Users per account	Average Users per account refers to the total number of Users divided by total number of Customers.
B2B	Business-to-business.
Cash back expense per ₹1 earned from revenue from operations	Cash back expense per ₹1 earned from revenue from operations is calculated as revenue from operations divided by expenses towards incentives and cash back.
CCI	Competition Commission of India.
CEMS	Customer engagement management system.
Competition Act	The Competition Act, 2002, of India.
Churn	Churn refers to corporates and SMB customers discontinuing their subscription and other services on our platform.
Current Ratio	Current ratio is a liquidity ratio that measures the ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.
Customers	Corporate customers.
Customer Acquisition and Retention Cost	Refers to digital marketing campaign costs, business promotion costs, feet on the street (FOS) and strategic partnership team salaries costs and other advertisement and marketing costs incurred for all new customers added in the business in the period.
DBS Bank	DBS Bank India Limited.
Debt Service Coverage Ratio	Debt service coverage ratio measures our ability to meet principal and interest payment obligations from available earnings and is calculated by dividing the sum of (i) earnings available for debt-service, *i.e.*, the profit before tax, (ii) depreciation, (iii) interest, (iv) loss on sale of assets; by the sum of (i) interest and (ii) principal repayment (which excludes repayment of optionally convertible debentures pursuant to the term loan availed from ICICI Bank Limited) during the year
Debt to Equity Ratio	Debt to equity ratio is calculated by dividing the debt (*i.e.*, borrowings (current and non-current) and current maturities of long-term-borrowings) by Total Equity (which includes issued capital and all other equity reserves).
EBITDA	EBITDA refers to earnings before interest, taxes, depreciation and amortisation. EBITDA excludes other income but includes reversal of provision for doubtful debts.
EBITDA Margin	EBITDA margin refers to EBITDA during a given period as a percentage of revenue from operations during that period.
ECL	Expected credit loss.
ERP	Enterprise resource planning.
Fibe	Social Worth Technologies Private Limited (formerly, EarlySalary).
FMCG	Fast-moving consumer goods.
fintech	Financial technology.
GAAP	Generally Accepted Accounting Principles.
GDPR	General Data Protection Regulation.
Greenply Industries	Greenply Industries Limited.
Gross Margin	Gross margin refers to gross profit as a percentage of total revenues earned during a financial year.
Gross Profit	Gross profit includes subscription fees, Program Fees, Propel platform revenue/gift cards, merchant revenue and value added services fees earned reduced by customer support, software support, network charges, costs of propel points/gift cards and other direct costs. Merchant revenues refers to the commission paid by merchants to us for increasing footfall in their stores and driving spends to such merchants. Value added services fees refers to the fees our Company earns by offering third party services to our existing User base through our app/platform. For example: a finder's fee for a loan disbursed through a VAS partner to a User from one of the corporates/SMBs.
HRMS	Human resource management solutions.
Inox	Inox India Private Limited.
Interest Coverage Ratio	Interest coverage ratio measures our ability to make interest payments from available earnings and is calculated by dividing cash profit after tax plus interest payment by interest payment. Cash profit after tax is the sum of profit before tax and depreciation and amortisation expense but excludes current tax.
IPIN	Internet Personal Identification Number.
KPI	Key performance indicators.

Term	Description
KYC	Know your customer.
MAZDA	MAZDA Limited.
ML	Machine learning.
Net Capital Turnover Ratio	Net capital turnover ratio quantifies the effectiveness in utilizing our working capital and is calculated by dividing our revenue from operations by our working capital (*i.e.*, current assets less current liabilities).
Net Profit Ratio/Margin	Net profit ratio/margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by our revenue from operations.
NBFCs	Non-Banking Financial Companies.
OCR	Optical character recognition.
Payment Networks	Third-party payment networks such as Visa.
PCBL (RP – Sanjiv Goenka Group)	Phillips Carbon Black Limited (RP – Sanjiv Goenka Group).
Persistent Systems	Persistent Systems Limited.
PIN	Personal identification number.
Pitney Bowes	Pitney Bowes India Private Limited.
Platform fee *or* SaaS fee *or* Service fee	Platform fee refers to all fee income received by our Company from the Customers, including the fixed monthly subscription fees paid by our Customers on a per User basis and any one-time setup fees and any other fees that may be levied from time to time by our Company to the Customers including for customisation of the Company's platform.
PPI	Prepaid payment instruments.
Process *or* Processing	Collect, receive, access, store, process, generate, use, transfer, disclose, share, make accessible, protect, secure, and dispose of.
Preferred Banking Partners	Our key banking partners, which include IndusInd Bank Limited, Yes Bank Limited and NSDL Payments Bank Limited.
Program Fees	Program fees refers to the sum of (i) interchange fees (including residual income) earned on the spend that customers of our Company's corporate customers employees and channel partners make on the cards and excludes amounts collected on behalf of our Preferred Banking Partners; and (ii) any other income which our Company receives from its Preferred Banking Partners and third-party Payment Networks such as Visa; and (iii) inactivity fees which is earned on the balance amount left on the cards.
Propel platform revenue/ gift cards	Propel platform revenue/gift cards refers to revenue which is received from our Customers for issuing reward points (Propel points) to Customers' employees and channel partners.
R&D	Research and development.
Razorpay	RZPX Private Limited.
Return on Equity *or* RoE	Return on equity is equal to profit for the year divided by the Total Equity during that period, and is expressed as a percentage.
Return on Net Worth *or* RoNW	Return on net worth is a measure of profitability (expressed in percentage) and is defined as profit after tax for the year divided by our Total Equity for the year.
SaaS	Software as a service.
SMBs	Small and medium sized business.
SMEs	Small and medium-sized enterprises.
Tata Securities	Tata Securities Limited.
Tata Steel	Tata Steel Downstream Products Limited.
Total Equity	The aggregate of share capital and other equity.
Users	Employees, channel partners and customers of Customers.
VAS	Value added services.
Visa	Visa Worldwide Pte Ltd.
Vitech	Vitech Systems Asia Private Limited.
Wockhardt	Wockhardt Limited.

Conventional Terms/Abbreviations

Term	Description
AGM	Annual general meeting.
Alternative Investment Funds *or* AIFs	Alternative investment funds as defined in, and registered under the SEBI AIF Regulations.
ASM	Additional surveillance measures, the details of which are available at www.nseindia.com/regulations/exchange-market-surveillance-actions and www.bseindia.com/static/markets/equity/EQReports/sur_Surveillance.html.

Term	Description
ASM and GSM Surveillance Measures	ASM and GSM, taken together.
BSE	BSE Limited.
Category I AIF	AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations.
Category II AIF	AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations.
Category III AIF	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations.
CAGR	Compounded annual growth rate.
Category I FPIs	FPIs registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations.
Category II FPIs	FPIs registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations.
CDSL	Central Depository Services (India) Limited.
CIN	Corporate identity number.
Companies Act, 1956	The erstwhile Companies Act, 1956, read with the rules, regulations, clarifications, circulars and modifications notified thereunder.
Companies Act *or* Companies Act, 2013	The Companies Act, 2013, read with the rules, regulations, clarifications, circulars, notifications, and amendments notified thereunder.
CSR	Corporate social responsibility.
Depositories	NSDL and CDSL.
Depositories Act	Depositories Act, 1996.
DP *or* Depository Participant	A depository participant as defined under the Depositories Act.
DIN	Director identification number.
DP ID	Depository Participant’s identity number.
DPIIT	Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India.
EGM	Extraordinary general meeting.
EPS	Earnings per share.
FDI	Foreign direct investment.
FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DPIIT through notification dated October 15, 2020 effective from October 15, 2020.
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations notified thereunder.
FEMA Non-debt Instruments Rules *or* the FEMA NDI Rules	The Foreign Exchange Management (Non-debt Instruments) 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 March 31 of that particular calendar year.
FPIs	Foreign portfolio investors as defined in, and registered with SEBI under the SEBI FPI Regulations.
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations.
FVCI	Foreign venture capital investors (as defined under the SEBI FVCI Regulations) registered with SEBI.
GAAR	General anti-avoidance rules.
GDP	Gross domestic product.
Government of India *or* Central Government *or* GoI	The Government of India.
GSM	Graded surveillance measures, the details of which are available at www.nseindia.com/regulations/exchange-market-surveillance-actions and www.bseindia.com/static/markets/equity/EQReports/sur_Surveillance.html.
GST	Goods and services tax.
HUF(s)	Hindu undivided family(ies).
ICAI	The Institute of Chartered Accountants of India.
IFRS	International financial reporting standards.
IMF	International Monetary Fund.
Income Tax Act	Income-tax Act, 1961.
Ind AS	Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 and referred to in the Ind AS Rules.
Ind AS 24	Indian Accounting Standard 24 on Related Party Disclosure issued by the MCA.
Ind AS Rules	Companies (Indian Accounting Standards) Rules, 2015.

Term	Description
Indian GAAP	Generally Accepted Accounting Principles in India notified under Section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016.
INR *or* Rupee *or* ₹ *or* Rs.	Indian Rupee, the official currency of the Republic of India.
IPO	Initial public offer.
IRDAI	Insurance Regulatory and Development Authority of India.
IRDAI Investment Regulations	Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016.
IST	Indian standard time.
IT	Information technology.
MCA	Ministry of Corporate Affairs, Government of India.
MSME	Micro, small and medium enterprises.
Mutual Funds	Mutual fund(s) registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
N.A.	Not applicable.
NACH	National Automated Clearing House.
National Investment Fund	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI, published in the Gazette of India.
NAV	Net asset value.
NCLT	National Company Law Tribunal.
NEFT	National electronic fund transfer.
NPCI	National Payments Corporation of India.
NR *or* Non-resident	A person resident outside India, as defined under the FEMA, including Eligible NRIs, FPIs and FVCIs registered with the SEBI.
NRI	A person resident outside India, as defined under FEMA.
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 had taken benefits under the 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 allotted under the Income Tax Act.
PAT	Profit after tax.
RBI	The Reserve Bank of India.
Regulation S	Regulation S under the U.S. Securities Act.
RTGS	Real time gross settlement.
SCRA	Securities Contracts (Regulation) Act, 1956.
SCRR	Securities Contracts (Regulation) Rules, 1957.
SCORES	SEBI complaints redress system.
SMS	Short message service.
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 BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994.
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 Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015.
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
SEBI Master Circular for Issue of Capital and Disclosure Requirements	Master circular for Issue of Capital and Disclosure Requirements issued by the SEBI through its circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023.

Term	Description
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992.
SEBI Mutual Fund Regulations	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
SEBI SBEBSE Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	The erstwhile Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as repealed pursuant to the SEBI AIF Regulations.
Stock Exchanges	BSE and NSE, taken together or either of them.
Systemically Important NBFCs *or* NBFC-SI	In the context of a Bidder, a non-banking financial company registered with the RBI and having a net worth of more than ₹5,000 million as per its last audited financial statements.
TAN	Tax deduction and collection account number.
U.S. Securities Act	The U.S. Securities Act of 1933.
U.S.$ *or* US$ *or* USD *or* US Dollar	United States Dollar, the official currency of the United States of America.
USA *or* U.S. *or* US	United States of America and its territories and possessions including any state of the United States of America, Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands and the District of Columbia.
U.S. GAAP	United States Generally Accepted Accounting Principles.
VAT	Value added tax.
VCFs	Venture capital funds as defined in and registered with SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be.
Wilful Defaulter	Wilful Defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations.
Year *or* calendar year	Unless the context otherwise requires, shall mean the 12 month period ending December 31.

OFFER DOCUMENT SUMMARY

The following is a general summary of certain disclosures and terms of the Offer included in this Prospectus and is neither exhaustive, nor purports to contain a summary of all the disclosures in the Red Herring Prospectus or this 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 Prospectus, including "*Risk Factors*", "*The Offer*", "*Capital Structure*", "*Objects of the Offer*", "*Industry Overview*", "*Our Business*", "*Restated Financial Information*", "*Outstanding Litigation and Material Developments*", "*Offer Procedure*" and "*Description of Equity Shares and Terms of the Articles of Association*" on pages 31, 68, 86, 99, 121, 147, 195, 281, 315 and 336, respectively.

Summary of the primary business of our Company

Incorporated in 2011, we operate in the business-to-business-to-customer segment where we interact and interface with our Customers (i.e., businesses) and end Users (i.e., employees) and are among a small number of uniquely positioned players with a diversified offering of fintech products and services, having one of the largest number of issued prepaid cards in India in partnership with certain of our banking partners (which constituted approximately 16.0% of India's total prepaid transaction volume, as of March 31, 2023), a diversified portfolio of SaaS, including tax and payroll software, and a wide touchpoint reach (*Source: Frost & Sullivan Report*). We are a leading player in spend management, with more than 50 million prepaid cards issued in partnership with banking partners and more than 2.27 million users served, as of March 31, 2023. We offer a differentiated value proposition and diversified user base (*Source: Frost & Sullivan Report*).

Summary of the industry in which our Company operates

India's fintech ecosystem has grown rapidly and its market revenue is estimated to reach approximately ₹8,341.0 billion in Fiscal 2027 as a result of supporting government policies which have fostered a cashless society and rising investments. India had the highest fintech adoption rate of 87.0% in Fiscal 2023, compared to other countries. India has the fastest-growing digital payments industry in the world, with a five-fold increase in contactless payments from 2016 to 2021 and the number of businesses accepting contactless payments grew six-fold from 2018 to 2021. In Fiscal 2022, UPI was expected to account for 86.0% of all consumer payments and digital payments from consumers to merchants were expected to reach 1,575.0% growth in Fiscal 2022. India's digital payments industry is expected to grow at a CAGR of approximately 22.0% from 2023 to 2027. The overall market for spend management software and services (in-house and outsourced; including procurement management, expense management, and payroll management) was estimated to surpass ₹200 billion by Fiscal 2027, with the share of outsourced spend management estimated to be around 60.0% during that period (*Source: Frost & Sullivan Report*).

Name of Promoters of our Company

Our Promoters are Raj P Narayanam and Avinash Ramesh Godkhindi. For details, see "*Promoters and Promoter Group*" on page 190.

Offer size

<table>
<tr><td>Offer</td><td colspan="5">34,352,255∞ Equity Shares aggregating to ₹5,633.77 million∞</td></tr>
<tr><td colspan="6">which includes:</td></tr>
<tr><td>Fresh Issue*</td><td colspan="5">23,902,439∞ Equity Shares aggregating to ₹3,920.00 million∞</td></tr>
<tr><td colspan="6">and</td></tr>
<tr><td rowspan="6">Offer for Sale</td><td>Name of the Selling Shareholder</td><td>Equity Shares offered∞</td><td>Percentage of the pre-Offer paid-up Equity Share capital held by the Selling Shareholder (%)</td><td>Percentage of the post-Offer paid-up Equity Share capital held by the Selling Shareholder (%)∞</td></tr>
<tr><td>Raj P Narayanam</td><td>1,529,677 Equity Shares aggregating to ₹250.87 million</td><td>48.56</td><td>37.80</td></tr>
<tr><td>Avinash Ramesh Godkhindi</td><td>1,529,677 Equity Shares aggregating to ₹250.87 million</td><td>9.35</td><td>6.27</td></tr>
<tr><td>VenturEast Proactive Fund LLC</td><td>2,830,499 Equity Shares aggregating to ₹464.20 million</td><td>7.42</td><td>3.65</td></tr>
<tr><td>GKFF Ventures</td><td>2,046,026 Equity Shares aggregating to ₹335.55 million</td><td>4.32</td><td>1.80</td></tr>
<tr><td>VenturEast SEDCO Proactive Fund LLC</td><td>538,557 Equity Shares aggregating to ₹88.32 million</td><td>1.34</td><td>0.64</td></tr>
</table>

		Ventureast Trustee Company Private Limited (acting on behalf of Ventureast Proactive Fund)	118,040 Equity Shares aggregating to ₹19.36 million	0.38	0.21
		Zuzu Software Services Private Limited	1,765,540 Equity Shares aggregating to ₹289.55 million	17.80	12.87
		Koteswara Rao Meduri	91,800 Equity Shares aggregating to ₹15.06 million	0.19	0.08

The Offer constituted 28.14%[∞] of the post-Offer paid-up Equity Share capital of our Company.

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** Our Board has authorised the Offer, pursuant to a resolution dated December 16, 2022. Our Shareholders have authorised the Fresh Issue pursuant to a special resolution dated December 16, 2022.*

Our Company, in consultation with the BRLMs, has undertaken a Pre-IPO Placement of 4,451,219 Equity Shares and 1,524,390 Equity Shares at an issue price of ₹164 per Equity Share (including a premium of ₹163 per Equity Share) for a cash consideration aggregating to ₹730 million and ₹250 million, on August 16, 2023 and August 21, 2023, respectively, pursuant to resolutions by the Board and Shareholders dated August 10, 2023 and August 11, 2023, respectively. The size of the Fresh Issue has been reduced by ₹980 million and, accordingly, the size of the Fresh Issue is aggregating to ₹3,920 million.

[∞] Taking into account the Equity Shares issued pursuant to the Fresh Issue and the Equity Shares sold pursuant to the Offer for Sale, and subject to finalisation of the Basis of Allotment.

For further details of the offer, see "*The Offer*" and "*Offer Structure*" on pages 68 and 311, respectively.

Objects of the Offer

Set forth below are details regarding the use of the Net Proceeds.

Particulars	**Amount** *(₹ million)*
Expenditure towards Customer acquisition and retention	3,000.00
Expenditure towards development of technology and products	400.00
Repayment/ pre-payment of certain borrowings, in full or part, availed by our Company	170.83
General corporate purposes [(1)(2)]	50.99
Net Proceeds[(1)]	**3,621.82**

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[(1)] The amount utilised for general corporate purposes shall not exceed 25% of the gross proceeds of the Fresh Issue.

[(2)] The Pre-IPO Proceeds will be fully utilised toward general corporate purposes. The balance amount, to the extent available, earmarked for general corporate purposes, will be utilised by our Company from the Net Proceeds.

For further details, see "*Objects of the Offer*" on page 99.

Aggregate pre-Offer shareholding of our Promoters, our Promoter Group and Selling Shareholders, as a percentage of the pre-Offer paid up share capital of our Company

(a) Set out below is the aggregate pre-Offer shareholding of our Promoters and Promoter Group, as a percentage of the pre-Offer paid-up equity share capital of the Company.

Name of the Shareholder	**Number of Equity Shares**	**Percentage of the pre-Offer shareholding** *(%)*
Promoters[(1)]		
Raj P Narayanam	47,685,000	48.56
Avinash Ramesh Godkhindi	9,180,000	9.35
Promoter Group		
Nil		
Total	**56,865,000**	**57.91**

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[(1)] Also the Promoter Selling Shareholders.

(b) Set out below is the aggregate pre-Offer shareholding of the Selling Shareholders, as a percentage of the pre-Offer paid-up equity share capital of the Company.

Name of the Shareholder	**Number of Equity Shares**	**Percentage of the pre-Offer shareholding** *(%)*
Investor Selling Shareholders		
VenturEast Proactive Fund LLC	7,285,375	7.42

Name of the Shareholder	Number of Equity Shares	Percentage of the pre-Offer shareholding *(%)*
GKFF Ventures	4,243,200	4.32
VenturEast SEDCO Proactive Fund LLC	1,319,611	1.34
Ventureast Trustee Company Private Limited (acting on behalf of Ventureast Proactive Fund)	370,393	0.38
Corporate Selling Shareholder		
Zuzu Software Services Private Limited	17,476,992	17.80
Individual Selling Shareholder		
Koteswara Rao Meduri	183,600	0.19
Total	**30,879,171**	**31.45**

Summary of Select Financial Information

Set out below is a summary of the select financial information of the Company as of the dates and for the periods indicated below, derived from the Restated Financial Information*:

Particulars	As of and for the financial year ended March 31,		
	2023	2022	2021
	(Consolidated)	(Standalone)	(Standalone)
	(₹ million, except per share data)		
(A) Equity Share capital	92.22	1.80	1.80
(B) Net Worth	487.51	(35.58)	(455.51)
(C) Revenue from operations	5,534.60	3,712.55	2,399.66
(D) Restated profit after tax for the year	229.01	419.21	193.30
(E) Basic earning per share(2)	2.48	4.57	2.11
(F) Diluted earning per share(2)	2.46	4.57	2.11
(G) NAV per Equity Share	5.29	(0.39)	(4.94)
(H) Total borrowings(1)	1,210.73	644.72	690.84

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** The above have been calculated after taking into account the effect of the: (i) sub-division of equity shares of face value of ₹10 each to equity shares of face value of ₹1 each pursuant to a resolution passed by our Board at their meeting dated July 14, 2022 and the Shareholders at their extraordinary general meeting dated July 27, 2022; and (ii) bonus issue in the ratio of 50 Equity Shares for every 1 Equity Share held in our Company pursuant to a resolution passed by our Board at their meeting dated July 28, 2022. Further to the sub-division and bonus issue of equity shares, 98,194,319 Equity Shares are outstanding as of the date of this Prospectus.*

(1) Total borrowings represent sum of current borrowings, non- current borrowings and current portion of non- current borrowings.

(2) All per share data has been calculated after giving effect to sub-division of equity shares and bonus issue described above, in accordance with principles of Ind AS 33 "Earning per Share".

For further details, see "*Other Financial Information*" on page 239.

Auditor qualifications which have not been given effect to in the Restated Financial Information

There are no auditor qualifications in the examination report that have not been given effect to in the Restated Financial Information.

Summary of outstanding litigation

Set out below is a summary of outstanding litigation proceedings involving our Company, our Directors and our Promoters, as of the date of this Prospectus, in terms of the SEBI ICDR Regulations and the materiality policy adopted by our Board pursuant to a resolution dated December 14, 2022.

Name of the entity(1)	Material civil litigation	Criminal Proceeding	Action taken by statutory or regulatory authorities	Disciplinary actions imposed by SEBI or Stock Exchanges against our Promoters in the last five financial years	Tax proceedings	Aggregate amount involved (2) *(₹ million)*
Company						
By our Company	-	1	-	-	-	20.00
Against our Company	-	-	-	-	3(3)	46.16
Directors						
By our Directors	-	-	-	-	-	-
Against our Directors	-	-	-	-	3(3)	0.10
Promoters						

By our Promoters	-	-	-	-	-	-
Against our Promoters	-	-	-	-	2[(3)]	0.10

(1) As of the date of this Prospectus, our Subsidiary, ZTL, had not commenced any business or conducted any operations, transactions or activities and, as of the date of this Prospectus, ZTL was in the process of being dissolved and its name being struck off from the register in accordance with applicable law in the United Kingdom. For further details, see Note 46 to the Restated Financial Information included in "Restated Financial Information" on page 238.

(2) To the extent ascertainable by our Company.

(3) These matters involve our Company, certain of our Promoters and certain of our Directors, as applicable. For details, see "—Description of certain tax matters involving our Company, above the materiality threshold adopted by our Board" on page 283.

For further details, see "*Risk Factors—24. There are outstanding legal proceedings involving our Company. Any adverse outcome in such proceedings could adversely affect our reputation, business, cash flows, results of operations and financial condition.*" and "*Outstanding Litigation and Material Developments*" on pages 48 and 281, respectively.

Risk factors

Set out below is a summary of the top 15 risk factors, in their order of materiality determined by our management. For further details of the risks applicable to us, see "*Risk Factors*" on page 31.

S. No.	Risk Factor Number	Risk Category	Description of Risk
1.	1.	Business and industry risk	Our recent revenue growth rates may not be indicative of our future financial performance. We have limited operating history at our current scale.
2.	2.	Business and industry risk	We may be unable to retain and attract Customers, convert Customers using our beta or trial versions into paying Customers, or expand usage of our products within or across Customer organizations.
3.	3.	Business and industry risk	Termination of, or failure to maintain, our relationships with our banking partners, including our Preferred Banking Partners, or any changes to our interchange fees due to a variety of factors.
4.	4.	Business and industry risk	We are dependent on third-party Payment Networks, channel partners and third-party providers for various aspects of our business and our growth.
5.	5.	Business and industry risk	We may encounter challenges with adoption and usage of our products if they are not able to successfully integrate with other software applications.
6.	6.	Business and industry risk	Failure to effectively develop and expand our direct sales capabilities could affect our ability to expand usage of our products within our Customer and User base and achieve broader market acceptance of our products.
7.	7.	Business and industry risk	Our Company does not have any listed industry peers in India or abroad and it may be difficult to benchmark and evaluate our financial performance against other operators who operate in the same industry as us.
8.	12.	Financial risk	We experienced negative operating cash flows in Fiscal 2023 and negative net worth as of March 31, 2022 and March 31, 2021, which may make it difficult or expensive for us to obtain future financing or meet our liquidity needs.
9.	13.	Financial risk	We are exposed to counterparty credit risk and any delay in, or non-receipt of, payments may materially and adversely affect our cash flows and results of operations.
10.	16.	Financial risk	We may be unable to service our debt obligations in a timely manner or to comply with various financial and other covenants and other terms and conditions of our financing agreements.
11.	20.	Financial risk	One of our objects of the Offer is expenditure towards Customer acquisition and retention, the outcome of which cannot be ascertained. Further, our marketing efforts may not attract additional Customers on a cost-effective basis, or we may be unable to manage our marketing and advertising expenses.
12.	22.	Legal and regulatory risk	Laws and regulation governing our business and operations may continue to change and evolve and the introduction of new laws and regulation applicable to our business may adversely affect our financial condition, results of operations and profitability. Further, the businesses of our banking partners are regulated by the RBI and any change in the RBI's policies, decisions and regulatory framework could adversely affect our business, cash flows, results of operations and financial condition.
13.	26.	Operational risk	Our sites, networks, and systems may in the future experience security incidents or breaches, or we may be unable to comply with the relevant data protection or privacy laws, which could potentially damage our reputation and adversely affect our business, cash flows, results of operations and financial condition.
14.	27.	Operational risk	Real or perceived software errors, interruptions, failures, vulnerabilities, or bugs in our products, defects, or outages of our technology platform or IT systems and any potential inadequacies in

			our redundancies, business continuity plans or disaster recovery plans, could impair our ability to effectively provide our products, services and solutions
15.	33.	Other risk	We have in the past entered into, and may in the future enter into, related party transactions, which may potentially involve conflicts of interest.

Summary of contingent liabilities

As of March 31, 2023, our Restated Financial Information disclosed the following contingent liabilities as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets:

Particulars	As of March 31, 2023
	(₹ million)
Disputed service tax*	24.73

* *During Fiscal 2020, our Company received a show cause notice towards service tax demand amounting to ₹272.04 million charged on the face value of sale of our prepaid cards / gift vouchers, etc. Our Company has filed appeals before the Commissioner of Central tax, Hyderabad against the aforesaid demand. In October 2022, our Company received an order dated March 30, 2022 from the Commissioner of Central Tax, Hyderabad doing away with demand amounting to ₹259.75 million and upheld the demand amounting to ₹12.29 million, and further imposed a penalty and late fee for ₹12.44 million. Our Company has further filed an appeal against the said demand before Customs Excise and Service Tax Appellate Tribunal, New Delhi and paid an amount of ₹3.30 million under protest. Our Company, based on its legal assessment, did not believe that any of the pending claims required a provision as of March 31, 2023, as the probability of an outflow of resources as of that date was low.*

For further details of the contingent liabilities of our Company, see Note 29 to the Restated Financial Information included in "*Restated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Contingent Liabilities*" on pages 226 and 276, respectively.

Summary of related party transactions

The details of related party transactions entered into by our Company for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 respectively, as per Ind AS 24 – Related Party Disclosures, read with SEBI ICDR Regulations and derived from the Restated Financial Information are as set out in the table below.

Name of the related party	Nature of transactions / balances	Fiscal		
		2023	2022	2021
		(₹ million)		
Raj P Narayanam	KMP remuneration	10.20	10.20	10.20
	Repayment of loan	-	13.12	-
	Managerial remuneration payable	-	-	0.84
Avinash Ramesh Godkhindi	KMP remuneration	8.20	7.06	6.00
	Managerial remuneration payable	-	-	0.26
Vidya Niwas Khetawat	KMP remuneration	2.44	1.54	-
Hari Priya	KMP remuneration	3.70	0.84	-
Venkata Aditya Kumar Grandhi	KMP remuneration	3.49	-	-
Vinita Raj Narayanam	Purchase of investment	-	7.70	-

Set forth below are details of absolute sum of all related party transactions, including as a percentage of our revenue from operations, for the years indicated.

Particulars	Fiscal 2023	Fiscal 2022	Fiscal 2021
Absolute sum of all related party transactions *(₹ million)*	28.03	40.45	16.20
Revenue from operations *(₹ million)*	5,534.60	3,712.55	2,399.66
Absolute sum of all related party transactions, as a percentage of revenue from operations *(%)*	0.51	1.09	0.68

The details of total employee cost expenses being made towards related parties, including as a percentage of the total related party transactions, derived from the Restated Financial Information are as set out in the table below, for the periods indicated.

Particulars	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	Amount	Percentage of total employee cost	Amount	Percentage of total employee cost	Amount	Percentage of total employee cost
	(₹ million)	*(%)*	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*
Total employee cost expenses being made towards related parties	28.03	6.43	19.64	12.73	16.20	13.00

For details of our related party transactions, see Note 30 to our Restated Financial Information included in "*Restated Financial Information*" on page 226.

Details of all financing arrangements

Our Promoters, members of our Promoter Group, our Directors and their relatives have not financed the purchase of securities of our Company by any person during the period of six months immediately preceding the date of the Red Herring Prospectus and this Prospectus.

Weighted average price at which the specified securities were acquired by our Promoters and the Selling Shareholders, in the last one year

Set out below is the weighted average price at which the specified securities were acquired by our Promoters and the Selling Shareholders, in the last one year preceding the date of this Prospectus.

Name of the Shareholder	Number of equity shares acquired in the one year preceding the date of this Prospectus[(1)]	Weighted average price of acquisition per equity share[(1)]
		(₹)
Promoters[(2)]		
Raj P Narayanam	Nil	Nil
Avinash Ramesh Godkhindi	Nil	Nil
Sub-total (A)	Nil	Nil
Investor Selling Shareholders		
VenturEast Proactive Fund LLC	1,415,275	11.10
GKFF Ventures	Nil	Nil
VenturEast SEDCO Proactive Fund LLC	202,711	11.10
Ventureast Trustee Company Private Limited (acting on behalf of Ventureast Proactive Fund)	125,593	11.10
Corporate Selling Shareholder		
Zuzu Software Services Private Limited	Nil	Nil
Individual Selling Shareholder		
Koteswara Rao Meduri	Nil	Nil
Sub-total (B)	**1,743,579**	**11.10**
Total (A+B)	**1,743,579**	**11.10**

(1) *As certified by P R S V & Co. LLP, Chartered Accountants pursuant to their certificate dated September 18, 2023.*

(2) *Also the Promoter Selling Shareholders.*

Set out below is the weighted average price at which the specified securities were acquired by our Promoters and the Selling Shareholders, in the last 18 months preceding the date of this Prospectus.

Name of the Shareholder	Number of equity shares acquired in the 18 months preceding the date of this Prospectus[(1)(2)]	Weighted average price of acquisition per equity share[(1)]
		(₹)
Promoters[(3)]		
Raj P Narayanam	47,591,500	Nil
Avinash Ramesh Godkhindi	9,162,000	Nil
Sub-total (A)	**56,753,500**	**Nil**
Investor Selling Shareholders		
VenturEast Proactive Fund LLC	7,273,865	2.16
GKFF Ventures	4,234,880	Nil
VenturEast SEDCO Proactive Fund LLC	1,317,421	0.71
Ventureast Trustee Company Private Limited (acting on behalf of Ventureast Proactive Fund)	369,913	3.77
Corporate Selling Shareholder		
Zuzu Software Services Private Limited[(4)]	18,271,064	Nil
Individual Selling Shareholder		
Koteswara Rao Meduri	183,240	Nil
Sub-total (B)	**31,650,383**	**0.61**
Total (A+B)	**88,403,883**	**0.22**

(1) *As certified by P R S V & Co. LLP, Chartered Accountants pursuant to their certificate dated September 18, 2023.*

(2) *Includes the Equity Shares allotted to the Shareholders further to the (i) sub-division of equity shares of face value of ₹10 each to equity shares of face value of ₹1 each pursuant to a resolution passed by our Board at their meeting dated July 14, 2022 and the Shareholders at*

their extraordinary general meeting dated July 27, 2022; and (ii) bonus issue in the ratio of 50 Equity Shares for every 1 Equity Share held in our Company pursuant to a resolution passed by our Board at their meeting dated July 28, 2022.

(3) *Also the Promoter Selling Shareholders.*

Set out below is the weighted average price at which the specified securities were acquired by our Promoters and the Selling Shareholders, in the last three years preceding the date of this Prospectus.

Name of the Shareholder	**Number of equity shares acquired in the three years preceding the date of this Prospectus(1)(2)**	**Weighted average price of acquisition per equity share(1)**
		(₹)
Promoters(3)		
Raj P Narayanam	47,591,500	Nil
Avinash Ramesh Godkhindi	9,162,000	Nil
Sub-total (A)	**56,753,500**	**Nil**
Investor Selling Shareholders		
VenturEast Proactive Fund LLC	7,273,865	2.16
GKFF Ventures	4,234,880	Nil
VenturEast SEDCO Proactive Fund LLC	1,317,421	1.71
Ventureast Trustee Company Private Limited (acting on behalf of Ventureast Proactive Fund)	369,913	3.77
Corporate Selling Shareholder		
Zuzu Software Services Private Limited	18,276,304	Nil
Individual Selling Shareholder		
Koteswara Rao Meduri	183,240	Nil
Sub-total (B)	**31,655,623**	**0.61**
Total (A+B)	**88,409,123**	**0.22**

(1) *As certified by P R S V & Co. LLP, Chartered Accountants pursuant to their certificate dated September 18, 2023.*

(2) *Includes the Equity Shares allotted to the Shareholders further to the (i) sub-division of equity shares of face value of ₹10 each to equity shares of face value of ₹1 each pursuant to a resolution passed by our Board at their meeting dated July 14, 2022 and the Shareholders at their extraordinary general meeting dated July 27, 2022; and (ii) bonus issue in the ratio of 50 Equity Shares for every 1 Equity Share held in our Company pursuant to a resolution passed by our Board at their meeting dated July 28, 2022.*

(3) *Also the Promoter Selling Shareholders.*

Average cost of acquisition of Equity Shares for our Promoters and the Selling Shareholders

Set out below is the average cost of acquisition of Equity Shares for our Promoters and the Selling Shareholders.

Name	**Number of equity shares**	**Percentage of pre-Offer shareholding**	**Average cost of acquisition per equity share(1)**
		(%)	*(₹)*
Promoters(2)			
Raj P Narayanam	47,685,000	48.56	0.02
Avinash Ramesh Godkhindi	9,180,000	9.35	0.02
Investor Selling Shareholders			
VenturEast Proactive Fund LLC	7,285,375	7.42	2.17
GKFF Ventures	4,243,200	4.32	0.02
VenturEast SEDCO Proactive Fund LLC	1,319,611	1.34	1.72
Ventureast Trustee Company Private Limited (acting on behalf of Ventureast Proactive Fund)	370,393	0.38	3.78
Corporate Selling Shareholder			
Zuzu Software Services Private Limited	17,476,992	17.80	0.00
Individual Selling Shareholder			
Koteswara Rao Meduri	183,600	0.19	0.02

(1) *As certified by P R S V & Co. LLP, Chartered Accountants pursuant to their certificate dated September 18, 2023.*

(2) *Also the Promoter Selling Shareholders.*

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Details of price at which equity shares were acquired by our Promoters, members of our Promoter Group, Selling Shareholders and other shareholders with special rights in the last three years preceding the date of this Prospectus

Set out below are the details of price at which equity shares were acquired by our Promoters, members of our Promoter Group, Selling Shareholders and other shareholders with special rights in the last three years preceding the date of this Prospectus.

Name of the acquirer/shareholder	Date of acquisition of equity shares	Number of equity shares acquired[(1)]	Acquisition price per equity share[(1)] (₹)
Promoters[(2)]			
Raj P Narayanam	July 27, 2022	935,000	Nil
	July 28, 2022	46,750,000^	Nil
Avinash Ramesh Godkhindi	July 27, 2022	180,000	Nil
	July 28, 2022	9,000,000^	Nil
Promoter Group			
Nil			
Investor Selling Shareholders			
VenturEast Proactive Fund LLC	July 27, 2022	115,100*	Nil
	July 28, 2022	5,755,000^	Nil
	July 21, 2023	1,415,275	11.10
GKFF Ventures	July 27, 2022	83,200*	Nil
	July 28, 2022	4,160,000^	Nil
VenturEast SEDCO Proactive Fund LLC	July 27, 2022	21,900*	Nil
	July 28, 2022	1,095,000^	Nil
	July 21, 2023	202,711	11.10
Ventureast Trustee Company Private Limited (acting on behalf of Ventureast Proactive Fund)	July 27, 2022	4,800*	Nil
	July 28, 2022	240,000^	Nil
	August 11, 2023	125,593	11.10
Corporate Selling Shareholder			
Zuzu Software Services Private Limited	January 23, 2020	7,200	10
	January 23, 2020	2,556	10
	January 23, 2020	1,600	10
	January 23, 2020	1,100	10
	January 23, 2020	1,100	10
	February 24, 2022	200	10
	February 24, 2022	200	10
	February 24, 2022	3,240	10
	February 24, 2022	300	10
	February 24, 2022	500	10
	February 24, 2022	300	10
	February 24, 2022	500	10
	July 27, 2022	358,960*	Nil
	July 28, 2022	17,948,000^	Nil
Individual Selling Shareholder			
Koteswara Rao Meduri	July 27, 2022	3,600*	Nil
	July 28, 2022	180,000^	Nil
Shareholders with special rights			
Nil			

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(1) As certified by P R S V & Co. LLP, Chartered Accountants pursuant to their certificate dated September 18, 2023.

(2) Also the Promoter Selling Shareholders.

^ Pursuant to a bonus issuance on July 28, 2022.

** Pursuant to share split with effect from July 27, 2022, our Company sub-divided the face value of the equity shares from ₹10 to ₹1 each.*

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Details of weighted average cost of acquisition of all equity shares transacted in the last three years, 18 months and one year prior to the date of this Prospectus

Period	Weighted average cost of acquisition per equity share*	Cap Price is 'x' times the weighted average cost of acquisition per equity share*	Range of acquisition price per equity share (lowest price – highest price)*
	(₹)		
Last one year preceding the date of this Prospectus	106.88	1.53	1.92 to 164
Last 18 months preceding the date of this Prospectus	11.86	13.83	1.92 to 357.30
Last three years preceding the date of this Prospectus	11.87	13.82	1.92 to 357.30

** As certified by P R S V & Co. LLP, Chartered Accountants pursuant to their certificate dated September 18, 2023.*

Details of pre-IPO placement

Our Company, in consultation with the Book Running Lead Managers, has undertaken a Pre-IPO Placement of 4,451,219 Equity Shares and 1,524,390 Equity Shares at an issue price of ₹164 per Equity Share (including a premium of ₹163 per Equity Share) for a cash consideration aggregating to ₹730 million and ₹250 million, on August 16, 2023 and August 21, 2023, respectively. The size of the Fresh Issue has been reduced by ₹980 million and, accordingly, the size of the Fresh Issue is aggregating to ₹3,920 million. For further details in relation to the Pre-IPO Placement, see "*Capital Structure*" on page 86.

Any issuance of equity shares in the last one year for consideration other than cash or bonus issue

Our Company has not undertaken any issuance of equity shares for consideration other than cash or bonus issue in the last one year preceding the date of this Prospectus.

Any split / consolidation of equity shares in the last one year

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

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

As of the date of this Prospectus, our Company had not obtained any exemption from the SEBI from complying with any provisions of securities laws, including the SEBI ICDR Regulations.

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA AND CURRENCY OF PRESENTATION

Certain conventions

All references to "India" contained in this Prospectus are to the Republic of India and its territories and possessions and all references herein to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable. All references to the "U.S.", "U.S.A." or the "United States" are to the United States of America and its territories and possessions including any state of the United States of America, Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands and the District of Columbia.

Unless otherwise specified, any time mentioned in this Prospectus is in Indian Standard Time ("**IST**"). Unless indicated otherwise, all references to a year in this Prospectus are to a calendar year.

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

Financial data

Our Company's financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year, so all references to a particular "Financial Year" or "Fiscal Year" or "Fiscal", unless stated otherwise, are to the 12 months period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

Unless the context requires otherwise, the financial information in this Prospectus is derived from the restated financial information of our Company and our Subsidiary* as of and for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, comprising: (i) the restated consolidated statement of assets and liabilities as at March 31, 2023, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity and the restated consolidated statement of cash flows for the year ended March 31, 2023; (ii) the restated standalone statement of assets and liabilities as at March 31, 2022 and March 31, 2021, the restated standalone statement of profit and loss (including other comprehensive income), the restated standalone statement of changes in equity and the restated standalone statement of cash flows for each of the years ended March 31, 2022 and March 31, 2021; and (iii) the restated statement of significant accounting policies, notes and other explanatory information, each prepared in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, each as amended from time to time (collectively, the "**Restated Financial Information**"). For further information, see "*Restated Financial Information*" on page 195.

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* *Since its incorporation on January 12, 2023, our Subsidiary, ZTL, had not commenced any business or conducted any operations, transactions or activities and, as of the date of this Prospectus, ZTL was in the process of being dissolved and its name being struck off from the register in accordance with applicable law in the United Kingdom. For further details, see "History and Certain Corporate Matters—Our Subsidiary" on page 175. As a result, the Restated Financial Information does not include the financial performance and financial condition of ZTL, and only reflects the financial position and financial performance of our Company, as of and for the relevant years covered by the Restated Financial Information. Also see "Risk Factors—37. The Restated Financial Information included in this Prospectus does not reflect the financial condition or financial performance of our Subsidiary, ZTL." on page 55.*

Ind AS, U.S. GAAP and IFRS differ in certain significant respects from other accounting principles and standards with which investors may be more familiar. We have not made any attempt to explain those differences or quantify their impact on the financial data included in this Prospectus, nor do we provide a reconciliation of our financial statements to those of IFRS or any other accounting principles or standards. If we were to prepare our financial statements in accordance with such other accounting principles, our results of operations, financial condition and cash flows may be substantially different. For details in connection with risks involving differences between Ind AS, U.S. GAAP and IFRS, see "*Risk Factors—50. Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, IFRS and U.S. GAAP, which may be material to investors' assessment of our financial condition, results of operations and cash flows.*" on page 60. Prospective investors should consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. The degree to which the financial information included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with these accounting principles and regulations on our financial disclosures presented in this Prospectus should accordingly be limited.

All figures, including financial information, in decimals (including percentages) have been rounded off to one or two decimals, or to the nearest whole number.

All figures in diagrams and charts, including those relating to financial information, operational metrics and key performance indicators, have been rounded to the nearest decimal place, whole number, thousand or million, as applicable.

However, where any figures may have been sourced from third-party industry sources, such figures may be rounded-off to such number of decimal points as provided in such respective sources. In this Prospectus, (i) the sum or percentage change of certain numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Any such discrepancies are due to rounding off.

Unless stated or the context requires otherwise, any percentage amounts, as disclosed in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 31, 147 and 245, respectively, and elsewhere in this Prospectus have been calculated on the basis of the Restated Financial Information.

Non-GAAP Measures

In addition to our results determined in accordance with Ind AS, we use a variety of financial performance indicators such as EBIT, EBITDA, EBITDA Margin, Net Profit Ratio, RoE, Current Ratio, Debt to Equity Ratio, Interest Coverage Ratio, Debt Service Coverage Ratio and Net Capital Turnover Ratio (together, "**Non-GAAP Measures**") and certain operational performance indicators such as Customer Acquisition and Retention Cost, Acquisition and Retention Cost per Customer, Program Fees and SaaS fee presented in this Prospectus, to measure and analyse our financial and operational performance from period to period. We use the Non-GAAP Measures to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that Non-GAAP Measures, when taken collectively with financial measures prepared in accordance with Ind AS, may be helpful to investors because it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance. These Non-GAAP Measures are supplemental measures of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or U.S. GAAP. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity, profitability or cash flows generated by operating, investing or financing activities under Ind AS, Indian GAAP, IFRS or U.S. GAAP.

Non-GAAP Measures are presented for supplemental informational purposes only, has limitations as an analytical tool and should not be considered in isolation or as a substitute for financial information presented in accordance with Ind AS. Non-GAAP Measures may be different from similarly titled non-GAAP measures used by other companies. The principal limitation of these Non-GAAP Measures is that they exclude significant expenses and income that are required by Ind AS to be recorded in our financial statements, as further detailed below. In addition, they are subject to inherent limitations as they reflect the exercise of judgment by management about which expenses and income are excluded or included in determining these Non-GAAP Measures. Investors are encouraged to review the related Ind AS financial measures and the reconciliation of Non-GAAP Measures to their most directly comparable Ind AS financial measures included below and to not rely on any single financial measure to evaluate our business.

These Non-GAAP Measures may not reflect:

- our cash expenditures or future requirements for capital expenditure or contractual commitments;
- changes in, or cash requirements for, our working capital needs, or
- the finance cost, or the cash requirements necessary to service our debt.

Also see "*Risk Factors—36. We have included certain Non-GAAP Measures, industry metrics and key performance indicators related to our operating and financial performance in this Prospectus that are subject to inherent challenges in measurement. These Non-GAAP Measures, industry metrics and key performance indicators may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Non-GAAP Measures*" on pages 54 and 247, respectively.

Currency and units of presentation

All references to "₹" or "Rupees" or "Rs." Or "INR" are to Indian Rupees, the official currency of the Republic of India.

All references to "US$" or "USD" are to United States Dollars, the official currency of the United States of America.

In this Prospectus, our Company has presented certain numerical information. All figures have been expressed in millions, except where specifically indicated. One million represents 10 lakhs or 1,000,000 and ten million represents

1 crore or 10,000,000. However, where any figures that may have been sourced from third party industry sources are expressed in denominations other than millions in their respective sources, such figures appear in this Prospectus expressed in such denominations as provided in such respective sources.

Exchange rates

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

The information with respect to the exchange rate between the Indian Rupee and the U.S. Dollar, as of the dates indicated, is set forth below.

Currency	**Exchange rate as of**		
	March 31, 2023	**March 31, 2022**	**March 31, 2021**
	(₹)		
1 US$	82.22	75.81	73.50

Source: www.rbi.org.in and www.fbil.org.in.
Note: Exchange rate is rounded off to two decimal places

Industry and market data

Unless stated otherwise, industry related information contained in this Prospectus, including in the "*Industry Overview*" and "*Our Business*" on pages 121 and 147, respectively, have been obtained or derived from the report titled "*Industry Report on SaaS based Fintech Market in India*" dated August 23, 2023, prepared by Frost & Sullivan, which is exclusively prepared for the purpose of the Offer and is commissioned and paid for by our Company (the "**Frost & Sullivan Report**"). Frost & Sullivan was appointed on pursuant to an engagement letter dated February 9, 2022 and addendum to such engagement letter dated August 19, 2023 entered into with our Company. Frost & Sullivan Report is available on the website of our Company at www.zaggle.in/investor-relations from the date of Red Herring Prospectus until the Bid/Offer Closing Date, in accordance with applicable law. Further, Frost & Sullivan has confirmed that they are an independent agency, and they are not related to our Company, our Directors, our Promoters or any Selling Shareholders. For risks in relation to commissioned reports, see "*Risk Factors—38. Industry information included in this Prospectus has been derived from an industry report commissioned and paid for by us exclusively in connection with the Offer.*" on page 55.

The Frost & Sullivan Report is subject to the following disclaimer:

"Industry Report on SaaS Based Fintech Market in India has been prepared for the proposed initial public offering of equity shares by Zaggle Prepaid Ocean Services Limited (the "Company").

This study has been undertaken through extensive primary and secondary research, which involves discussing the status of the industry with leading market participants and experts, and compiling inputs from publicly available sources, including official publications and research reports. Estimates provided by Frost & Sullivan (India) Private Limited ("Frost & Sullivan") and its assumptions are based on varying levels of quantitative and qualitative analyses, including industry journals, company reports and information in the public domain.

Frost & Sullivan has prepared this study in an independent and objective manner, and it has taken all reasonable care to ensure its accuracy and completeness. We believe that this study presents a true and fair view of the industry within the limitations of, among others, secondary statistics and primary research, and it does not purport to be exhaustive. The results that can be or are derived from these findings are based on certain assumptions and parameters/conditions. As such, a blanket, generic use of the derived results or the methodology is not encouraged.

Forecasts, estimates, predictions, and other forward-looking statements contained in this report are inherently uncertain because of changes in factors underlying their assumptions, or events or combinations of events that cannot be reasonably foreseen. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements.

In making any decision regarding the transaction, the recipient should conduct its own investigation and analysis of all facts and information contained in the prospectus of which this report is a part and the recipient must rely on its own examination and the terms of the transaction, as and when discussed. The recipients should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction."

Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy, adequacy, completeness or underlying assumptions are not guaranteed and their reliability cannot be assured. The data used in these sources may have been reclassified or re-ordered by us for the purposes of presentation. Data from these sources may also not be comparable. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates and assumptions that may prove to be incorrect. The extent to which the industry and market data presented in this Prospectus is meaningful depends upon the reader's familiarity with, and understanding of, the methodologies used in compiling such information. There are no standard data gathering methodologies in the industry in which our Company conducts business and methodologies and assumptions may vary widely among different market and industry sources. 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 31. Accordingly, no investment decision should be solely made on the basis of such information.

In accordance with the SEBI ICDR Regulations, "*Basis for Offer Price*" on page 110 includes information relating to our peer group companies.

FORWARD-LOOKING STATEMENTS

This Prospectus contains certain forward-looking statements. All statements contained in this Prospectus that are not statements of historical fact constitute "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "objective", "plan", "project", "propose", "seek to", "shall", "likely", "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our expected financial condition, results of operations, business, prospects, strategies, objectives, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward looking statements. All forward-looking statements are based on our current plans, estimates, presumptions and expectations and 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.

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which we operate 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, changes in competition in our industry, incidence of natural calamities and/or acts of violence. Important factors that could cause actual results to differ materially from our Company's expectations include, but are not limited to, the following:

- recent revenue growth rates may not be indicative of our future financial performance and we have limited operating history at our current scale;
- inability to retain and attract Customers, convert Customers using our beta or trial versions into paying Customers, or expand usage of our products within or across Customer organizations;
- termination of, or failure to maintain, our relationships with our banking partners, including our Preferred Banking Partners, or any changes to our interchange fees due to a variety of factors;
- dependence on third-party Payment Networks, channel partners and third-party providers for various aspects of our business and our growth;
- challenges with adoption and usage of our products if they are not able to successfully integrate with other software applications;
- failure to effectively develop and expand our direct sales capabilities affecting our ability to expand usage of our products within our Customer and User base and achieve broader market acceptance of our products;
- absence of any listed industry peers in India or abroad making it difficult to benchmark and evaluate our financial performance against other operators who operate in the same industry as us;
- counterparty credit risk and any delay in, or non-receipt of, payments may materially and adversely affect our cash flows and results of operations;
- our sites, networks, and systems may in the future experience security incidents or breaches;
- operating in a highly competitive industry and an inability to compete successfully;
- international expansion efforts may not be successful;
- inability to service our debt obligations in a timely manner or to comply with various financial and other covenants and other terms and conditions of our financing agreements;
- expenditure towards Customer acquisition and retention, the outcome of which cannot be ascertained and our marketing efforts may not attract additional Customers on a cost-effective basis, or we may be unable to manage our marketing and advertising expenses; and
- laws and regulation governing our business and operations may continue to change and evolve.

For further discussion of factors that could cause the actual results to differ from the expectations, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 31, 147 and 245, 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 in the future could materially differ from those that have been estimated and are not a guarantee of future performance. We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given the uncertainties, Bidders are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Forward-looking statements reflect the current views of our Company as of the date of this 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 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, our Directors, our Key Managerial Personnel, Senior Management, the Selling Shareholders, the Syndicate or any of their respective affiliates has any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI ICDR Regulations, our Company and the BRLMs will ensure that investors are informed of material developments from the date of this Prospectus until the receipt of listing and final listing and trading approvals for the Equity Shares pursuant to the Offer. Each of the Selling Shareholders will, severally and not jointly, ensure that investors are informed of material developments in relation to the statements and undertakings in relation to itself and its respective portion of the Offered Shares and confirmed by such Selling Shareholders from the date of this Prospectus until the receipt of listing and final listing and trading approvals for the Equity Shares pursuant to the Offer.

SECTION II – RISK FACTORS

An investment in equity shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks described in this section are those that we consider to be the most significant to our business, results of operations and financial condition as of the date of this Prospectus. The risks described below may not be exhaustive or the only ones relevant to us, the Equity Shares or the industry segments in which we currently operate. Additional risks and uncertainties, not presently known to us or that we currently do not deem material may arise or may become material in the future. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial implication of any of the risks mentioned below. If any or a combination of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the trading price of our Equity Shares could decline, and investors may lose all or part of their investment. Furthermore, some events may be material collectively rather than individually.

In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with "Industry Overview", "Our Business", "Key Regulations and Policies in India", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Outstanding Litigation and Material Developments" on pages 121, 147, 167, 245 and 281, respectively, as well as the other financial and statistical information contained in this 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. Potential investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to legal and regulatory environment which may differ in certain respects from that of other countries.

This Prospectus also contains forward-looking statements that involves 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 Prospectus. See "Forward-Looking Statements" on page 29.

In this Prospectus, unless the context otherwise indicates, requires or implies, any reference to "the Company" or "our Company" refers to Zaggle Prepaid Ocean Services Limited, on a standalone basis, and any reference to "we", "us" or "our": (1) for any period prior to January 12, 2023, is a reference to our Company, on a standalone basis, and (2) for any period on or after January 12, 2023, is a reference to our Company together with our Subsidiary, on a consolidated basis, as of and for the relevant years covered by the Restated Financial Information.

Unless the context requires otherwise, all financial information included herein is derived from our Restated Financial Information included in this Prospectus. For further information, see "Restated Financial Information" on page 195.

As of the date of this Prospectus and since the date of its incorporation, our Subsidiary, ZTL, had not commenced any business or conducted any operations, transactions or activities. As a result, the Restated Financial Information does not include the financial performance and financial condition of ZTL, and only reflects the financial position and financial performance of our Company, as of and for the relevant years covered by the Restated Financial Information.

*Unless stated otherwise, industry and market data used in this section has been obtained or derived from the industry report titled "Industry Report on SaaS based Fintech Market in India" dated August 23, 2023 (the "**Frost & Sullivan Report**"), prepared and issued by Frost & Sullivan pursuant to an engagement letter dated February 9, 2022 and addendum to such engagement letter dated August 19, 2023, and exclusively commissioned and paid for by us in connection with the Offer. The industry related information included herein includes excerpts from the Frost & Sullivan Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be material for the proposed Offer), that has been left out or changed in any manner. Unless otherwise indicated, all financial, operational, industry and other related information derived from the Frost & Sullivan Report and included herein with respect to any particular year refers to such information for the relevant calendar year. The Frost & Sullivan Report is available at the following web-link: www.zaggle.in/investor-relations from the date of Red Herring Prospectus until the Bid/Offer Closing Date. For more information, see "Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation" and "—38. Industry information included in this Prospectus has been derived from an industry report commissioned and paid for by us exclusively in connection with the Offer." on pages 25 and 55, respectively.*

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Internal Risks

Risks relating to our business and industry

1. ***Our recent revenue growth rates may not be indicative of our future financial performance. We have limited operating history at our current scale. Failure to effectively manage our growth could materially and adversely affect the success of our business and/or impact our margins and profitability.***

The table below sets forth our revenue from operations and profit after tax, for the periods indicated.

	Fiscal 2023	**Increase or (Decrease) from the prior Fiscal**	**Fiscal 2022**	**Increase or (Decrease) from the prior Fiscal**	**Fiscal 2021**	**Increase or (Decrease) from the prior Fiscal**	**Fiscal 2020**
	(₹ million)	*(%)*	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*	*(₹ million)*
Revenue from operations	5,534.60	49.08	3,712.55	54.71	2,399.66	251.17	683.33
Profit after tax	229.01	(45.37)	419.21	116.87	193.30	419.76	37.19

We have experienced rapid growth in the three preceding Fiscals, which growth was primarily attributable to increases in our User base in these periods which was accompanied by an increase in spending by our Users that facilitated an increase in Program Fees we received due to an overall increase in the scale of our business. Our Program Fees, which we derive from our arrangements with our banking partners, primarily consists of our share of interchange fees, the spend-based fees earned from third-party Payment Networks such as Visa (the "**Payment Networks**") for the transactions carried out by the Users of prepaid cards at offline and/or online outlets, pursuant to contractual agreements between the Payment Networks and our banking partners, including the key banking partners with whom we have collaborated, *i.e.*, IndusInd Bank Limited, Yes Bank Limited and NSDL Payments Bank Limited (together, the "**Preferred Banking Partners**"). The table below sets forth brief details of our Users, as of the dates indicated.

	As of March 31,		
	2023	**2022**	**2021**
Number of Users	2,274,138	1,723,350	904,713
Increase in number of Users from the prior financial year end *(%)*	31.96	90.49	185.90

For further details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Principal Factors Affecting our Financial Condition and Results of Operations—Impact of interchange fees*" on page 254.

Further, the COVID-19 pandemic did not significantly impact our growth in the preceding three Fiscals. For further details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Future Relationship Between Cost and Income—Impact of COVID-19*" on page 278.

Our revenue growth trajectory could decline in future financial periods or our revenue could cease to grow or decrease and may not be consistent with our recent operating history. Further, we may experience significant fluctuations in our financial performance due to a number of factors. Our revenue growth depends on a number of factors, including our ability to:

- attract new Customers, grow or maintain our Customer retention rate, expand usage within large enterprises (*i.e.*, accounts with 250 Users and above) ("**corporates**" or "**corporate accounts**") and small and medium-sized businesses (*i.e.*, less than 250 Users) ("**SMBs**" or "**SMB accounts**");
- maintain or increase our User base, which directly impacts our income from Program Fees;
- continue to manage our relationships with our Preferred Banking Partners and other third parties;
- gain continued acceptance our products and expand the use, features and capabilities of our products;
- withstand competitive pressures and price our subscription plans effectively in a competitive landscape;
- provide satisfactory User and Customer experience and service, and maintain the security and reliability of our products and services;
- continue to expand our sales force while continuing to improve and expand our technology, administrative, financial and compliance infrastructure, systems and processes;

- scale and adapt our operational, financial and management controls, as well as our reporting systems and procedures to manage increased responsibilities and complexities arising from expansion of our business and as a public listed company; and
- comply with existing and new applicable laws and regulations.

We may not successfully accomplish any of these objectives, and as a result, it is difficult for us to forecast our future results of operations. In addition, in order to fuel our growth, we expect to continue to expend financial and other resources on:

- expansion and enablement of our sales and services, and promoting our capabilities to drive adoption of our products; and
- investments in differentiating our offerings, including investments in development of new products, technologies, features and functions and entering into strategic technology and sales channel partnerships.

These initiatives may not necessarily yield the desired results for us and may not be profitable or EBITDA accretive. We expect our operating expenses to increase in future periods, and if our revenue growth does not increase in a commensurate manner as anticipated, our business and financial condition would be adversely affected. We have also encountered in the past and expect to encounter in the future, risks and uncertainties frequently experienced by growing companies in rapidly evolving industries. Moreover, we may not be able to sustain the pace of improvements to our products, or introduce new products as frequently as our competitors. If our assumptions regarding the risks and uncertainties which we use to plan our business are incorrect or change or if we do not address these risks successfully, our growth rates may slow down. Our inability to manage our business and implement our growth strategy could materially and adversely affect our business, financial condition and profitability.

2. We may be unable to retain existing Customers, attract new Customers, convert Customers using our beta or trial versions into paying Customers, or expand usage of our products within or across Customer organizations due to various factors.

Our business is subscription based, and Customers are not obligated to renew expired subscriptions. The term of the agreements we enter into with our Customers typically ranges from one to three years, until such agreements are terminated or, in certain instances, we have subsisting statements of works or purchase orders with the Customers. In addition, certain of our Customers are entitled to terminate our agreements with or without cause. For instance, as of the date of this Prospectus, our agreement with one of our Customers, Persistent Systems is in the process of being renewed.

Set forth below is our number of Customers, Users, the percentage of our revenue from operations accounting for non-renewal of subscriptions and the number of contracts with Customers expired and not renewed, for the periods indicated.

Financial Year	Number of Customers	Number of Users	Percentage of revenue accounting for non-renewal of subscriptions	Number of contracts with Customers expired and not renewed
			(%)	
Fiscal 2023	2,411	2,274,138	1.54	27
Fiscal 2022	1,753	1,723,350	0.37	4
Fiscal 2021	1,092	904,713	1.17	5

As of March 31, 2023, our Company's relationship with its top five Customers and top 10 Customers in terms of revenue from operations had averaged approximately 2.93 years and 3.09 years, respectively. Set forth below is our revenue from the top five Customers and top 10 Customers, including as a percentage of the total revenue from operations, for the periods indicated.

Particulars	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	Amount	Percentage of revenue from operations	Amount	Percentage of revenue from operations	Amount	Percentage of revenue from operations
	(₹ million)	*(%)*	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*
Top five Customers	451.93	8.17	349.31	9.41	176.44	7.35
Top 10 Customers	631.36	11.41	490.94	13.22	287.29	11.97

Set forth below is our revenue from existing or old Customers and new Customers, including as a percentage of the total revenue from operations, for the periods indicated.

Particulars	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	Revenue from operations	Percentage of total revenue from operations	Revenue from operations	Percentage of total revenue from operations	Revenue from operations	Percentage of total revenue from operations
	(₹ million)	*(%)*	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*
Existing or old Customers*	3,904.28	70.54	2,549.61	68.68	1,719.97	71.68
New Customers	1,630.32	29.46	1,162.94	31.32	679.69	28.32

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** Customers who were already customers as of the end of the previous period.*

In order for us to maintain or improve our operating results through the network effects that our existing Customers drive on our platforms or to increase our margins, we must increase our Customer base through various methods. While our agreements are renewed from time to time as and when they expire, in the ordinary course of business, there may be time periods between renewals where we do not have any formal arrangements in place with counterparties in relation to the services rendered. In addition, because many of our new Customers originate from word-of-mouth and other non-paid referrals from existing Customers, we must ensure that our existing Customers continue using our products satisfactorily in order for us to benefit from those referrals. We encourage SMB customers on our free beta version to upgrade to paid subscription plans, and Customers of our base level paid plans to purchase more features and add-ons. In Fiscals 2023, 2022 and 2021, the number of SMB customers who have not become paid members after using our free beta version were 87, 55 and 46 respectively. Additionally, we seek to expand our reach within organizations by adding new Users, having organizations upgrade their plans with us, or expanding their use of our products into other departments within the organization.

Our Customers may not renew their subscription plans when our current engagements are completed or are terminated, and we may fail to convert SMB customers using free beta or trial versions into paying Customers, expand usage within existing Customers or add new paying Customers as a result of a number of factors, including our Customers' satisfaction with the pricing or capabilities of the products and services offered by our competitors, dissatisfaction with our products or our pricing structures, the adverse effects of general economic conditions or budgetary constraints. Other factors that influencing such decisions include, but are not limited to, our ability to:

- continually enhance and improve our products and introduce new features, integration and capabilities that reflect the changing nature of the market;
- provide quality Customer experience and support, compete effectively against alternative products or services and ensure the effectiveness of our marketing programs; and
- attract, retain, and effectively train and motivate new sales and marketing personnel and develop or expand relationships with our partners.

We may, in the future, experience a reduction in renewal rates and increased churn rates, particularly within our SMB customers, many of whom are on month-to-month subscriptions. We cannot assure you that we will continue to achieve growth rates in the number of Customers in the future similar to those we have achieved in historical periods, which may materially and adversely affect our business, cash flows, results of operations and financial condition.

3. Any termination of, or failure to maintain, our relationships with our banking partners, including our Preferred Banking Partners, or any changes to our interchange fees due to a variety of factors, could adversely affect our business, results of operations and financial condition.

We are dependent on our relationships with our banking partners, including our Preferred Banking Partners, for a substantial portion of our revenue, which is derived from Program Fees generated from our arrangements with such banking partners. Set forth below is our revenue from Program Fees, including as a percentage of our total revenue from operations, for the periods indicated.

	Fiscal 2023	Fiscal 2022	Fiscal 2021
Revenue from Program Fees *(₹ million)*	1,694.53	2,007.03	1,954.89

	Fiscal 2023	Fiscal 2022	Fiscal 2021
Revenue from Program Fees as a percentage of total revenue from operations *(%)*	30.62	54.06	81.47

Any termination of, or failure to maintain, our relationships with our banking partners, including our Preferred Banking Partners, or failure to enter into arrangements with new banking partners, could result in loss of, or reduction in, the revenue that we earn from Program Fees, which could adversely affect our business, cash flows, results of operations and financial condition.

Our revenue from Program Fees primarily consist of our share of interchange fees which are calculated according to contractual agreements entered into by our Preferred Banking Partners with the Payment Networks, and are largely earned as a percentage of the spending levels on a prepaid card. Together, we have issued more than 50 million co-branded prepaid cards since the inception of our business. Interchange fees constituted a significant portion of our Program Fees earned in the Fiscals 2023, 2022 and 2021. Set forth below is the contribution of interchange fees from prepaid cards business including as a percentage of our total revenue from operations, for the periods indicated.

	Fiscal 2023	Fiscal 2022	Fiscal 2021
Contribution of interchange fees *(₹ million)*	1,225.62	1,880.62	1,907.58
Interchange fees as a percentage of total revenue from operations *(%)*	22.14	50.66	79.49

Interchange fees earned by us ranges up to 2.20% of the spend that Users make on prepaid cards at offline and/or online outlets. Interchange reimbursement rates in India are generally decided by a Payment Network and are broadly influenced by: (i) the industry of the merchant where the cards are used; (ii) merchant category codes; (iii) transaction value; and (iv) jurisdiction of the transaction (whether domestic or international). The quantum of interchange fees could also broadly influenced by various factors outside our control and any change in general economic or market conditions such as consumer demand, consumer confidence, inflation, employment and disposable income levels, interest rate levels, demographic trends, technological changes or changes in laws or regulations which, among other things, may prescribe a ceiling on, or otherwise restrict our ability to charge interchange fees or similar fees. Also see "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Principal Factors Affecting our Financial Condition and Results of Operations—Impact of interchange fees*" on page 254.

In some jurisdictions, interchange fees and related practices are subject to regulatory activity that has limited the ability of certain networks to establish default rates including, in certain cases, imposing ceilings on permissible interchange fees. Regulators and legislative bodies are seeking to reduce interchange fees through legislation, competition-related regulatory proceedings, central bank regulation or litigation. Regulatory developments in certain countries could influence regulatory approaches in other countries, including India. In India, the RBI has implemented regulations limiting interchange fees payable on debit card transactions, and similar regulations could be extended to prepaid card transactions in the future. Such changes may require us to restructure our activities and incur additional expenses to comply with such laws and regulations which could adversely affect our business, cash flows, results of operations and financial condition.

Also see "*—22. Laws and regulation governing our business and operations may continue to change and evolve and the introduction of new laws and regulation applicable to our business may adversely affect our financial condition, results of operations and profitability. Further, the businesses of our banking partners are regulated by the RBI and any change in the RBI's policies, decisions and regulatory framework could adversely affect our business, cash flows, results of operations and financial condition.*" on page 47.

4. We are dependent on third-party Payment Networks, channel partners and third-party providers for various aspects of our business and our growth, and any failure to maintain these relationships could adversely affect our business, results of operations and financial condition.

We and our banking partners are dependent on Payment Networks to process payments made using our prepaid cards. Our banking partners earn spend-based fees for the transactions carried out by the Users of prepaid cards at offline and/or online outlets. Based on the contractual agreements entered into with our banking partners, we receive a portion of such fees (which are largely earned as a percentage of the spending levels on a prepaid card) earned by them. Furthermore, we also earn business development incentives from our arrangements with Payment Networks.

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Set forth below is the fees paid to Payment Networks, including as a percentage of the revenue from Program Fees, for the periods indicated.

Particulars	**Fiscal 2023**		**Fiscal 2022**		**Fiscal 2021**	
	Amount	**Percentage of the revenue from Program Fees**	**Amount**	**Percentage of the revenue from Program Fees**	**Amount**	**Percentage of the revenue from Program Fees**
	(₹ million)	*(%)*	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*
Fees paid to Payment Network	23.30	1.38	6.22	0.31	19.59	1.00

We cannot assure you that arrangements involving the Payment Networks will be renewed on terms commercially favourable to us, or at all. A change in applicable regulatory landscape could prompt the Payment Networks to impose additional requirements on our banking partners and/or us, or may adversely affect their ability to continue to offer their full suite of services to us. Furthermore, if we or our banking partners are unsuccessful in maintaining beneficial relationships with the Payment Networks, our business, financial condition and results of operations could be materially and adversely affected. In addition, we cannot assure you that our banking partners will be able to comply at all times with changes in network operating rules, or that any changes to, or adverse interpretations of, the network operating rules would not be costly or difficult to implement, which could materially and adversely affect our business, results of operations and financial condition. For further details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Principal Factors Affecting our Financial Condition and Results of Operations*" on page 253.

We also believe that continued growth in our business is dependent upon identifying, developing, and maintaining strategic relationships with additional channel partners that can drive substantial revenue. Our agreements with our existing channel partners, including DBS Bank and Razorpay, are non-exclusive, so our channel partners may offer Customers the products of several different companies, including products that compete with ours. They may also cease marketing our products with limited or no notice and without penalty. Furthermore, our agreements with our existing channel partners are not renewed automatically and the continuity of our relationship with them is dependent upon their internal policies, applicable law, and is subject to fresh negotiations. These factors have contributed to the limited revenue to date generated from our relationships with our existing channel partners. As such, there may be periods before renewals where we do not have any contractual arrangements with any channel partners. We cannot assure you that we will be able to renew our existing relationships with our channel partners, on favourable terms or at all, and you should not rely on continuity of our existing relationships with them. We expect that any additional channel partners we identify and develop will be similarly non-exclusive and not bound by any requirement to continue to market our products. If we fail to identify additional channel partners in a timely and cost-effective manner, or at all, or are unable to assist our current and future channel partners in independently selling and deploying our software-as-a-service ("**SaaS**") products, our business, results of operations and financial condition could be adversely affected. If our channel partners do not effectively market and sell our products, or fail to meet the needs of our Customers, our reputation and ability to grow our business could also be adversely affected.

We further depend on our relationships with third-party providers who provide products and services such as transaction processing, logistics services and call centre support services, among others. If any of these third parties experience difficulty meeting our requirements or standards, become unavailable due to extended outages or interruptions, temporarily or permanently cease operations, face financial distress or other business disruptions such as a security incident, increase their fees, if our relationships with any of these providers deteriorate, or if any of the agreements we have entered into with such third parties are terminated or not renewed without adequate transition arrangements, we could suffer liabilities, penalties, fines, increased costs and delays in our ability to provide Customers with our products and services, our ability to manage our finances could be interrupted, receipt of payments from Customers may be delayed, our processes for managing sales of our offerings could be impaired, our ability to generate and manage sales leads could be weakened, or reputation could be harmed, or our business operations could be disrupted. Any of such disruptions may adversely impact our business and our financial condition, results of operations or cash flows could be adversely affected until we replace such providers or develop replacement technology or operations. In addition, if we are unsuccessful in identifying high-quality service providers, negotiating cost-effective relationships with them or effectively managing these relationships, it could adversely affect our business, results of operations and financial condition.

5. ***We may encounter challenges with adoption and usage of our products if they are not able to successfully integrate with other software applications, which could adversely affect our business, results of operations and financial condition.***

We rely on the providers of software systems to allow us access to their APIs to enable integration of our products with a variety of hardware and software platforms and SaaS products and technologies, and we need to continuously modify and enhance our products to adapt to changes in hardware, software, and browser technologies. We are typically subject to standard terms and conditions of such providers, which govern the distribution, operation, and fees of such software systems, and which are subject to change by such providers from time to time. Our business will be materially and adversely affected if any key provider of such software systems:

- discontinues or limits our access to its software or APIs;
- modifies its terms of service or other policies, including fees charged to, or other restrictions on, us or other application developers;
- changes how information is accessed by us, our Customers or our Users;
- establishes more favourable relationships with one or more of our competitors; or
- develops or otherwise favours its own competitive offerings over our products.

We depend on the interoperability of our products with third-party services, mobile devices, software applications, mobile operating systems and servers, which predominantly use third-party cloud-enabled hardware, software, networking, browsers, database technologies and protocols that we do not control. We may not be able to modify our products and offerings to assure their compatibility with that of other software products and services, which may continue to evolve from time to time. In addition, some of our competitors may be able to disrupt operation or compatibility of our products or services, or exert strong business influence on the terms thereof. The loss of interoperability, whether due to actions of third parties or otherwise, and any changes in technologies that degrade the functionality of our products or give preferential treatment to competitive services could adversely affect adoption and usage of our products. We cannot assure you that our competitors' products or services will not be preferred over ours or that interoperability of our products will not decrease in the future. If we are not able to integrate with other third-party applications or if it is difficult for Customers to access and use our products, our business, results of operations and financial condition could be materially and adversely affected.

6. ***Failure to effectively develop and expand our direct sales capabilities could affect our ability to expand usage of our products within our Customer and User base and achieve broader market acceptance of our products.***

As part of our strategy to grow and to expand the use of our products within our Customer and User base and achieve broader market acceptance across organizations, we plan to continue expanding our direct sales force and establish sales teams. This expansion will require us to continue to invest significant financial and other resources to grow and train our direct sales force. In Fiscal 2023, we incurred ₹126.76 million as expenses towards our sales team and ₹200.64 million towards advertising and brand promotion which includes expenses towards our sale campaigns at corporates sites, branding and advertising, strategic partnership costs, and sales promotions through online and offline channels. As of March 31, 2023, we had a sales force of 101 employees. Set out below is a breakdown of the expenses we incurred on developing our sales capabilities, for the periods indicated.

Expenses incurred towards developing our sales capabilities	Fiscal 2023	Fiscal 2022	Fiscal 2021
	(₹ million)		
Customer Acquisition and Retention Cost[(1)(3)]	327.40	185.83	136.17
Acquisition and Retention Cost per Customer[(2)(3)]	0.50	0.28	0.20
Expenses towards business promotion and marketing	200.64	129.67	114.11
Sales team payroll cost	126.76	56.16	22.06

(1) Customer Acquisition and Retention Cost refers to digital marketing campaign costs, business promotion costs, feet on the street (FOS) and strategic partnership team salaries costs and other advertisement and marketing costs incurred for all the new customers added in the business in the period.

(2) Acquisition and Retention Cost per Customer is calculated as Customer Acquisition and Retention Cost divided by the number of new Customers added during the period.

(3) Our Customer Acquisition and Retention Costs and our Acquisition and Retention Cost per Customer increased commensurate with the significant increase in our new corporate and SMB Customers and increased spends by our Users, as we offered them increased

incentives and cash backs, encouraging our Users to transact using their Save and Propel cards, thereby driving spends and increasing our revenues. Further, our Company proposes to utilise a portion of the Net Proceeds towards funding expenditure towards Customer acquisition and retention in future financial periods. For further details see, "Objects of the Offer—Details of the Objects—1. Expenditure towards Customer acquisition and retention" on page 102.

Our business, results of operations and financial condition may be adversely affected if these efforts do not generate a corresponding increase in revenue. We may not achieve anticipated revenue growth from expanding our direct sales force if we are unable to hire and develop talented direct sales personnel, if our new direct sales personnel are unable to achieve desired productivity levels within a reasonable period of time, or if we are unable to retain our existing direct sales personnel. Our ability to achieve revenue growth will depend, in large part, on our success in recruiting, training, and retaining sufficient numbers of sales personnel to support our growth. Also see "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Principal Factors Affecting our Financial Condition and Results of Operations—Impact of Customer Acquisition and Retention Costs*" on page 257.

7. ***Our Company does not have any listed industry peers in India or abroad and it may be difficult to benchmark and evaluate our financial performance against other operators who operate in the same industry as us.***

We offer a diversified offering of fintech products and services, including prepaid cards in India in partnership with certain of our banking partners, along with certain SaaS offerings, including tax and payroll software. We interact and interface with our Customers (*i.e.*, businesses) and end Users (*i.e.*, employees), as we are placed at the intersection of the SaaS and fintech ecosystems, and our SaaS platform is designed for: (i) business spend management (including expense management and vendor management); (ii) rewards and incentives management for employees and channel partners; and (iii) customer engagement management system ("**CEMS**").

Our business model and diversified product offerings makes our business such that there are no industry peers listed in India or abroad which are of comparable size, belong to the same industry and follow a similar business model. However, with the rise of technology-driven start-ups in our segments, there exist various companies which offer one or more notionally or feature-wise similar product or service as our Company. For example, based on a comparison of various product offerings and key features, we compete with domestic and international companies in the spend management, fintech solutions and loyalty cards industry including Divvy, Brex, Pleo, Ramp, Coupa, Expensify, Fleetcor, Edenered, Wex, SAP Ariba, SAP Concur, Fyle, Zoho Expense and Happay. *(Source: Frost & Sullivan Report)* Consequently, there is limited information in the public domain about our peers and it may be difficult to benchmark and evaluate our financial performance against other operators who operate in the same industry as us.

Therefore, investors must rely on their own examination of our accounting ratios, Non-GAAP Measures and key performance indicators relating to our financial and operating performance for the purposes of investment in this Offer. We cannot assure you that our Non-GAAP Measures, key performance indicators and accounting ratios will improve in the future. An inability to improve or maintain our Non-GAAP Measures, key performance indicators and accounting ratios may adversely affect the market price of the Equity Shares. Moreover, there are no standard methodologies in the industry for the calculation of such indicators, measures and metrics.

Our competitive position may differ from that presented in this Prospectus and any valuation exercise undertaken for the purposes of the Offer by our Company, in consultation with the BRLMs, and may not be based on a benchmark with our listed industry peers in India or abroad. The relevant parameters based on which the Price Band would be determined, was disclosed in the advertisement issued for publication of the Price Band. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India, announcements by us or our competitors of significant acquisitions, strategic alliances, other external conditions or situations, announcements by third parties or governmental entities of significant claims or proceedings against us, volatility in the securities markets in India and other jurisdictions, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

Also see "*—36. We have included certain Non-GAAP Measures, industry metrics and key performance indicators related to our operating and financial performance in this Prospectus that are subject to inherent challenges in measurement. These Non-GAAP Measures, industry metrics and key performance indicators may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies*", "*Basis for Offer Price*", "*Our Business—Key Performance*

Indicators" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Non-GAAP Measures*" on pages 54, 110, 149 and 247, respectively.

8. We are dependent on our Promoter and our Executive Chairman, Raj P Narayanam and our Promoter, Managing Director and Chief Executive officer, Avinash Ramesh Godkhindi, our Key Managerial Personnel or senior management personnel and the loss of, or our inability to hire, retain, train, and motivate qualified personnel could adversely affect our business, results of operations and financial condition.

We are highly dependent on our senior management and other key management personnel for setting our strategic business direction and managing our business. Our Promoter and our Executive Chairman, Raj P Narayanam, has experience in the technology and fintech industry and our Promoter, Managing Director and Chief Executive Officer, Avinash Ramesh Godkhindi, who has experience in the banking industry. They play a pivotal role in providing us strategic guidance and direction. For further details, see "*Our Business—Strengths—Seasoned management team with deep domain expertise supported by a professional workforce*" and "*Promoters and Promoter Group*" on pages 154 and 190, respectively. A loss of the services of any of our Promoters could materially and adversely affect our business, results of operations and financial condition.

Further, our Board is supported by various our Key Managerial Personnel and senior level management team members such as our Chief Financial Officer, Venkata Aditya Kumar Grandhi, who has experience in the financial services industry and our success depends to a large extent upon the continued efforts and services of such personnel with technical expertise, and we rely significantly on their experience. For further details, see "*Our Management*" on page 177. Our success also depends, in part, on key customer relationships forged by them and we cannot assure you that we will be able to continue to maintain these customer relationships, or renew them, if we are unable to retain such members of our Key Managerial Personnel and senior management, which could adversely affect our business and results of operations.

Our ability to meet continued success and future business challenges depends on our ability to attract, recruit and retain experienced, talented and skilled professionals. Due to the current limited pool of skilled personnel, competition for senior management, commercial and finance professionals in our industry is intense. As of March 31, 2023, we had 273 employees. As a percentage of our total workforce, our attrition levels for our permanent employees were 31.00%, 27.00% and 24.00% in Fiscals 2023, 2022 and 2021, respectively. A loss of services of our senior management or other key personnel or our inability to recruit or train a sufficient number of experienced or skilled personnel or our inability to manage the attrition levels in different employee categories may adversely affect our business, future cash flows, results of operations and prospects. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting experienced or skilled personnel.

9. We operate in a highly competitive industry, and an inability to compete successfully could materially and adversely affect our business, financial condition, results of operations and future prospects.

India's spend management market and the financial technology ("**fintech**") space is rapidly evolving, is increasingly competitive, fragmented, and subject to changing technology, shifting user and customer needs, new market entrants, and frequent introductions of new products and services. We compete with a number of companies that range in size from large and diversified enterprises with significant financial resources to smaller companies. The market for our products is rapidly evolving and highly competitive and in the future there may likely be an increasing number of similar products offered by additional competitors. Our competitors (including our existing partners) may develop or implement similar or better technology. With a constantly changing market environment, our future business strategies, practices and results may not meet expectations or respond quickly enough to customer demand, and we may face operational difficulties in adjusting to any changes.

Some of our current and potential competitors may have longer operating histories, higher brand recognition, stronger and more extensive partner relationships, significantly greater financial, technical, marketing, and other resources, lower labour and development costs, and larger customer bases than we do. These competitors may invest and engage in more extensive R&D efforts, undertake more far-reaching promotions, and adopt more aggressive pricing policies that will allow them to build larger customer bases than we have. Moreover, large Customers may demand greater price concessions or other more favourable terms. Furthermore, our potential and existing competitors may make acquisitions or enter into strategic relationships and rapidly acquire significant market share due to a larger customer base, superior product offering, more effective sales and marketing operations, or greater financial, technical, and other resources.

Any one of these competitive pressures in our market, or our failure to compete effectively, may result in price reductions; fewer Customers; reduced revenue, gross profit, and gross margin; increased net losses; and loss of market share. Any failure to meet and address these factors could adversely affect our business, results of operations and financial condition.

10. Our international expansion efforts may not be successful and may expose us to complex management, legal, tax, competition and economic risks.

We have no business experience overseas and may not be successful in newer international markets, where we believe there exists significant growth potential, such as the United States, the United Kingdom and Brazil. We may undertake certain investments in certain target markets by incorporating new entities, contingent on various factors including the regulatory requirements of such geographies, either in the form of equity or debt or a combination of both or in any other manner as may be decided by our management. All such investments by us will be subject to compliance with the provisions of applicable law in India and of the respective geographies.

Developing new markets requires significant investments of time and resources, and may present new and difficult technological, operational and compliance challenges which may lead to higher costs than we have historically experienced. We will also need to understand and comply with various new requirements applicable to us in those regions. If we experience service disruptions, failures, or other issues, our business may be materially and adversely affected and it could damage our reputation, and limit our growth, business and prospects. We cannot assure you that our expansion into newer geographies will recoup our investments in a timely manner, or at all. Furthermore, failure to forecast demand or growth accurately in new geographies, or eventual reputational damages from engaging in or withdrawing from these geographies, could adversely affect our business, results of operations and financial condition.

Expanding operations into new geographic markets may subject our business to increased risks, including but not limited to:

- increased licensing, regulatory and compliance requirements, including those governing data protection, money-laundering and tax;
- competition from service providers or other entrenched market participants that have greater experience in the local markets than we do;
- changes to the way we do business as compared with our current operations, including increased costs increased exchange rate exposure and exposure to regional economic and political instability;
- integration with local financial institution partners and other third-party service providers; and
- difficulties in staffing, recruiting and retaining qualified employees for our foreign operations.

As a result of these risks, our international expansion efforts may not be successful or may be hampered, which would limit our ability to grow our business.

11. Our efforts to integrate the businesses, technologies, services and products that we acquire or invest in may not be successful.

We may, in the future, evaluate and consider a wide array of strategic alliances, investments and acquisitions in line with our overall business strategy. These transactions may involve challenges and risks, including but not limited to: (i) difficulties in identifying suitable acquisition targets and competition from other potential acquirers; (ii) need for payment of purchase consideration, in form of securities or cash; (iii) exposure to unanticipated contingent liabilities of acquired businesses, including but not limited to taxation and litigation; (iv) obtaining requisite governmental, statutory and other regulatory approvals for the acquisition; (v) risks and cost associated with the litigation and breaches of laws, rules and regulations; (vi) not realizing the benefits, expected return on investment and/or synergies from such transactions; and (vii) diverting management's attention, particularly in circumstances of an unsuccessful venture.

While we conduct financial and legal due diligence on target entities before making investments, we cannot assure you that we will be able to identify all material risks and liabilities associated with the relevant target entity. Following acquisitions of target entities, we may also have to assume their liabilities and be exposed to unanticipated risks associated with them, including the past non-compliances under applicable laws. Furthermore, integration of newly acquired businesses may be costly and time-consuming, and each acquisition could present us with risks and difficulties in integration, including alignment of people culture.

The occurrence of any of the foregoing risks could have an adverse effect on our business, cash flows, results of operations and financial condition.

<u>Risks relating to our financial position</u>

12. We experienced negative operating cash flows in Fiscal 2023 and negative net worth as of March 31, 2022 and March 31, 2021, which may make it difficult or expensive for us to obtain future financing or meet our liquidity needs.

We experienced negative operating cash flows (*i.e.*, net cash flows used in operating activities) of ₹156.18 million in Fiscal 2023 primarily due to an increase in our trade receivables of ₹580.85 million. The table below summarises the statement of cash flows, as derived from our restated cash flow statements, for the periods indicated:

	Fiscal		
	2023	**2022**	**2021**
	(₹ million)		
Net cash (used in)/inflow from operating activities	(156.18)	200.81	34.14
Net cash used in investing activities	(243.13)	(98.69)	(10.06)
Net cash generated/(used) in financing activities	588.09	(122.90)	(56.83)
Net increase/(decrease) in cash and cash equivalents	188.78	**(20.78)**	**(32.75)**

To the extent that we have negative operating cash flows in future periods, we may need to allocate a portion of our cash reserves to fund such negative cash flows. We may also be required to raise additional funds through the issuance of equity or debt securities. We cannot assure you that we will be able to generate a positive cash flow from our operations, or that we will not have negative operating cash flows in the future due to further higher levels of trade receivables and that, if this were to occur in the future, whether we would be able to finance our working capital or other business requirements, or secure other financing when needed, on acceptable commercial terms, or at all. Our actual financial position and results of operations may differ materially from the expectations of our management. For further details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Cash Flows*" on page 274.

Further, as of March 31, 2022 and March 31, 2021, we had a negative net worth of ₹(35.58) million, and ₹(455.51) million, respectively. Set out below are details of our net worth as of the dates indicated below, derived from the Restated Financial Information:

Particulars	**As of March 31,**		
	2023	**2022**	**2021**
	(₹ million)		
Net Worth	487.51	(35.58)	(455.51)

While our net worth turned positive as of March 31, 2023 ₹487.51 million, we cannot assure you that we will be able to increase our revenue from operations to sufficient levels in order to match our operating and other expenses which would not adversely affect our profitability or our ability to maintain positive cash flow on a consistent basis, or that we will be able to achieve a positive net worth in periods going forward, which may make it difficult or expensive for us to obtain future financing or meet our liquidity needs. In addition, continued negative net worth may not be perceived positively by external parties such as our Customers, Users, bankers, suppliers or other third parties, which may damage our reputation, limit our growth and adversely affect our business and operations.

13. We are exposed to counterparty credit risk and any delay in, or non-receipt of, payments may materially and adversely affect our cash flows and results of operations.

We are exposed to counterparty credit risk in the usual course of our business due to the nature of, and the inherent risks involved in, dealings, agreements and arrangements with our counterparties who may delay or fail to make payments or perform their other contractual obligations. In accordance with the tender terms or contracts that we enter into in respect of sale of our products and services, we may grant certain credit terms to certain customers, and in certain cases, we may experience delays in payments by our customers even beyond the credit period afforded to them. Our working capital requirements may further increase if credit period against sales or services rendered is increased. We have, and may continue to have, outstanding trade receivables.

The table below sets forth details relating to our trade receivables as of the dates indicated below, and as a percentage of our revenue from operations for the periods then ended.

Particulars	As of and for the year ended March 31,					
	2023		2022		2021	
	Amount	Percentage of revenue from operations	Amount	Percentage of revenue from operations	Amount	Percentage of revenue from operations
	(₹ million)	*(%)*	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*
Trade receivables	1,026.59	18.55	429.51	11.57	226.81	9.46

The credit period offered by our business partners is generally lesser than what we generally grant our customers, which may potentially result in certain cash flow mismatches. We cannot assure you that we will not experience any cash flow mismatches in the future or that our cash flow management measures will function properly, or at all. We also provide advances to our suppliers and our employees. As of March 31, 2023, ₹81.98 million and ₹3.00 million, respectively, of such advances provided by us remained outstanding. If we fail to properly manage the possible cash flow mismatches, our cash flows, financial condition and results of operations could be materially and adversely affected.

The financial condition of our customers, business partners and other counterparties may be affected by the performance of their business which may be impacted by several factors including general economic conditions which may be beyond our control. A slowdown in the general economy or a potential credit crisis could cause our customers, business partners or other counterparties to suffer disruptions in their businesses or experience financial distress, their access to the credit markets could be limited, and they could file for insolvency or bankruptcy protection and there can be no assurance regarding the continued viability of our counterparties or that we will accurately assess their creditworthiness. Such conditions could cause our counterparties to delay payment, request modifications of their payment terms, or default on their payment obligations to us, all of which could increase our receivables. The table below sets forth details relating to our allowances for credit impaired trade receivables, as of the dates indicated below.

Particulars	As of March 31,		
	2023	2022	2021
	(₹ million)		
Allowances for credit impaired trade receivables	57.56	73.79	359.05

We cannot assure you that we will be able to collect the whole or any part of any overdue payments and a significant delay in, or non-receipt of, large payments or non-performance by our customers, business partners or other counterparties could adversely affect our cash flows and results of operations.

14. Our business is subject to seasonality which may cause our revenues to vary across any given financial year causing comparisons of our results of operations and cash flows between different quarters in a financial year to not be meaningful.

We are impacted by seasonal variations in sales volumes which may cause our revenues to vary between different quarters in a financial year. Typically, we see higher transaction volumes associated with the festive sale period in the third quarter of each financial year, which encompasses holidays in India such as Diwali, Christmas and annual sales events such as the end of season sales. Furthermore, we also experience an increase in transaction volumes in the fourth quarter of each financial year, with Users transacting to exhaust any pending balance on their cards before the end of a financial year. As a result, our results of operations and cash flows across quarters in a financial year may not be comparable and any such comparisons may not be meaningful or may not be indicative of our annual financial results or our results in any future quarters or periods. We expect to experience seasonal trends in our business in the future, making results of operations variable from quarter to quarter. For further details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Future Relationship Between Cost and Income—Seasonality of business*" on page 279.

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15. ***We recognise revenue over the term of the contracts with our Customers. Consequently, downturns in sales may not be immediately reflected in our operating results until one or more quarters following the actual decrease in sales.***

Our revenue is measured based on the consideration specified in a contract with a customer, net of variable portion (*e.g.*, discounts), indirect taxes and excluding amount collected on behalf of third parties. We generally recognise revenue when we transfer control over a product or service to a customer, with the specific amount of revenue recognised correlating to the consideration to which the Company expects to be entitled in exchange for the product or service (or portions thereof). We recognise revenue only to the extent that is highly probable that a significant reversal will not occur. A decline in revenue (whether due to a general downturn in sales, market acceptance of our products, changes in pricing, or rate of expansion or retention) may not be fully reflected in our financial results until one or more quarters following an actual decrease in sales.

16. ***We may be unable to service our debt obligations in a timely manner or to comply with various financial and other covenants and other terms and conditions of our financing agreements.***

As of March 31, 2023, we had total outstanding borrowings of ₹900.33 million which included term loans, working capital loans, overdraft facilities, home loans and vehicle loans from ICICI Bank, and funding raised through the NCDs. Our total outstanding borrowings could have several consequences, including but not limited to the following:

- a portion of our cash flows may be used towards repayment of our existing debt, which will reduce the availability of our cash flows to fund working capital, capital expenditures, acquisitions and other general corporate requirements;
- our ability to obtain additional financing in the future at reasonable terms may be restricted; and
- fluctuations in market interest rates may affect the cost of our borrowings, as some of our indebtedness is at variable interest rates.

Our financing agreements with ICICI Bank and the terms of the NCDs also include various conditions and covenants that require us to obtain lender consent prior to carrying out certain activities or entering into certain transactions. Typically, restrictive covenants under the terms of the NCDs and our financing documents with ICICI Bank relate to obtaining prior consent of the lenders, or debenture trustee acting on behalf of holders of the NCDs, as the case may be, before:

- undertaking or permitting any merger, demerger, consolidation, reorganization, scheme of arrangement or compromise including creation of any subsidiary;
- availing any loans from any bank/financial institution;
- effecting any change in our Company's capital structure or constitutional documents;
- making investments whether by way of deposits, loans or investments in share capital or otherwise, in any concern or providing any credit or giving any guarantee, indemnity or similar assurance except as permitted; and
- changing shareholding of our Promoters in our Company beyond certain specified levels.

A failure to observe the restrictive covenants under our financing agreements or to obtain necessary consents required thereunder may trigger an event of default which may lead to, among other things, acceleration of the facility and declaration of outstanding amounts under facility immediately due and payable, cancellation of the undrawn commitments under the facility, enforcement of the security or exercise of any other rights under the transaction documents or applicable law.

Any failure to comply with the conditions and covenants in our financing agreements or the terms of the NCDs or the creation of additional encumbrances by us or the guarantors that is not waived by the lenders or the holders of the NCDs or otherwise cured or the occurrence of a material adverse event may trigger an event of default which may lead to, among other things, acceleration of the facility and declaration of outstanding amounts under the relevant financing facility immediately due and payable, imposition of a penal interest, cancellation of the undrawn commitments under the facility, enforcement of the security or exercise of any other rights under the financing documents or applicable law, any of which could adversely affect our business growth and our financial condition and cash flows. Our future borrowings may also contain similar or additional restrictive covenants. Furthermore, during any period in which we are in default, we may be unable to obtain further financing, or any refinancing of our debt could be at higher rates of interest with more onerous covenants. For further details, please see "*Financial Indebtedness*" on page 243.

Any of these circumstances could lead to initiation of adverse actions by ICICI Bank or the holders of the NCDs, which could, in-turn, adversely affect our reputation, business, credit ratings, cash flows, results of operations and financial condition.

17. Any failure of our internal controls over financial reporting may cause adverse unexpected operating results, affect our reported results of operations or otherwise harm our business and financial results.

Our management is responsible for establishing and maintaining effective internal control over financial reporting. Internal control over financial reporting is a process to provide reasonable assurance regarding the reliability of financial reporting for external purposes in accordance with generally accepted accounting principles. Because of its inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that we would prevent or detect a misstatement of our financial statements or fraud. Our growth and acquisition of other companies with procedures not identical to our own could place significant additional pressure on our system of internal control over financial reporting. For instance, the acquisition of Magixo as wholly-owned subsidiary of our Company from Vinita Raj Narayanam (spouse of Raj P Narayanam, one of our Promoters), e-Yantra and the amalgamation of Magixo into our Company thereafter, is reflected as an amalgamation adjustment deficit account of ₹8.58 million as of March 31, 2022 in our Restated Financial Information. Any failure to maintain an effective system of internal control over financial reporting could limit our ability to report our financial results accurately and timely or to detect and prevent fraud. A significant financial reporting failure or material weakness in internal control over financial reporting could cause a loss of investor confidence and decline in the market price of our common stock, increase our costs, lead to litigation or result in negative publicity that could damage our reputation or otherwise harm our business, results of operations and financial condition.

18. We have certain contingent liabilities, which if they materialise, may adversely affect our financial condition, cash flows and results of operations.

Our contingent liabilities may become actual liabilities and if a significant portion of these liabilities materialise, it could have an adverse effect on our business, financial condition and results of operations. Furthermore, we cannot assure you that we will not incur similar or increased levels of contingent liabilities in the current Fiscal or in the future.

As of March 31, 2023, our Restated Financial Information disclosed the following contingent liabilities as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets:

Particulars	As of March 31, 2023
	(₹ million)
Disputed service tax*	24.73

** During Fiscal 2020, our Company received a show cause notice towards service tax demand amounting to ₹272.04 million charged on the face value of sale of our prepaid cards / gift vouchers, etc. Our Company has filed appeals before the Commissioner of Central tax, Hyderabad against the aforesaid demand. In October 2022, our Company received an order dated March 30, 2022 from the Commissioner of Central Tax, Hyderabad doing away with demand amounting to ₹259.75 million and upheld the demand amounting to ₹12.29 million, and further imposed a penalty and late fee for ₹12.44 million. Our Company has further filed an appeal against the said demand before Customs Excise and Service Tax Appellate Tribunal, New Delhi and paid an amount of ₹3.30 million under protest. Our Company, based on its legal assessment, did not believe that any of the pending claims required a provision as of March 31, 2023, as the probability of an outflow of resources as of that date at was low.*

For further details, see Note 29 to the Restated Financial Information included in "*Restated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Contingent Liabilities*" on pages 226 and 276, respectively.

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Risks relating to the objects of the Offer

19. *Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been appraised by any bank or financial institution and our management will have broad discretion over the use of the Net Proceeds. Utilisation of Net Proceeds may be subject to change based on various factors, some of which are beyond our control. Further, any variation in the utilisation of the Net Proceeds from the terms and conditions as disclosed in this Prospectus shall be subject to certain compliance requirements, including prior Shareholders' approval.*

Our Company proposes to utilize the Net Proceeds towards the objects set forth below.

Particulars	Amount *(₹ million)*
Expenditure towards Customer acquisition and retention	3,000.00
Expenditure towards development of technology and products	400.00
Repayment or pre-payment of certain borrowings, in full or part, availed by our Company	170.83
General corporate purposes [(1)(2)]	50.99
Net Proceeds[(1)]	**3,621.82**

(1) The amount utilised for general corporate purposes shall not exceed 25% of the gross proceeds of the Fresh Issue.

(2) The Pre-IPO Proceeds will be fully utilised toward general corporate purposes. The balance amount, to the extent available, earmarked for general corporate purposes, will be utilised by our Company from the Net Proceeds.

For further details see, "*Objects of the Offer*" on page 99.

We cannot predict whether these initiatives will result in increased sales or have a positive impact on our business more generally or yield any profits for our Company. Our deployment of the Net Proceeds has been determined based on management estimates, current circumstances of our business and prevailing market conditions. The estimates for the proposed expenditure are based on several variables, a significant variation in any one or a combination of which could have an adverse effect. Furthermore, the deployment of funds has not been appraised by any bank or financial institution. We operate in a highly competitive and dynamic industry and we may have to revise our funding requirements and deployment from time to time on account of various factors beyond our control, such as consumer confidence, inflation, employment and disposable income levels, demographic trends, technological changes, changing customer preferences, increasing regulations or changes in government policies, our Board's analysis of economic trends and business requirements, competitive landscape, as well as general factors affecting our business, results of operations, financial condition and access to capital such as credit availability and interest rate levels.

Our Company, in accordance with the policies established by the Board from time to time, will have flexibility to deploy the Net Proceeds. Furthermore, pending utilisation of Net Proceeds towards the Objects of the Offer, our Company will have the flexibility to deploy the Net Proceeds and to deposit the Net Proceeds temporarily in deposits with one or more scheduled commercial banks included in Second Schedule of Reserve Bank of India Act, 1939, as may be approved by our Board or IPO Committee. Accordingly, prospective investors in the Issue will need to rely upon our management's judgment with respect to the use of Net Proceeds and we cannot assure you that we will earn significant interest income on, or that we will not suffer unanticipated diminution in the value of, such temporary deposits. Furthermore, various risks and uncertainties, such as economic trends and business requirements, competitive landscape, as well as general factors affecting our results of operations, financial condition and access to capital and 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.

In accordance with Section 13(8) and Section 27 of the Companies Act, we cannot change the utilisation of the Net Proceeds or the terms of any contract as disclosed in this Prospectus without obtaining the Shareholders' approval through a special resolution. We may not be able to obtain the Shareholders' approval in a timely manner, or at all, in the event we need to make such changes. Any delay or inability in obtaining such Shareholders' approval may adversely affect our business or operations.

Furthermore, as required under Section 27 of the Companies Act, our Promoters would be required to provide an exit opportunity to the shareholders who do not agree with our proposal to change the objects of the Offer or vary the terms of such contracts, at a price and manner as prescribed by SEBI. The requirement to provide an exit opportunity to such dissenting shareholders may deter our Promoters from agreeing to any changes made to the proposed utilisation of the Net Proceeds, even if such change is in our interest. Further, we cannot assure you that our Promoters will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI. For further details on exit opportunity to dissenting shareholders, see "*Objects of the Offer—Variation in Objects*" on page 109.

In light of these factors, we may not be able to undertake variation of objects of the Offer to use any unutilised proceeds of the Offer, if any, or vary the terms of any contract referred to in this Prospectus, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilised portion of the Net Proceeds, if any, or varying the terms of any contract, which may adversely affect our business, results of operations and cash flows.

20. One of our objects of the Offer is expenditure towards Customer acquisition and retention, the outcome of which cannot be ascertained. Further, our marketing efforts may not attract additional Customers on a cost-effective basis, or we may be unable to manage our marketing and advertising expenses.

We propose to invest ₹3,000 million out of the Net Proceeds for expenditure towards Customer acquisition and retention over the course of the next three Fiscals, which is not consistent with the level of our expenditure towards Customer acquisition and retention in historical periods. Set out below are details of expenses incurred by us towards Customer Acquisition and Retention Costs, for the periods indicated.

Particulars	Fiscal 2023	Fiscal 2022	Fiscal 2021
	(₹ million)		
Customer Acquisition and Retention Cost[1]	327.40	185.83	136.17

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[1] Customer Acquisition and Retention Cost refers to digital marketing campaign costs, business promotion costs, feet on the street (FOS) and strategic partnership team salaries costs and other advertisement and marketing costs incurred for all the new customers added in the business in the period.

For details, see "*Objects of the Offer—Details of the Objects—1. Expenditure towards Customer acquisition and retention*" on page 102. We have historically made investments towards, and intend to continue to invest in, acquiring and retaining our Customers through various initiatives, including through incentives and cash back. We incur these expenses for customer acquisition, creating awareness, driving spend by our current user base and in connection with our cross-selling and up-selling activities.

We also incur business promotion expense to attract new Customers and Users, which together with incentives and cash backs, constitute our Customer Acquisition and Retention Costs. While the modes of undertaking expenditure towards the proposed object have been identified, the outcome remains highly dependent upon the customer sentiment, services, acceptance and competitiveness of our products, ability to hire and retain skilled and technical staff, continuity of our relationship with our existing partners or building new relationships with other partners, and the effectiveness of our growth strategy to penetrate the global market and therefore may not yield any profits for our Company. While we expect our expenses towards business promotion, incentives and cash back to increase as we grow our user base, maintaining and improving our business promotion and customer acquisition strategies involve expenditures which may be disproportionate to the revenues generated and Customers acquired. There is risk of increased cost of acquiring new consumers and retaining existing Customers through business promotion, incentives and cash back due to heightened competition. We cannot assure you that the Customer conversion rates will be commensurate with our expenditures or that our expenditure will not be disproportionate to our returns on such investments.

Further, our future profitability, as well as the maintenance and enhancement of our brands, will depend in large part on the effectiveness and efficiency of our marketing and advertising expenditures, which are significant. We use a diverse mix of marketing and advertising programs to promote our services, and we periodically adjust our mix of these programs. Significant increases in the pricing of one or more of our marketing and advertising channels could increase our marketing and advertising expense or cause us to choose less effective marketing and advertising channels. We have experienced price increases in some of our marketing and advertising channels. Furthermore, we may over time become disproportionately reliant on one channel or partner, which could increase our operating expenses.

If any of the aforementioned risks were to materialise, our business, cash flows, results of operations and financial condition may be materially and adversely affected.

If we are unable to maintain our marketing and advertising channels on cost-effective terms or replace existing marketing and advertising channels with similarly effective channels, our marketing and advertising expenses could increase substantially, our revenues could be affected adversely, and our business, results of operations and financial condition may suffer. In addition, we may be required to incur significantly higher marketing and advertising expenses than we currently anticipate if we are unable to acquire Customers through cost-effective channels or for other reasons. Our expanded marketing efforts may increase our Customer Acquisition and Retention Cost, as additional expenses may not result in sufficient growth in Customers to offset cost, which could adversely affect our business, results of operations and financial condition.

21. A portion of the Net Proceeds may be utilised for repayment or pre-payment of loans taken from ICICI Bank Limited, which is an affiliate of one of our BRLMs.

We propose to repay or pre-pay a loan availed by our Company from ICICI Bank Limited ("**ICICI Bank**") from the Net Proceeds. ICICI Bank is an affiliate of ICICI Securities Limited, one of our Book Running Lead Managers and is not an associate of our Company in terms of the SEBI Merchant Bankers Regulations. Our Board has chosen the loan facilities to be repaid or prepaid based on commercial considerations. For further information, see "*Objects of the Offer*" on page 99. The loan sanctioned to our Company by ICICI Bank was part of their lending activities in the ordinary course of business and we do not believe that there is any conflict of interest under the SEBI Merchant Bankers Regulations, or any other applicable SEBI rules or regulations. However, we cannot assure you that the repayment or prepayment of such loans from the Net Proceeds to an affiliate of one of the Book Running Lead Managers will not be perceived as a current or potential conflict of interest.

<u>Legal and regulatory risks</u>

22. Laws and regulation governing our business and operations may continue to change and evolve and the introduction of new laws and regulation applicable to our business may adversely affect our financial condition, results of operations and profitability. Further, the businesses of our banking partners are regulated by the RBI and any change in the RBI's policies, decisions and regulatory framework could adversely affect our business, cash flows, results of operations and financial condition.

Our business is subject to regulation by various statutory and regulatory authorities in India, including the MCA and the RBI, and other authorities responsible for enforcing compliance with privacy and data protection related laws, foreign investment laws, intellectual property laws, consumer protection laws and direct and indirect tax laws. For further details, please see "*Key Regulations and Policies in India*" on page 167. Any failure or alleged failure to comply with the applicable laws, regulations or requirements could subject us to enforcement actions by the relevant authority. Moreover, the laws and regulations governing our business are evolving and may be amended, supplemented or changed at any time. We are exposed to the risk of varying and evolving interpretation of complex laws and regulations governing our business.

For instance, the Department of Payment and Settlement System of the RBI in June 2022 issued a "Payment Vision 2025" which, among other things, introduces revised guidelines for PPIs, including a "closed system PPI". In the absence of any concrete regulatory proposals as of the date of this Prospectus, we cannot ascertain the impact of the introduction of any new regulations or guidelines involving PPIs on our business. Furthermore, if we fail to comply with new or changed laws or regulations and standards or unintentionally disclose unpublished price sensitive information, we may be subject to regulatory actions and our business and reputation may be materially and adversely affected.

Additionally, the businesses of our banking partners are regulated by the RBI and any change in the RBI's policies, decisions and regulatory framework could adversely affect our business, cash flows, results of operations and financial condition. For instance, the RBI has implemented regulations limiting interchange fees payable on debit card transactions, and similar regulations could be extended to prepaid card transactions in the future. Additionally, our banking partners are subject to certain regulations by various government authorities, including the RBI. Introduction of new laws or regulations by the RBI in respect of our arrangement with our Preferred Banking Partners, if promulgated, could adversely affect our business, financial condition and results of operations. Compliance with new regulations governing our banking partners could also result in significant expenditure for them that could cause them to renegotiate or terminate existing agreements, or curtail their operations, which could adversely affect our business and financial performance. Furthermore, any adverse regulatory action that changes a banking partner's business or adversely affects its financial condition or results of operations, may adversely affect our partnership with such banking partner thereby adversely affecting our business, financial condition and results of operations.

Also see "*—14. Our business is subject to seasonality which may cause our revenues to vary across any given financial year causing comparisons of our results of operations and cash flows between different quarters in a financial year to not be meaningful.*" on page 42.

Certain of these laws and regulations are relatively new and evolving, and their interpretation and enforcement may involve uncertainties. As a result, we may be required to seek and follow additional procedures, modify or adjust certain activities, obtain new and additional licenses, registrations or authorizations and incur additional expenses to comply with such laws and regulations, any of which could adversely affect our future development and business. For instance, we are not required to obtain any authorizations or license from the RBI for undertaking our business in its current form; our banking partners, under our co-branding arrangements, hold the requisite authorizations and licenses. If any change in laws or regulations requires us to obtain such authorization or licenses from the RBI, we cannot assure you that we will be able to obtain such authorizations and licenses in a timely manner, or at all. Failure to obtain the relevant authorization or licenses from the RBI could result in loss of our ability to operate the relevant business, which could adversely affect our financial condition, results of operations and prospects.

Also see "*—3. Any termination of, or failure to maintain, our relationships with our banking partners, including our Preferred Banking Partners, or any changes to our interchange fees due to a variety of factors, could adversely affect our business, results of operations and financial condition.*" on page 34.

23. We had filed compounding applications before the Regional Director, South East Region, Hyderabad for condoning and compounding certain past non-compliances and there have been delays in payment of certain statutory dues by our Company. While these non-compliances are no longer outstanding, we cannot assure you that such lapses will not occur in the future, or that we will be able to rectify or mitigate such lapses in a timely manner, or at all.

In accordance with Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014, our Company was required to disclose details of the employee stock option scheme formulated in 2017 (the "**2017 Scheme**") in the director's report for the Fiscal ended 2018**,** including, among other things, the number of options granted, vested, exercised, lapsed, the exercise price, variation of terms of options and money realized by exercise of options in the directors' report. Our Company approved the 2017 Scheme in 2017 and granted the options to its employees on December 27, 2017 without disclosing the relevant details in the director's report for Fiscal 2018. In this regard, we had filed a compounding application with the Regional Director, South East Region, Hyderabad (the "**Regional Director**") on June 3, 2022. Pursuant to order dated January 10, 2023, our Company and certain of our Directors were directed by the Regional Director to pay an aggregate compounding fee ₹30,000, which was paid by our Company and the relevant Directors.

Further, in accordance with Section 77 of the Companies Act, our Company was required to register the charge created pursuant to availing certain loan facilities, with the RoC within 30 days or 60 days from the date of creation of charge by payment of normal fees or by paying additional fees, respectively. In the years 2020 and 2021, our Company availed two vehicle loans and one home loan from ICICI Bank and created charge on assets pursuant to such loan, without registering such charge with the RoC within the prescribed period. In this regard, we had filed a compounding application with the Regional Director, South East Region, Hyderabad on November 24, 2022. Pursuant to order dated June 15, 2023, our Company and certain of our Directors were directed by the Registrar of Companies to pay an aggregate penalty of ₹300,000, which was paid by our Company and the relevant Directors.

Further, we have had instances of delay in payment of certain statutory dues with respect to delay in payment of GST and tax deduction at source (TDS) for the period between January 2023 to February 2023 which stood at ₹49.89 million as of March 31, 2023.

As of the date of this Prospectus, while these non-compliances and delays in payment of statutory dues are no longer outstanding, we cannot assure you that such lapses will not occur in the future, or that we will be able to rectify or mitigate such lapses in a timely manner or at all. If we are subject to any penalties or other regulatory actions, our reputation, business and results of operation could be adversely affected. If we are subject to any penalties or other regulatory actions, our reputation, business and results of operation could be adversely affected.

24. There are outstanding legal proceedings involving our Company. Any adverse outcome in such proceedings could adversely affect our reputation, business, cash flows, results of operations and financial condition.

There are outstanding legal proceedings involving our Company and one of our Directors and our Promoters. These proceedings are pending at different levels of adjudication before various courts and tribunals. Such proceedings could divert management time and attention and consume financial resources in their defence. Furthermore, an adverse outcome in such proceedings could adversely affect our reputation, business, cash flows, results of operations and financial condition.

A summary of the outstanding proceedings involving our Company in accordance with requirements under the SEBI ICDR Regulations, as disclosed in this Prospectus, to the extent quantifiable, is set out below.

Entity[(1)]	Material civil litigation	Criminal Proceedings	Action taken by statutory or regulatory authorities	Disciplinary actions by SEBI or Stock Exchanges against our Promoters in the last five Fiscals	Tax proceedings	Aggregate amount involved[(2)] (₹ million)
Company						
By our Company	-	1	-	-	-	20.00
Against our Company	-	-	-	-	3	46.16[(3)]
Directors						
By our Directors	-	-	-	-	-	-
Against our Directors	-	-	-	-	3	0.10[(3)]
Promoters						
By our Promoters	-	-	-	-	-	-
Against our Promoters	-	-	-	-	2	0.10[(3)]

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(1) *As of the date of this Prospectus, our Subsidiary, ZTL, had not commenced any business or conducted any operations, transactions or activities and, as of the date of this Prospectus, ZTL was in the process of being dissolved and its name being struck off from the register in accordance with applicable law in the United Kingdom. For further details, see Note 46 to the Restated Financial Information included in "Restated Financial Information" on page 238.*

(2) *To the extent ascertainable by our Company.*

(3) *These matters involve our Company, certain of our Promoters and certain of our Directors, as applicable. For details, see "—Description of certain tax matters involving our Company, above the materiality threshold adopted by our Board" on page 283.*

For further details of such legal proceedings and notices involving our Company and Promoters, see "*Outstanding Litigation and Material Developments*" on page 281.

We cannot provide any assurance that these legal proceedings will be decided in our favour. Adverse decisions in such proceedings may adversely affect our business, results of operations and financial condition.

25. An inability to obtain, maintain or renew requisite statutory and regulatory permits and approvals for our business operations may adversely affect our business, results of operations and financial condition.

Our operations are subject to certain government regulations, and in respect of our existing operations we are required to obtain and maintain statutory and regulatory permits, certificates and approvals including approvals under the relevant state specific shops and establishment legislations and other labour and tax related approvals. We cannot assure you that the relevant authorities will issue such permits or approvals in time or at all. Failure or delay in obtaining or maintaining or renewing the required permits or approvals within applicable time or at all may result in interruption of our operations. Furthermore, the relevant authorities may initiate actions 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. 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 otherwise suffer disruption in our activities, any of which could adversely affect our business, results of operations and financial condition. The approvals required by us are subject to numerous conditions and we cannot assure you that these would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. For further details, see "*Government and Other Approvals*" on page 286.

<u>Operational risks</u>

26. Our sites, networks, and systems may in the future experience security incidents or breaches, or we may be unable to comply with the relevant data protection or privacy laws, which could potentially damage our reputation and adversely affect our business, cash flows, results of operations and financial condition.

We collect, receive, access, store, process, generate, use, transfer, disclose, share, make accessible, protect, secure, and dispose of (collectively, "**Data Processing**") a large amount of information from our Users, Customers, and our own employees, including personally identifiable and other sensitive and confidential information necessary to operate our business, for legal and marketing purposes, and for other business-related purposes. Information technology networks and systems, and the Data Processing they perform, may be susceptible to damage, disruptions, or shutdowns, software or hardware vulnerabilities, security incidents, ransomware attacks, social engineering attacks, supply-chain attacks, failures during the process of upgrading or replacing software, databases, or components, power outages, fires, natural disasters, hardware failures, computer viruses, attacks by computer hackers, telecommunication failures, user errors (including non-employees who may have authorised access to our networks), user malfeasance, or catastrophic events.

Additionally, as part of our operations, we are required to comply with the Information Technology Act, 2000 and the rules thereunder, each as amended and which provides for civil and criminal liability. India has already implemented certain privacy laws, including the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011, which impose limitations and restrictions on the collection, use, disclosure and transfer of personal information, including sensitive personal data or information. Further, the Digital Personal Data Protection Act, 2023 has been notified on August 11, 2023 ("**DPA**"). The DPA lays down framework for processing of digital personal data within India where such data is: (i) collected online, or (ii) collected offline and is digitised. The DPA also deals with processing of digital personal data in a manner that recognizes both the right of individuals to protect their personal data and the need to process personal data for lawful purposes. Any actual or perceived failure by us to comply with privacy, data protection, information security, consumer privacy or related laws or regulation could result in proceedings, actions, or penalties against us.

While we and our third-party service providers have implemented security measures, technical controls, and contractual precautions designed to identify, detect, and prevent unauthorised Data Processing, our security measures, as well as those of our third-party service providers, could fail or may be insufficient, resulting in the unauthorised access to or the disclosure, modification, misuse, unavailability, destruction, or loss of our or our Customers' data or other sensitive information. If any such risks were to materialise, it could potentially damage our reputation and adversely affect our business, cash flows, results of operations and financial condition.

27. Real or perceived software errors, interruptions, failures, vulnerabilities, or bugs in our products, defects, or outages of our technology platform or IT systems and any potential inadequacies in our redundancies, business continuity plans or disaster recovery plans, could impair our ability to effectively provide our products, services and solutions.

The software technology underlying and integrating with our products is inherently complex and may contain material defects or errors. Errors, failures, vulnerabilities, or bugs have in the past, and may in the future, occur in our products, especially when updates are deployed or new features, integrations, or capabilities are rolled out.

Any such errors, failures, vulnerabilities, or bugs may not be found until after new features, integrations, or capabilities have been released. We will need to ensure that our products can scale to meet the evolving needs of Customers, particularly as we increase our focus on larger teams and organizations. Real or perceived software errors, failures, vulnerabilities, or bugs in our products could result in an interruption in the availability of our products, negative publicity, unfavourable user experience, loss or leaking of personal information and data of organizations, loss of or delay in market acceptance of our products, loss of competitive position, regulatory fines, or claims by organizations for losses sustained by them, all of which could adversely affect our business, results of operations and financial condition.

Moreover, some of our systems may not be fully redundant and our disaster recovery planning and business continuity planning does not account for all possible scenarios. Hence, our systems may not be adequately designed with the necessary reliability and redundancy to provide the required back-up or failover to other data centres in our data centre network when one part of the IT system goes down. This could lead to performance delays or outages that could be harmful to our business. In addition, our technology platform, IT system and related technologies may become outdated, and we may not be able to replace or introduce upgrades as quickly as our competitors or within budgeted costs for such upgrades.

28. Service disruptions or failures of our Company's or our third-party service providers' information systems and networks as a result of computer viruses, misappropriation of data or other bad acts, natural disasters, extreme weather, accidental releases of information or other similar events may disrupt our business, damage our reputation, expose us to regulatory investigations, actions, litigation, fines and penalties or have a negative impact on our results of operations including but not limited to loss of revenue or profit, loss of Customers or sales and other adverse consequences.

In the ordinary course of our business, we may process proprietary, confidential, and sensitive data, including personal information. We may rely upon third-party service providers and technologies to operate critical business systems to process sensitive data in a variety of contexts. Our ability to monitor these third parties' information security practices is limited, and these third parties may not have adequate information security measures in place. We and the third parties on which we rely may be subject to a variety of evolving threats, including but not limited to social-engineering attacks (including through phishing attacks), malicious code (such as viruses and worms), malware (including as a result of advanced persistent threat intrusions), denial-of-service attacks (such as credential stuffing), personnel misconduct or error, ransomware attacks, supply-chain attacks, software bugs, server malfunctions, software or hardware failures, loss of data or other information technology assets, adware, telecommunications failures and other similar threats.

Our contracts may not contain limitations of liability, and even where they do, we cannot assure you that limitations of liability in our contracts are sufficient to protect us from liabilities, damages, or claims related to our data privacy and security obligations. We cannot be sure that our insurance coverage will be adequate or sufficient to protect us from or to mitigate liabilities arising out of our privacy and security practices, that such coverage will continue to be available on commercially reasonable terms or at all, or that such coverage will pay future claims. For details in relation to failure or perceived failure by us to comply with privacy and data protection laws and regulations, please also see "*—26. Our sites, networks, and systems may in the future experience security incidents or breaches, or we may be unable to comply with the relevant data protection or privacy laws, which could potentially damage our reputation and adversely affect our business, cash flows, results of operations and financial condition.*" on page 49.

Shutdowns or service disruptions of our information systems or network caused by power outages, natural disasters, extreme weather, terrorist attacks, pandemics (such as the COVID-19 global pandemic), wars (such as Russia's invasion of Ukraine), or other similar events pose increasing risks. Shutdowns or disruption from such events could have an adverse impact on us and our Customers, including degradation or disruption of service, loss of data, release or threatened release of data publicly, misuse or threatened misuse of data, and damage to equipment and data. System redundancy may be ineffective or inadequate, and our disaster recovery planning may not be sufficient to cover everything that could happen. Significant events could result in a disruption of our operations, reduced revenues, the loss of or damage to the integrity of data used by management to make decisions and operate our business, damage to our reputation or brands or a loss of Customers. We may not have adequate insurance coverage to compensate it for any losses associated with such events.

29. Our insurance coverage may not be adequate to cover all future costs and losses the incurrence or magnitude of which are unforeseen or unpredictable and could result in an adverse effect on our business and results of operations.

We maintain limited insurance coverage for key risks relating to our business. We have obtained cyber liability insurance and group health insurance to cover the various risks related to our business. As of March 31, 2023, our total insured assets were nil and total uninsured assets were ₹23.48 million. We have not obtained insurance policies to cover potential risks and liabilities, such as workmen insurance policy, business interruption, or commercial general liability for our business. For further details on our insurance arrangements, see "*Our Business—Insurance*" on page 164.

Accordingly, we do not have any coverage to compensate for losses that may occur, particularly with respect to loss of business or operations. Although our claims have not exceeded our insurance coverage in the past, we cannot assure you that this will not occur in the future. In addition, not all risks associated with our operations may be insurable, on commercially reasonable terms or at all. Natural disasters in the future or occurrence of any other event for which we are not adequately or sufficiently insured may cause significant disruption to our operations that could materially and adversely affect our business and operations. If we are subject to litigation or claims or our operations are interrupted for a sustained period, we cannot assure you that our insurance policies will be adequate to cover the losses that may be incurred as a result of such interruption. Furthermore, we cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part or on time. If we incur any loss that is not covered by our insurance policies, or the compensated amount is significantly less than our actual loss or our claims are rejected for any reason, our business and results of operations could be adversely affected.

30. Certain properties on which our offices operate are neither owned by us nor leased to us on a perpetual basis. Any breach of the terms or non-renewal of the leave and license agreements may lead to disruptions and affect our business operations.

Certain of our offices are situated on properties that are leased from other private parties with terms ranging from one year to 10 years, and renewable as per the terms of the agreements entered into with such parties. We have also entered into arrangements with third parties for co-working spaces in Kolkata, Noida and Gurugram. For details of our properties, please see "*Our Business—Property and facilities*" on page 163.

Any use of the leased or licensed properties pursuant to the lease or license arrangements is required to be in compliance with the terms and conditions contained in such arrangements. The lessors may terminate the leases in the event of a breach of the terms of the relevant agreements, including delay in payment or non-payment of rent and/or for convenience. Furthermore, under our arrangement with third parties for co-working spaces where our offices are situated, the owner of the co-working spaces are required to procure certain licenses such as the shops establishment license. There is no assurance that we or such third parties will be able to renew these leases or licenses on commercially acceptable terms, or at all. We may not be able to effectively relocate our offices and, even if we are able to relocate, there is no assurance that we can resume the same level of operation or revenue contribution after such new location. Any non-renewal of such arrangements or the renewal of any such arrangements on unfavourable terms could lead to disruptions to our business and have an adverse impact on our results of operations.

<u>Risks related to our Promoters and Promoter Group</u>

31. Our Promoters, our Executive Chairman, our Managing Director and Chief Executive Officer and our Independent Director hold Equity Shares in our Company and are therefore interested in our Company's performance in addition to their remuneration or benefits and reimbursement of expenses.

Our Promoters, Raj P Narayanam, our Executive Chairman and Avinash Ramesh Godkhindi, our Managing Director and Chief Executive Officer and Abhay Deshpande Raosaheb and Prerna Tandon, our Independent Directors are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, as applicable, to the extent of each of their shareholding in our Company as well as to the extent of any dividends, bonuses or other distributions on such Equity Shares. As of the date of this Prospectus, our Promoters held an aggregate of 56,865,000 Equity Shares, constituting 57.91% of the issued, subscribed and paid-up Equity Share capital of our Company. We cannot assure you that our Promoters and/or our Independent Director will exercise their rights as a shareholder to the benefit and best interest of our Company or not 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 details on the interest of our Promoters, our Directors, our KMPs and our Senior Management, other than reimbursement of expenses incurred or normal remuneration or benefits, see "*Our Management*" and "*Promoters and Promoter Group*" on pages 177 and 190, respectively.

32. We will continue to be controlled by our Promoters after the completion of the Offer.

As of date of this Prospectus, our Promoters hold 57.91% of our Equity Share capital, and will hold 44.07% of our Equity Share capital after the completion of the Offer, subject to finalisation of the Basis of Allotment. After this Offer, our Promoters will continue to exercise significant control or exert significant influence over our business policies and affairs and all matters requiring Shareholders' approval, including composition of our Board, the adoption of amendments to our constitutional documents, the approval of mergers, strategic acquisitions or joint ventures and the policies for dividends, lending, investments and capital expenditures. Accordingly, the interests of our Promoters in capacity as shareholders of the Company may conflict with your interests and the interests of other shareholders of the Company. Any such conflict may adversely affect our ability to execute our business strategy or to operate our business.

<u>Other risks</u>

33. We have in the past entered into, and may in the future enter into, related party transactions, which may potentially involve conflicts of interest.

We enter into certain transactions with related parties (including our Promoters and Promoter Group, our Directors and our Key Managerial Personnel) in the ordinary course of our business and may continue to enter into related party transactions in the future. Our related party transactions include transactions with our Promoters and Promoter Group, our Directors and our Key Managerial Personnel for repayment or advancement of loans, purchase of investment, payment of interest on loan and payment of remuneration.

Specifically, in Fiscal 2022, our Company acquired 425,128 equity shares bearing face value of ₹10 each of Magixo for an aggregate total consideration of ₹12.84 million from Vinita Raj Narayanam (spouse of one of our Promoters, Raj P Narayanam) and eYantra, a Promoter Group entity. As a result, Magixo became a wholly-owned subsidiary of our Company and, thereafter, the Company filed a Scheme of Amalgamation pursuant to which the entire business and the whole of Magixo's undertaking (including its properties, assets, liabilities, debt, duties, responsibilities and obligations) stood transferred to our Company on an ongoing concern basis with effect from November 1, 2021. For further details, see "*History and Certain Corporate Matters—Scheme of Amalgamation of our erstwhile wholly-owned subsidiary, Magixo, with our Company*" on page 176.

Set forth below are details of absolute sum of all related party transactions and the percentage of such related party transactions to our revenue from operations, for the periods indicated.

Particulars	Fiscal 2023	Fiscal 2022	Fiscal 2021
Absolute sum of all related party transactions *(₹ million)*	28.03	40.45	16.20
Revenue from operations *(₹ million)*	5,534.60	3,712.55	2,399.66
Absolute sum of all related party transactions, as a percentage of revenue from operations *(%)*	0.51	1.09	0.68

For details of our related party transactions in Fiscals 2023, 2022 and 2021, see "*Offer Document Summary—Summary of related party transactions*" and Note 30 to our Restated Financial Information included in "*Restated Financial Information*" on pages 20 and 226, respectively.

While we believe that all such transactions have been and will be conducted on an arm's length basis, we cannot assure you that more favourable terms would not be obtained if such transactions were 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 have involved, and any future transactions with our related parties could potentially involve, conflicts of interest. Our Company will endeavour 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, will always be in the best interests of our minority Shareholders and will not adversely affect our business, results of operations and financial condition.

34. Our business depends on our reputation, brand identity, intellectual property and knowhow and any harm to them may adversely affect our business, cash flows, results of operations and financial condition.

We are dependent on our reputation for all aspects of our business with Customers, employees, vendors, third-party service providers, and others with whom we conduct business or potential future business. Any negative publicity or public complaints about our Company, its shareholders, directors, business partners, whether real or perceived, could harm our reputation, affecting our ability to rely on word of mouth and other online channels, adversely affecting our business, cash flows, results of operations and financial condition. If we fail to promote and maintain the "Zaggle" brand, which we believe is critical to expanding our customer base and establishing and maintaining relationships with partners, or if we incur excessive expenses in this effort, our business, results of operations, and financial condition could be adversely affected. Successful promotion of our brand will depend largely on the effectiveness of our marketing efforts and on our ability to ensure that our products remain high-quality, reliable, and useful at competitive prices, as well as with respect to our free trial version.

As of the date of this Prospectus, we had 51 trademark registrations including "Zaggle", "Zaggle, the Prepaid Ocean", "Zaggle Stored Value Discount Card", "Zaggle Zinger", "Zaggle Wave", and "BoMB" under various classes including Class 9, 16, 18, 24, 25, 35, 36, and 42 for which we have obtained registration certificates from the Trade Marks Registry, Government of India under the Trade Marks Act. We have also made 60 applications with respect to certain of our trademarks, including for the word mark "Zaggle" in various classes, which have been objected to or opposed or are at the 'formalities check pass' stage. Further, we have filed a trademark application for obtaining copyright for our logo, 'Zaggle' which is currently pending. For further details, see "*Our Business—Intellectual Property*" and "*Government and Other Approvals—V. Intellectual Property*" on pages 164 and 287, respectively. In the absence of these trademarks, we may not be able to initiate an infringement action against any infringing third party. With respect to our trademarks that have been applied for and/or objected or opposed, we cannot assure you that we will be successful in such a challenge, nor can we provide any assurance that such trademarks will be granted. As a result, we may not be able to prevent infringement of our trademarks and a passing-off action may not provide sufficient protection until such time that this registration is granted.

35. Our inability or failure to recognize, respond to and effectively manage the accelerated impact of social media or dissemination of inaccurate information online could materially adversely affect our business.

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 our financial services and products, exposure of personally identifiable information, fraud, hoaxes or malicious exposure of false information. This is especially relevant in the context of the marked increase in recent years of the use of social media platforms, including blogs, social media websites and applications, and other forms of Internet-based communications which allow individuals access to a broad audience of consumers and other interested persons. Many social media platforms immediately publish the content for their subscribers and participants post, often without filters or checks on accuracy of the content posted. The inappropriate use of social media by our consumers or employees or suppliers or other third parties could increase our costs, lead to litigation or result in negative publicity that could damage our reputation and adversely affect our business, cash flows, results of operations and financial condition.

36. We have included certain Non-GAAP Measures, industry metrics and key performance indicators related to our operating and financial performance in this Prospectus that are subject to inherent challenges in measurement. These Non-GAAP Measures, industry metrics and key performance indicators may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies.

Certain Non-GAAP Measures and certain other industry measures relating to our operations and financial performance have been included in this Prospectus. We compute and disclose such Non-GAAP Measures and such other industry related statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of SaaS providers and fintech companies, many of which provide such Non-GAAP Measures and other industry related statistical and operational information.

These Non-GAAP Measures, financial and operational performance indicators and other industry related statistical information relating to our operations and financial performance may not necessarily be defined under, or presented in accordance with, Ind AS and may not have been derived from the Restated Financial Information. These Non-GAAP Measures, financial and operational performance indicators and other industry related statistical information may not be computed on the basis of any standard methodology that is applicable across the SaaS and fintech industry and therefore may not be comparable to financial measures and industry related statistical information of similar nomenclature that may be computed and presented by other SaaS providers and fintech companies due to differences in sources, methodologies, or the assumptions on which we rely.

Our internal systems and tools are subject to 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. For example, our designations of Customers as "corporate accounts" (*i.e.*, 250 Users and above) or "SMB accounts" (*i.e.*, less than 250 Users) are based on categorizations that we define, as well as third-party reporting, which may be inaccurate. 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 products are used across large populations. Limitations or errors with respect to the data that we measure, or how we measure such data, may affect our understanding of certain details of our business, which could affect our long-term strategies. If material inaccuracies with respect to these figures or metrics are discovered, our reputation may be materially and adversely affected, the market price of our Equity Shares could decline and we may be subject to shareholder litigation, any of which could materially and adversely affect our business, results of operations, financial condition and prospects.

Such Non-GAAP Measures and other supplemental financial and operational information is therefore of limited utility as an analytical tool and should not be viewed as substitutes for performance or profitability measures under Ind AS or as indicators of our operating performance, financial condition, cash flows, liquidity or profitability. Investors are cautioned against considering such information either in isolation, or as a substitute for an analysis, of the Restated Financial Information.

Also see "*Definitions and Abbreviations*", "*Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation—Non-GAAP Measures*", "*Basis for Offer Price*", "*Our Business—Key Performance Indicators*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Non-GAAP Measures*" on pages 2, 26, 110, 149 and 247, respectively.

37. The Restated Financial Information included in this Prospectus does not reflect the financial condition or financial performance of our Subsidiary, ZTL.

Since its incorporation on January 12, 2023, our Subsidiary, ZTL, had not commenced any business or conducted any operations, transactions or activities and, as of the date of this Prospectus, ZTL was in the process of being dissolved and its name being struck off from the register in accordance with applicable law in the United Kingdom. For further details, see "*History and Certain Corporate Matters—Our Subsidiary*" on page 175. As a result, the Restated Financial Information included in this Prospectus does not include the financial performance and financial condition of ZTL, and only reflects the financial position and financial performance of our Company, as of and for the relevant years covered by the Restated Financial Information. The degree to which the Restated Financial Information included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should be limited accordingly.

38. Industry information included in this Prospectus has been derived from an industry report commissioned and paid for by us exclusively in connection with the Offer.

We have availed the services of an independent third-party research agency, Frost & Sullivan, to prepare the Frost & Sullivan Report dated August 23, 2023, for the purposes of inclusion of such information in this Prospectus pursuant to an engagement letter dated February 9, 2022 and an addendum to such engagement letter dated August 19, 2023. We have exclusively commissioned this report and paid for the services of Frost & Sullivan for the Frost & Sullivan Report for the purpose of confirming our understanding of the industry in connection with the Offer. We have no direct or indirect association with Frost & Sullivan other than as a consequence of such an engagement. The Frost & Sullivan Report is subject to various limitations and based upon certain assumptions that are subjective in nature. Furthermore, 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 Prospectus. See "*Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation—Industry and market data*" and "*Industry Overview*" on pages 27 and 121, respectively.

39. The average cost of Equity Shares may be less than the Offer Price.

The average cost of acquisition of Equity Shares held by our Promoters and Selling Shareholders may be less than the Offer Price. Set out below is the average cost of acquisition of Equity Shares for our Promoters and the Selling Shareholders.

Name	**Number of equity shares**	**Percentage of pre-Offer shareholding**	**Average cost of acquisition per equity share**[(1)]
		(%)	*(₹)*
Promoters[(2)]			
Raj P Narayanam	47,685,000	48.56	0.02
Avinash Ramesh Godkhindi	9,180,000	9.35	0.02
Investor Selling Shareholders			
VenturEast Proactive Fund LLC	7,285,375	7.42	2.17
GKFF Ventures	4,243,200	4.32	0.02
VenturEast SEDCO Proactive Fund LLC	1,319,611	1.34	1.72
Ventureast Trustee Company Private Limited (acting on behalf of Ventureast Proactive Fund)	370,393	0.38	3.78
Corporate Selling Shareholder			
Zuzu Software Services Private Limited	17,476,992	17.80	0.00
Individual Selling Shareholder			
Koteswara Rao Meduri	183,600	0.19	0.02

(1) *As certified by P R S V & Co. LLP, Chartered Accountants pursuant to their certificate dated September 18, 2023.*

(2) Also the Promoter Selling Shareholders.

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

We have issued equity shares (other than bonus issues) in the last twelve months at a price which may be equal to or lower than the Offer Price, as set out in the table below.

Date of allotment	Number of Equity Shares allotted	Face value per equity share	Issue price per equity share	Reason for allotment
		(₹)		
August 16, 2023	4,451,219	1	164	Preferential issue (1)
August 21, 2023	1,524,390	1	164	Preferential issue (2)

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(1) 1,829,269 equity shares were allotted to Ashish Rameshchandra Kachola; 1,829,269 equity shares were allotted to Bengal Finance & Investment Private Limited; 579,268 Equity Shares were allotted to Himanshi Kela; 91,461 Equity Shares were allotted to Absolute Returns Scheme; 60,976 Equity Shares were allotted to Vikasa India EIF I Fund – Incube Global Opportunities; and 60,976 Equity Shares were allotted to Acintyo Investment Fund PCC – Cell 1.

(2) 1,524,390 Equity Shares were allotted to Valuequest S C A L E Fund.

The price at which Equity Shares have been issued by our Company in the immediately preceding 12 months is not indicative of the price at which they will be issued in the Offer or traded on the stock exchanges. For further information, see "*Capital Structure—Notes to Capital Structure—Equity Shares issued in the preceding one year below the Offer Price*" on page 88.

41. Our Company will not receive the entire proceeds from the Offer. Some of our Shareholders, including our Promoters, are selling Equity Shares in the Offer and will receive proceeds as part of the Offer for Sale.

The Offer includes a Fresh Issue of 23,902,439* Equity Shares aggregating to ₹3,920.00* million by our Company and an Offer for Sale of 10,449,816* Equity Shares aggregating to ₹1,713.77* million by the Selling Shareholders including our Promoters. The proceeds from the Offer for Sale will be paid to the Selling Shareholders including our Promoters, in proportion of the respective portion of their Offered Shares, and our Company will not receive such proceeds. The Offer-related expenses will be deducted from the proceeds from the Offer for Sale, as appropriate and on a *pro-rata* basis, and only the balance amount will be paid to the Selling Shareholders. For further details, see "*Objects of the Offer*" and "*Offer Structure*" on pages 99 and 311, respectively.

** Subject to finalisation of Basis of Allotment.*

42. Our estimates and forward-looking statements may prove to be inaccurate.

The accounting for some of our most significant activities is based on judgments and estimates, which are complex and subject to many variables. For example, changes in Indian or foreign tax laws, including possibly with retroactive effect, and audits by tax authorities could result in unanticipated increases in our tax expense and lower profitability and cash flows. Actual financial results could differ from our judgments and estimates. See, "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Summary of Significant Accounting Policies*" on page 258, for a complete discussion of our significant accounting policies and use of estimates. Our future financial results may differ materially from those suggested by the forward-looking statements due to various risks and uncertainties. Given these uncertainties, you should not rely on forward-looking statements. The forward-looking statements contained in this Prospectus speak only as of the date. We expressly disclaim a duty to provide updates to forward-looking statements after the date of this Prospectus to reflect the occurrence of subsequent events, changed circumstances, changes in our expectations, or the estimates and assumptions associated with them.

External Risk Factors

43. Our business is substantially affected by prevailing economic, political and other prevailing conditions in emerging markets.

The Indian economy and capital markets are influenced by economic developments, political and market conditions in India and globally, including adverse geopolitical conditions such as increased tensions between India and China. We are incorporated in India, and our operations are located in 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.

As a result, we are highly dependent on prevailing economic conditions in India and our results of operations and cash flows are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the economy, and hence our results of operations and cash flows, may include:

- political instability, resulting from a change in governmental or economic and fiscal policies, may adversely affect economic conditions in India. In recent years, India has implemented various economic and political reforms. Reforms in relation to trade barriers have led to increased incidents of social unrest in India over which we have no control;
- civil unrest, local agitation, acts of violence, terrorist attacks, regional conflicts or situations or war;
- natural calamities such as earthquakes, tsunamis, floods and drought and contagious diseases such as the COVID-19 pandemic, the highly pathogenic H7N9, H5N1 and H1N1 strains of influenza in birds and swine flu or any similar future outbreaks of COVID-19, avian or swine influenza or a similar contagious disease could adversely affect the Indian economy and economic activity in the region;
- instability in other countries and adverse changes in geopolitical situations or regional or global economic conditions, including in India's principal export markets;
- other significant regulatory or economic developments in or affecting India or its consumption sector;
- the macroeconomic climate, including inflation or an increase in interest rates that adversely affect our access to capital and increase our borrowing costs, which may constrain our ability to grow our business and operate profitably;
- any scarcity of credit or other financing in India, resulting in an adverse effect on economic conditions in India and scarcity of financing for our expansions; and
- any exchange rate fluctuations, the imposition of currency controls and restrictions on the right to convert or repatriate currency or export assets.

Furthermore, any slowdown or perceived slowdown in the Indian economy or the economy of any emerging market or in specific sectors of such economies could adversely affect our business, results of operations, future cash flows and financial condition and the price of the Equity Shares.

44. Financial difficulty and other problems in certain financial institutions in India could adversely affect our business, results of operations, future cash flows and financial condition.

We are exposed to the risks of the Indian financial system which may be affected by the financial difficulties faced by certain Indian financial institutions whose commercial soundness may be closely related as a result of credit, trading, clearing or other relationships. This risk, which is sometimes referred to as "systemic risk", may adversely affect financial intermediaries, such as clearing agencies, banks, securities firms and exchanges with which we interact on a daily basis. Any such difficulties or instability of the Indian financial system in general could create an adverse market perception about Indian financial institutions and banks and adversely affect our business, results of operations, future cash flows and financial condition.

45. 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, results of operations and financial condition. Further, economic developments globally can adversely affect 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.

These developments, or the perception that any related developments could occur, have had and may continue to have a material adverse effect on global economic conditions and financial markets, and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. This could have a material adverse effect on our business, financial condition and results of operations and reduce the price of the Equity Shares.

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

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

47. Any adverse change in India's sovereign credit rating by an international rating agency could adversely affect our business, results of operations and cash flows.

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. India's sovereign debt rating could be downgraded due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Set forth below is India's sovereign debt rating from certain rating agencies:

Name of Agency	Rating	Outlook	Date
Fitch	BBB-	Stable	May 8, 2023
Moody's	Baa3	Stable	August 21, 2023
DBRS	BBB (low)	Stable	May 19, 2021
S&P	BBB-	Stable	July 13, 2021

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 reasons beyond our control such as, upon a change of government tax or fiscal policy. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business and financial performance and the price of the Equity Shares.

48. Rising inflation rates in India could result in increased costs and adversely affect our profitability.

Inflation rates in India have been volatile in recent years, and such volatility may continue. India has experienced high inflation relative to developed countries in the recent past. In recent months, consumer and wholesale prices in India have exhibited increased inflationary trends, as the result of an increase in crude oil prices, higher international commodity prices, and higher domestic consumer and supplier prices. While the RBI has enacted certain policy measures designed to curb inflation, these policies may not be successful. In February 2022, hostilities between Russia and the Ukraine commenced which continue as of the date. The market price of oil has risen sharply since the commencement of these hostilities which may have had an inflationary effect in India. Continued high rates of inflation may increase our expenses related to salaries or wages payable to our employees and other expenses.

Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our Customers, whether entirely or in part, and may materially and adversely affect our business, results of operations and financial condition. In particular, we might not be able to control the increase in our expenses related to salaries or wages payable to our employees or increase the price of our services to pass the increase in costs on to our Customers. If we are unable to increase our revenue sufficiently to offset our increased costs due to inflation, it could adversely affect our business, cash flows, results of operations, prospects and financial condition. Furthermore, the GoI has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. We cannot assure you that Indian inflation levels will not worsen in the future.

49. It may not be possible for investors outside India to enforce any judgment obtained outside India against our Company or our management or any of our associates or affiliates in India, except by way of a lawsuit in India.

Our Company is incorporated as a public limited company under the laws of India and all of our directors and executive officers reside in India. Furthermore, all of our assets, and the assets of our executive officers and directors, are located in India. As a result, it may be difficult for overseas investors to effect service of process outside India upon us and our executive officers and directors or to enforce judgments obtained in courts outside India against us or our executive officers and directors, including judgments predicated upon the civil liability provisions of the securities laws of jurisdictions outside India.

India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. Instead, recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Indian Code of Civil Procedure, 1908 (the "**Civil Code**"). Section 13 of the Civil Code provides that a foreign judgment shall be conclusive as to 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 a refusal to recognize the law of India in cases in 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 (vi) where the judgment sustains a claim founded on a breach of any law in force in India.

Section 44A of the Civil Code provides that where a foreign judgment has been rendered by a superior court in any country or territory outside India which the GoI has by notification declared to be a reciprocating territory, it may be enforced in India by proceedings in execution as if the judgment had been rendered by the relevant court in India. However, Section 44A of the Civil Code is applicable only to monetary decrees not being in the nature of any amounts payable in respect of taxes or other charges of a like nature or in respect of a fine or other penalty but does not include an arbitration award, even if such an award is enforceable as a decree or judgment.

The United States and Canada have not been declared by the GoI to be a reciprocating territory for the purpose of Section 44A of the Civil Procedure Code. However, the United Kingdom, United Arab Emirates, Singapore and Hong Kong, among others, have been declared by the GoI to be reciprocating territories. A judgment of a court in the United States or another jurisdiction which is not a reciprocating territory may be enforced only by a fresh suit upon the judgment and not by proceedings in execution. The suit must be brought in India within three years from the date of the judgment in the same manner as any other suit filed to enforce a civil liability in India. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. It is also unlikely that an Indian court would enforce a foreign judgment if that court were of the view that the amount of damages awarded was excessive or inconsistent with public policy. A party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to execute such a judgment or to repatriate outside India any amount recovered.

Furthermore, there may be considerable delays in the disposal of suits by Indian courts. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India. Furthermore, it is unlikely that an Indian court would enforce a foreign judgment if that court were of the view that the amount of damages awarded was excessive or inconsistent with public policy or Indian law. It is uncertain as to whether an Indian court would enforce foreign judgments that would contravene or violate Indian law. However, a party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI under the FEMA to execute such a judgment or to repatriate any amount recovered.

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50. Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, IFRS and U.S. GAAP, which may be material to investors' assessment of our financial condition, results of operations and cash flows.

Our Restated Financial Information has been prepared in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time. For further details, see "*Restated Financial Information*" on page 195. The degree to which the financial information included in this Prospectus provides meaningful information may be dependent on the reader's level of familiarity with Ind AS. Ind AS differs in certain significant respects from other accounting principles and standards with which investors may be more familiar with, such as Indian GAAP, IFRS and U.S. GAAP. We have not made any attempt to explain those differences or quantify their impact on the financial information included in this Prospectus, nor do we provide a reconciliation of the Restated Financial Information to any other accounting principles or standards.

If we were to prepare the Restated Financial Information in accordance with such other accounting principles, our results of operations, financial condition and cash flows may be substantially different. We have not attempted to quantify the impact of Indian GAAP, US GAAP or IFRS on the financial data included in this Prospectus, nor do we provide a reconciliation of our financial statements to those of Indian GAAP, US GAAP or IFRS. Accordingly, the degree to which the financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should be limited accordingly.

51. Natural calamities, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could have a negative effect on the Indian economy and cause our business to suffer.

Natural disasters (such as cyclones, flooding, storms, tsunamis, tornadoes, fires, explosions and earthquakes), epidemics, pandemics such as COVID-19, acts of war, terrorist attacks and other events, many of which are beyond our control, may lead to economic instability, including in India or globally, which may in turn materially and adversely affect our business, financial condition and results of operations. Our operations may be adversely affected by fires, natural disasters and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity and may require us to evacuate personnel and suspend operations. Any terrorist attacks or civil unrest as well as other adverse social, economic and political events in India could have a negative effect on us. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the price of the Equity Shares. 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. A worsening of the current outbreak of COVID-19 pandemic or future outbreaks of COVID-19 virus or a similar contagious disease could adversely affect the Indian economy and economic activity in the region. As a result, any present or future outbreak of a contagious disease could have a material adverse effect on our business and the trading price of the Equity Shares.

52. Fluctuation in the exchange rate of the Rupee and other currencies could have an adverse effect on the value of our Equity Shares, independent of our operating results.

Our Equity Shares will be quoted in Rupees on the Stock Exchanges. Any dividends, if declared, in respect of our Equity Shares will be paid in Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to investors. In addition, any adverse movement in 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 net proceeds received by the Shareholders. The exchange rate of the Rupee has changed substantially in the last two decades and could fluctuate substantially in the future, which may have a material adverse effect on the value of the Equity Shares and returns from the Equity Shares, independent of our operating results.

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

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

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

The Competition Act aims to, among others, prohibit all agreements and transactions, including agreements between vertical trading partners, *i.e.*, entities at different stages or levels of the production chain in different markets, which may have an AAEC in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. We may also be subject to queries from the CCI pursuant to complaints by consumers or any third persons, which could be made without any adequate basis given our market presence. Furthermore, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. We may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it could adversely affect our business, results of operations, cash flows and prospects. The Competition Act was amended in April 2023 to strengthen merger control by providing for faster timelines for merger approvals and increasing punishment for violations.

54. 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.

Foreign ownership of Indian securities is subject to Government regulation. Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions), if they comply with the pricing and reporting requirements specified by the RBI. If a transfer of shares is not in compliance with such requirements and fall under any of the exceptions specified by the RBI, then the RBI's prior approval is required. 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. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained on any particular terms, in a timely manner or at all. As provided in the foreign exchange controls currently in effect in India, the RBI has provided that the price at which the Equity Shares are transferred be calculated in accordance with internationally accepted pricing methodology for the valuation of shares at an arm's length basis, and a higher (or lower, as applicable) price per share may not be permitted.

Furthermore, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT, the Consolidated FDI Policy and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares a 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, as prescribed in the Consolidated FDI Policy and the FEMA Rules. These investment restrictions shall also apply to subscribers of offshore derivative instruments. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all. For details, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 334.

The Indian government may impose foreign exchange restrictions in certain emergency situations, including situations where there are sudden fluctuations in interest rates or exchange rates, where the Indian government experiences extreme difficulty in stabilizing the balance of payments or where there are substantial disturbances in the financial and capital markets in India. These restrictions may require foreign investors to obtain the Indian government's approval before acquiring Indian securities or repatriating the interest or dividends from those securities or the proceeds from the sale of those securities. We cannot assure you that any approval required from the RBI, or any other government agency, can be obtained on any particular terms or at all.

Furthermore, pursuant to a notification dated June 14, 2021, issued by the RBI, new investors from FATF non-compliant jurisdictions such as Mauritius, Cayman Islands and Uganda are not permitted to acquire, directly or indirectly, 20% or more of the voting power of any existing payment system operators ("**PSOs**") or any entity seeking authorization as a PSO. However, existing investors may continue holding their investments in PSOs made prior to classification of their jurisdiction as FATF non-compliant and/or bring in additional investments as per the extant regulations. Our ability to set up other regulated businesses may also be subject to the requirements of this notification, and have similar implications.

55. Changing regulations in India could lead to new compliance requirements that are uncertain.

The regulatory and policy environment in which we operate is evolving and is subject to change. The government of India ("**GoI**") may implement new laws or other regulations and policies that could affect the fintech industry, 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. Any new compliance requirements could increase our costs or otherwise adversely affect our business. Furthermore, 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.

On March 31, 2023, the Ministry of Law & Justice of the Government of India notified the Finance Act 2023 which sets out the financial proposals of the Central Government for the financial year 2023-2024. There is no certainty on the impact that the Finance Act 2023 may have on our business.

Additionally, the GoI has recently introduced (a) the Code on Wages, 2019 (the "**Wages Code**"); (b) the Code on Social Security, 2020 (the "**Social Security Code**"); (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020 which consolidate, subsume and replace numerous existing central labour legislations. While the rules for implementation under these codes have not been completely notified, we are yet to determine the impact of all or some such laws on our business and operations which may restrict our ability to grow our business in the future. For example, the Social Security Code aims to provide uniformity in providing social security benefits to the employees which was earlier segregated under different acts and had different applicability and coverage. Furthermore, the Wages Code limits the amounts that may be excluded from being accounted toward employment benefits (such as gratuity and maternity benefits) to a maximum of 50% of the wages payable to employees. The implementation of such laws have the ability to increase our employee and labour costs, thereby adversely impacting our results of operations, cash flows, business and financial performance.

Risks in relation to the Offer and the Equity Shares

56. We cannot assure payment of dividends on the Equity Shares in the future.

Our Company has a formal dividend policy as of the date of this Prospectus. Our Company has however not declared dividends on the Equity Shares during the current Fiscal and the last three Fiscals. Our ability to pay dividends in the future will depend upon our future results of operations, financial condition, cash flows, sufficient profitability, working capital requirements and capital expenditure requirements and other factors considered relevant by our Directors and Shareholders. Our ability to pay dividends may also be restricted under certain financing arrangements that we may enter into. We cannot assure you that we will be able to pay dividends on the Equity Shares at any point in the future. For details pertaining to our dividend policy, see "*Dividend Policy*" on page 194.

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57. Our Equity Shares have never been publicly traded, and after the Offer, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Furthermore, 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. Investors bear the risk of fluctuation in the price of the Equity Shares and we cannot assure you that a liquid market for our Equity Shares will develop following the listing of our Equity Shares on the Stock Exchanges.

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market on the Indian Stock Exchanges may not develop or be sustained after the Offer. Listing and trading 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 and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The Offer Price was based on numerous factors, as described in the section "*Basis for Issue Price*" on page 110. The market price and liquidity for the Equity Shares may be subject to significant fluctuations in response to, among other factors:

- volatility in the Indian and other global securities markets;
- our financial condition, results of operations, cash flows and our prospects and variations in our quarterly financial results;
- announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations or capital commitments;
- announcements of significant claims or proceedings against us;
- new laws and government regulations that directly or indirectly affect our business;
- additions or departures of Key Managerial Personnel;
- the performance and volatility of the Indian and global economy and changes in general economic conditions, including changes in interest rates;
- financial instability in emerging markets that may lead to loss of investor confidence;
- problems such as temporary closure, broker default and settlement delays experienced by the Indian Stock Exchanges;
- investor perception of the investment opportunity associated with our Equity Shares and our future performance;
- future sales of our Equity Shares;
- differences between our actual financial and operating results and those expected by investors and analysts;
- changes in the estimates of our performance or recommendations by financial analysts; and
- significant developments in India's fiscal, financial services and banking regulations.

The Indian stock markets have, from time to time, experienced significant price and volume fluctuations that have affected market prices for the securities of Indian companies. As a result, investors in the Equity Shares may experience a decrease in the value of the Equity Shares regardless of our financial condition, results of operations and cash flows. The Equity Shares are expected to trade on NSE and BSE after the Offer, but we cannot assure you 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. A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment.

58. Pursuant to listing of our Equity Shares on the Stock Exchanges, our Company may be subject to pre-emptive surveillance measures such as additional surveillance measures and graded surveillance measures by the Stock Exchanges.

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

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

For further details in relation to the ASM and GSM Surveillance Measures, including criteria for shortlisting and review of Listed Securities, exemptions from shortlisting and frequently asked questions (FAQs), among other details, refer to the websites of the NSE and the BSE. Also see "*Definitions and Abbreviations*" on page 2.

We cannot assure you that our Equity Shares will not be subject to the ASM and GSM Surveillance Measures by the Stock Exchanges. If the ASM and GSM Surveillance Measures are implemented, it is possible that the investors in our Equity Shares may experience a decline in the value of the Equity Shares regardless of our financial condition, results of operations and cash flows. Investors may not be able to sell our Equity Shares and be subject to restrictions in trading of the Equity Shares, due to implementation of the ASM and GSM Surveillance Measures. Any such instance may result in a loss of our reputation and diversion of our management's attention and may also decrease the market price of our Equity Shares which could cause you to lose some or all of your investment.

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

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to pay the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors can revise or withdraw their Bids at any time during the Bid/Offer Period and until the Bid/Offer Closing Date, but not thereafter. Therefore, QIBs and Non-Institutional Investors will not be able to withdraw or lower their Bids following adverse developments in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or otherwise at any stage after the submission of their Bids.

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 a period of six Working Days from the Bid/ Offer Closing Date or such an earlier period as may be voluntarily implemented by our Company or 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.

60. Investors may not be able to immediately sell any of the Equity Shares they subscribe to in this Offer on an Indian Stock Exchange.

The Equity Shares are proposed to be listed on the Stock Exchanges. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and commence trading, including the crediting of the Investors' "demat" accounts within the timeline specified under applicable law. Furthermore, in accordance with Indian law, permission for listing of the Equity Shares will not be granted until after the Equity Shares in this Offer have been Allotted and submission of all other relevant documents authorising the issuing of the Equity Shares. The Allotment of Equity Shares in the Offer and the credit of Equity Shares to the applicant's demat account with the relevant depository participant could take up to 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 a period of six Working Days of the Bid/ Offer Closing Date or such an earlier period as may be voluntarily implemented by our Company or as may be prescribed by the SEBI. There could be failure or delay in listing of the Equity Shares on the Stock

Exchanges. Any failure or delay in obtaining the approvals or otherwise commence trading in the Equity Shares could restrict investors' ability to dispose of their Equity Shares. We cannot assure you that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the prescribed time periods or at all which could restrict your ability to dispose of the Equity Shares. 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.

61. 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 our filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor's benefit. The value the custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emptive rights granted in respect of the Equity Shares held by them, their proportional interest in our Company could be diluted.

62. Any future issuance of Equity Shares may dilute your shareholding and sales of the Equity Shares by our major shareholders 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 any issue of Equity Shares pursuant to exercise of options granted or grant of further options under the ESOP Scheme or another primary offering, may lead to the dilution of investors' shareholdings in us. Any future issuances of Equity Shares or the disposal of Equity Shares by our major shareholders or the perception that such issuance or sales may occur, including to comply with the minimum public shareholding norms applicable to listed companies in India may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of the Equity Shares or incurring additional debt. We cannot assure you that we will not issue further Equity Shares or that the shareholders 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 your investment in the Equity Shares. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of the Equity Shares. 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.

63. Investors may be subject to Indian taxes arising out of capital gains 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. Securities transaction tax ("**STT**") is levied both at the time of transfer and acquisition of equity shares (unless exempted) and such STT is collected by an Indian stock exchange on which equity shares are sold. 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 the amount of STT paid, 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 STT, on the sale of any Equity Shares held for more than 12 months immediately preceding the date of transfer.

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. In cases where the seller is a non-resident, capital gains arising from the sale of the Equity Shares will not be chargeable to tax in India (partially or wholly) 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.

Similarly, any business income realized from the transfer of Equity Shares held as trading assets is taxable at the applicable tax rates subject to any treaty relief, if applicable, to a non-resident seller. Additionally, in terms of the Finance Act, 2018, which has been notified on March 29, 2018 with effect from April 1, 2018, the tax payable by an assessee on the capital gains arising from transfer of long term capital asset (introduced as section 112A of the Income-tax Act, 1961) shall be calculated on such long-term capital gains at the rate of 10% (plus surcharge and cess, as applicable), where the long-term capital gains exceed ₹100,000, subject to certain exceptions in case of a resident individuals and Hindu Undivided Families.

Further, the Finance Act, 2019 amended the Indian Stamp Act, 1899 with effect from July 1, 2020 and has also 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.

Additionally, the Finance Act, 2020 has, inter alia, notified changes and provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime and provided that no DDT is required to be paid in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020. Accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident. Our 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.

Unfavourable changes in or interpretations of existing laws, rules and regulations, 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. We have not yet assessed the impact of Finance Act, 2023 on our Company's business, financial condition, results of operations or on the industry in which we operate. Further, we 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 may materially and adversely affect our business, financial condition, results of operations and cash flows. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares.

64. Government regulation of foreign ownership of Indian securities may have an adverse effect on the price of the Equity Shares.

Foreign ownership of Indian securities is subject to government regulation. In accordance with foreign exchange regulations currently in effect in India, under certain circumstances the RBI must approve the sale of the Equity Shares from a non-resident of India to a resident of India or vice-versa if the sale does not meet certain requirements specified by the RBI. Additionally, any person who seeks to convert the Rupee proceeds from any such sale into foreign currency and repatriate that foreign currency from India is required to obtain a no-objection or a tax clearance certificate from the Indian income tax authorities. As provided in the foreign exchange controls currently in effect in India, the RBI has provided that the price at which the Equity Shares are transferred be calculated in accordance with internationally accepted pricing methodology for the valuation of shares at an arm's length basis, and a higher (or lower, as applicable) price per share may not be permitted. We cannot assure investors that any required approval from the RBI or any other government agency can be obtained on terms favourable to a non-resident investor in a timely manner or at all. Because of possible delays in obtaining requisite approvals, investors in the Equity Shares may be prevented from realizing gains during periods of price increase or limiting losses during periods of price decline.

65. 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.

66. 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 widespread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as shareholder in an Indian company than as a shareholder of an entity in another jurisdiction.

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

The determination of the Price Band is based on various factors and assumptions and the Price Band was determined by our Company, in consultation with the BRLMs. Furthermore, the Offer Price of the Equity Shares was determined by our Company in consultation with the BRLMs through the Book Building Process. These were based on numerous factors, including factors as described under "*Basis for Offer Price*" on page 110 and may not be indicative of the market price for the Equity Shares after the Offer.

In addition to the above, the current market price of securities listed pursuant to certain previous initial public offerings managed by the BRLMs is below their respective issue price. For further details, see "*Other Regulatory and Statutory Disclosures—Price information of past issues handled by the BRLMs*" on page 297. The factors that could affect the market price of the Equity Shares include, among others, broad market trends, financial performance and results of our Company post-listing, and other factors beyond our control. We cannot assure you that an active market will develop or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing.

SECTION III – INTRODUCTION

THE OFFER

The details of the Offer are summarised below.

Offer*	34,352,255* Equity Shares aggregating to ₹5,633.77 million*
which includes	
Fresh Issue (1)	23,902,439* Equity Shares aggregating to ₹3,920.00 million*
Offer for Sale (2)	10,449,816* Equity Shares aggregating to ₹1,713.77 million*
Of which	
QIB Portion (3) and (4)	Not less than 25,764,192* Equity Shares
Of which	
- Anchor Investor Portion	15,458,515 Equity Shares
- Net QIB Portion	10,305,677 Equity Shares
Of which	
- Mutual Fund Portion	515,284* Equity Shares
- Balance for all QIBs including Mutual Funds	9,790,393* Equity Shares
Non-Institutional Portion (4)	Not more than 5,152,838* Equity Shares
Of which	
- One-third of the Non-Institutional Portion available for allocation to Bidders with an Bid size of more than ₹200,000 and up to ₹1,000,000	1,717,613* Equity Shares
- Two-third of the Non-Institutional Portion available for allocation to Bidders with a Bid size of more than ₹1,000,000	3,435,225* Equity Shares
Retail Portion (4)	Not more than 3,435,225* Equity Shares
Pre- and Post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as of the date of this Prospectus)	98,194,319 Equity Shares
Equity Shares outstanding after the Offer	122,096,758* Equity Shares
Use of Net Proceeds by our Company	For details of the use of proceeds from the Fresh Issue, see "*Objects of the Offer*" on page 99. Our Company will not receive any proceeds from the Offer for Sale.

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

(1) *Our Board has authorised the Offer, pursuant to a resolution dated December 16, 2022. Our Shareholders have authorised the Fresh Issue pursuant to a special resolution dated December 16, 2022. Our Board has approved and noted the modification in the Offer for Sale portion in the Offer in their resolution dated August 29, 2023.*

Our Company, in consultation with the Book Running Lead Managers, has undertaken a Pre-IPO Placement of 4,451,219 Equity Shares and 1,524,390 Equity Shares at an issue price of ₹164 per Equity Share (including a premium of ₹163 per Equity Share) for a cash consideration aggregating to ₹730 million and ₹250 million, on August 16, 2023 and August 21, 2023, respectively. The size of the Fresh Issue has been reduced by ₹980 million and, accordingly, the size of the Fresh Issue is aggregating to ₹3,920 million. For further details in relation to the Pre-IPO Placement, see "Capital Structure" on page 86.

(2) *The details of authorisation by each Selling Shareholder, severally and not jointly, approving their participation in the Offer for Sale are as set out below.*

S. No.	Name of the Selling Shareholder	Date of board resolution/ authorisation	Date of consent letter	Number of Offered Shares
Promoter Selling Shareholders				
1.	Raj P Narayanam	-	December 14, 2022	1,529,677*
2.	Avinash Ramesh Godkhindi	-	December 14, 2022	1,529,677*
Investor Selling Shareholders				
3.	VenturEast Proactive Fund LLC	September 23, 2022	December 14, 2022	2,830,499*
4.	GKFF Ventures	September 23, 2022	December 14, 2022	2,046,026*

S. No.	Name of the Selling Shareholder	Date of board resolution/ authorisation	Date of consent letter	Number of Offered Shares
5.	VenturEast SEDCO Proactive Fund LLC	September 23, 2022	December 14, 2022	538,557*
6.	Ventureast Trustee Company Private Limited (acting on behalf of Ventureast Proactive Fund)	September 22, 2022	December 14, 2022	118,040*
Corporate Selling Shareholder				
7.	Zuzu Software Services Private Limited	December 12, 2022	December 14, 2022	1,765,540*
Individual Selling Shareholder				
8.	Koteswara Rao Meduri	-	December 14, 2022	91,800*

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

Each of the Selling Shareholders, severally and not jointly, confirms that the Equity Shares being offered by it are eligible for being offered for sale pursuant to the Offer in terms of Regulation 8 and Regulation 8A of the SEBI ICDR Regulations.

(3) *Our Company in consultation with the BRLMs, allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion has been accordingly reduced for the shares allocated to Anchor Investors. One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds only, subject to valid Bids having been received from domestic Mutual Funds at or above the Anchor Investor Offer Price. See "Offer Procedure" on page 315. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) was made available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion was made available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids having been received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for allotment in the Mutual Fund Portion would be added to the QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. See "Offer Procedure" on page 315.*

(4) *Subject to valid Bids having been received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange.*

Allocation to Bidders in all categories, except the Retail Portion, Non-Institutional Portion and the Anchor Investor Portion, if any, shall be made on a proportionate basis, subject to valid Bids being received at or above the Offer Price, as applicable. Allocation to Retail Individual Bidders 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 allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis in accordance with the SEBI ICDR Regulations. Further, not more than 15% of the Offer shall be available for allocation in accordance with Regulation 32(3A) of the SEBI ICDR Regulations to Non-Institutional Bidders (out of which one third shall be reserved for Bidders with Bids exceeding ₹0.20 million up to ₹1 million and two-thirds shall be reserved for Bidders with Bids exceeding ₹1 million) and not more than 10% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. For further details, see "*Terms of the Offer*", "*Offer Structure*" and "*Offer Procedure*" on pages 305, 311 and 315, respectively.

SUMMARY FINANCIAL INFORMATION

The following tables set forth summary financial information derived from the Restated Financial Information. The summary financial information presented below should be read in conjunction with "Restated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 195 and 245, respectively.

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Restated Summary of Statement of Assets and Liabilities

Particulars	As of March 31,		
	2023	2022	2021
	(Consolidated)	(Standalone)	(Standalone)
	(₹ million, except as otherwise stated)		
ASSETS			
Non-current assets			
Property, plant and equipment	23.48	19.77	9.51
Right-of-use assets	196.73	55.15	36.75
Intangible assets	68.90	44.29	26.97
Intangible asset under development	108.68	15.00	
Financial assets			
- Investments	4.85	-	-
- Other financial assets	14.69	7.30	4.13
Other non-current assets	29.77	21.38	-
Income tax assets, net	119.01	123.59	74.70
Deferred tax assets (net)	23.10	24.59	106.88
Total non-current assets	**589.21**	**311.07**	**258.94**
Current assets			
Inventories	0.97	1.12	2.69
Financial assets			
(i) Investments	12.32	-	-
(ii) Trade receivables	1,026.59	429.51	226.81
(iii) Cash and cash equivalents	195.89	7.11	27.89
(iv) Bank balances other than (iii) above	30.07	29.00	5.00
(v) Other financial asset	1.15	-	-
Other current assets	491.39	148.72	99.47
Total current assets	**1,758.38**	**615.46**	**361.86**
Total assets	**2,347.59**	**926.53**	**620.80**
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	92.22	1.80	1.80
Other equity	**395.29**	(37.38)	(457.31)
Total equity	**487.51**	**(35.58)**	**(455.51)**
LIABILITIES			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	513.29	483.27	376.92
(ii) Lease liabilities	158.65	51.04	31.89
Provisions	11.43	7.22	5.66
Total non-current liabilities	**683.37**	**541.53**	**414.47**
Current liabilities			
Financial liabilities			
(i) Borrowings	697.44	161.45	313.92
(ii) Lease liabilities	44.10	7.35	7.85
(iii) Trade payables			
- Total outstanding dues of micro and small enterprises	9.63	7.77	0.08
- Total outstanding dues of creditors other than micro and small enterprises	**82.56**	**99.58**	**190.96**
Provisions	**0.22**	**0.14**	**0.11**
Other current liabilities	294.96	144.29	148.92
Current tax liabilities (net)	47.80	-	-
Total current liabilities	**1,176.71**	**420.58**	**661.84**
Total liabilities	**1,860.08**	**962.11**	**1,076.31**
Total equity and liabilities	**2,347.59**	**926.53**	**620.80**

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Restated Summary of Statement of Profit and Loss

Particulars	For the Fiscal		
	2023 (Consolidated)	2022 (Standalone)	2021 (Standalone)
	(₹ million, except as otherwise stated)		
Revenues			
Revenue from operations	5,534.60	3,712.55	2,399.66
Other income	11.15	4.09	3.27
Total income	**5,545.75**	**3,716.64**	**2,402.93**
Expenses			
Cost of Point Redemption / Gift Cards	3,188.70	1,435.08	296.67
Consumption of Cards	17.53	17.78	15.12
Employee benefits expense	435.83	154.30	124.60
Finance costs	113.77	69.88	77.10
Depreciation and amortisation	61.99	20.97	20.46
Other expenses	1,411.58	1,506.85	1,687.00
Total expenses	**5,229.40**	**3,204.86**	**2,220.95**
Profit before tax	**316.35**	**511.78**	**181.98**
Tax expenses			
Current tax	85.97	10.79	
Deferred tax	1.37	81.78	(11.32)
Total tax expense	**87.34**	**92.57**	**(11.32)**
Profit after tax	**229.01**	**419.21**	**193.30**
Other comprehensive income			
Items that will not be reclassified subsequently to profit and loss			
Remeasurements of defined benefit liability	0.46	0.87	1.02
Deferred tax relating to these items	(0.12)	(0.22)	(0.26)
	0.34	0.65	0.76
Total comprehensive income	**229.35**	**419.86**	**194.06**
Earnings per share			
- Basic *(₹)*	2.48	4.57	2.11
- Diluted *(₹)*	2.46	4.57	2.11

Restated Summary of Statement of Cash Flows

Particulars	For the Fiscal		
	2023 (Consolidated)	2022 (Standalone)	2021 (Standalone)
	(₹ million, except as otherwise stated)		
Cash flow from operating activities			
Profit before tax	316.35	511.78	181.98
Adjustments for :			
Depreciation and amortisation expense	61.99	20.97	20.46
Interest expense	102.87	66.88	73.73
Interest expense on lease liabilities	10.90	3.00	3.37
Liabilities no longer required written back	(2.26)	(1.17)	
Provision for doubtful receivables	(16.23)	14.66	6.22
Interest income	(4.16)	(1.32)	(2.93)
Equity-settled share-based payment transactions	144.13	-	
Operating profit before working capital changes	**613.59**	**614.80**	**282.83**
Change in assets and liabilities			
(Increase) /Decrease in trade receivables	(580.85)	(217.36)	(73.82)
(Increase)/Decrease in inventories	0.15	1.57	(2.46)
(Increase) / Decrease in loans and other financial assets	(12.67)	(3.17)	(0.31)
(Increase)/Decrease in other assets	(284.41)	(49.25)	(55.37)
Increase / (Decrease) in trade payables and other financial liabilities	(12.90)	(83.69)	31.37
Increase / (Decrease) in provision	3.83	2.46	1.86
Increase/ (Decrease) in other liabilities	150.67	(4.63)	(115.84)
Cash (used in) generated from operations	**(122.59)**	**260.73**	**68.26**
Income taxes paid, (net of refund)	**(33.59)**	**(59.92)**	**(34.12)**

Particulars	For the Fiscal		
	2023 (Consolidated)	2022 (Standalone)	2021 (Standalone)
	(₹ million, except as otherwise stated)		
A. Net cash flows (used in) from operating activities	**(156.18)**	**200.81**	**34.14**
B. Cash flows from investing activities			
Purchase of Property, Plant and Equipment and intangible assets including capital advance	(161.71)	(75.72)	(9.84)
Share issue expenses	(61.65)	-	-
Deposits placed having original maturity of more than 3 months, net	(1.07)	(24.00)	(2.89)
Purchase of investments	(22.17)	-	
Interest received	3.47	1.03	2.67
Net cash flow/used in investing activities (Total B)	**(243.13)**	**(98.69)**	**(10.06)**
C. Cash flow from financing activities			
Proceeds from issue of equity shares	149.61	-	-
Proceeds from long term borrowings	500.00	250.24	6.85
Repayment of long term borrowings	(130.00)	(335.96)	(14.68)
Payment of lease liabilities	(24.66)	(11.15)	(10.14)
Proceeds from/(repayment) of short term borrowings (net)	196.01	4.67	-
Finance cost paid	(102.87)	(30.70)	(38.86)
Net cash flow/(used in) financing activities (Total C)	**588.09**	**(122.90)**	**(56.83)**
Net increase/(decrease) in cash and cash equivalents (Total A+B+C)	188.78	(20.78)	(32.75)
Cash and cash equivalents at the beginning of the year	7.11	27.89	60.64
Cash and cash equivalents at end of the year	**195.89**	**7.11**	**27.89**

Reconciliation between opening and closing balance sheet for liabilities arising from financing activities:

Particulars	Opening balance as of April 1, 2022	Cash flows	Non-cash movement	Closing balance as of March 31, 2023
	(₹ million, except as otherwise stated)			
Long term borrowings	640.05	315.44	54.56	1,010.05
Short term borrowings	4.67	196.01	-	200.68
Total liabilities from financing activities	**644.72**	**511.45**	**54.56**	**1,210.73**

Reconciliation between opening and closing balance sheet for liabilities arising from financing activities:

Particulars	Opening balance as of April 1, 2021	Cash flows	Non-cash movement	Closing balance as of March 31, 2022
	(₹ million, except as otherwise stated)			
Long term borrowings	690.84	(85.72)	34.93	640.05
Short term borrowings	-	4.67	-	4.67
Total liabilities from financing activities	**690.84**	**(81.05)**	**34.93**	**644.72**

Reconciliation between opening and closing balance sheet for liabilities arising from financing activities:

Particulars	Opening balance as of April 1, 2020	Cash flows	Non-cash movement	Closing balance as of March 31, 2021
	(₹ million, except as otherwise stated)			
Long term borrowings	663.80	(7.83)	(34.87)	690.84
Short term borrowings	-	-	-	-
Total liabilities from financing activities	**663.80**	**(7.83)**	**(34.87)**	**690.84**

Set forth below is our revenue from the top 5 Customers and top 10 Customers including as a percentage of the total revenue from operations, for the periods indicated.

Particulars	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	Amount	Percentage of revenue from operations	Amount	Percentage of revenue from operations	Amount	Percentage of revenue from operations
	(₹ million)	*(%)*	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*
Top five Customers	451.93	8.17	349.31	9.41	176.44	7.35
Top 10 Customers	631.36	11.41	490.94	13.22	287.29	11.97

Set forth below is a breakdown of our revenue from operations, including as a percentage of the total revenue from operations, for the periods indicated.

Particulars	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	Amount	Percentage of total revenue from operations	Amount	Percentage of total revenue from operations	Amount	Percentage of total revenue from operations
	(₹ million)	*(%)*	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*
Program fee (interchange fee)	1,225.62	22.14	1,880.62	50.66	1,907.58	79.49
Program fee (others)	468.91	8.47	126.41	3.40	47.31	1.97
Propel platform revenue/ gift cards	3,597.75	65.00	1,539.22	41.46	315.54	13.15
Platform fee/ SaaS fee/ service fee	242.32	4.38	166.30	4.48	129.23	5.39
Revenue from operations	**5,534.60**	**100.00**	**3,712.55**	**100.00**	**2,399.66**	**100.00**

Set forth below is our revenue from existing/ old Customers and new Customers including as a percentage of the total revenue from operations, for the periods indicated.

Particulars	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	Revenue from operations	Percentage of total revenue from operations	Revenue from operations	Percentage of total revenue from operations	Revenue from operations	Percentage of total revenue from operations
	(₹ million)	*(%)*	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*
Existing/ old customers*	3,904.28	70.54	2,549.61	68.68	1,719.97	71.68
New customers	1,630.32	29.46	1,162.94	31.32	679.69	28.32

* *Customers who were already customers as of the end of the previous period.*

Set forth below is our revenue from cards being used for spend management and dealership programme, including as a percentage of the total revenue from operations, for the periods indicated.

Particulars	Fiscal 2023		Fiscal 2021		Fiscal 2020	
	Amount	Percentage of total revenue from operations	Amount	Percentage of total revenue from operations	Amount	Percentage of total revenue from operations
	(₹ million)	*(%)*	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*
Revenue from cards being used for(1)						
Spend management(2)	660.25	11.93	609.93	16.43	359.15	14.97
Dealership programme(3)	1,034.28	18.69	1,397.10	37.63	1,595.74	66.50
Total	**1,694.53**	**30.62**	**2,007.03**	**54.06**	**1,954.89**	**81.47**

(1) Pertains to program fee income which has been bifurcated into revenue from Save and Propel products.
(2) Revenue from cards pertaining to Save products.
(3) Revenue from cards pertaining to Propel products.

The table below sets forth certain key financial performance indicators*, as of the dates and for the periods indicated.

S. No.	Metric	As of and for the financial year ended March 31,		
		2023	2022	2021
1.	Revenue from operations (*₹ million*)	5,534.60	3,712.55	2,399.66
2.	Gross profit(1) (*₹ million*)	2,181.38	2,151.15	1,944.48
3.	Gross margin(2) (*%*)	39.41	57.94	81.03
4.	EBITDA(3) (*₹ million*)	480.96	598.54	276.27
5.	Profit/ (loss) after tax for the year (*₹ million*)	229.01	419.21	193.30
6.	EBITDA Margin(4) (*%*)	8.69	16.12	11.51
7.	Net Profit Ratio/Margin(5)	4.14	11.29	8.06
8.	Return on Equity (RoE)(6) (*%*)	46.98	(1,178.22)	(42.44)
9.	Debt to Equity Ratio(7)	2.48	(18.12)	(1.52)
10.	Interest Coverage Ratio(8)	6.30	18.00	6.21
11.	Debt Service Coverage Ratio(9)	2.66	5.17	4.63
12.	Current Ratio(10)	1.49	1.46	0.55
13.	Net Capital Turnover Ratio(11)	9.52	19.05	(8.00)

S. No.	Metric	As of and for the financial year ended March 31,		
		2023	2022	2021
14.	Return on Net Worth[12] (%)	46.98	(1,178.22)	(42.44)

Notes:

** As certified by P R S V & Co. LLP, Chartered Accountants pursuant to their certificate dated September 18, 2023. The Audit committee in its resolution dated September 8, 2023 has confirmed that the Company has not disclosed any KPIs to any investors at any point of time during the three years preceding the date of this Prospectus other than as disclosed in this section.*

(1). *Gross profit includes subscription fees, Program Fees, Propel platform revenue/gift cards, merchant revenue and value added services fees earned reduced by customer support, software support, network charges, costs of propel points/gift cards and other direct costs. Merchant revenues refers to the commission paid by merchants to us for increasing footfall in their stores and driving spends to such merchants. Value added services fees refers to the fees our Company earns by offering third party services to our existing User base through our app/platform. For example: a finder's fee for a loan disbursed through a VAS partner to a User from one of the corporates/SMBs.*

(2). *Gross margin refers to gross profit as a percentage (%) of total revenues earned during a financial year.*

(3). *EBITDA refers to earnings before interest, taxes, depreciation and amortisation. EBITDA excludes other income but includes reversal of provision for doubtful debts.*

(4). *EBITDA Margin refers to EBITDA during a given period as a percentage of revenue from operations during that period.*

(5). *Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by our revenue from operations.*

(6). *Return on equity (RoE) is equal to profit for the year divided by the Total Equity during that period and is expressed as a percentage.*

(7). *Debt to equity ratio is calculated by dividing the debt (i.e., borrowings (current and non-current) and current maturities of long-term-borrowings) by Total Equity (which includes issued capital and all other equity reserves).*

(8). *Interest Coverage Ratio measures our ability to make interest payments from available earnings and is calculated by dividing cash profit after tax plus interest payment by interest payment. Cash profit after tax is the sum of profit before tax and depreciation and amortisation expense but excludes current tax.*

(9). *Debt Service Coverage Ratio measures our ability to meet principal and interest payment obligations from available earnings and is calculated by dividing the sum of (i) earnings available for debt-service, i.e., the profit after tax, (ii) depreciation, (iii) interest, (iv) loss on sale of assets; by the sum of (i) interest and (ii) principal repayment (which excludes repayment of optionally convertible debentures pursuant to the term loan availed from ICICI Bank Limited) during the year.*

(10). *Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.*

(11). *Net Capital Turnover Ratio quantifies our effectiveness in utilizing our working capital and is calculated by dividing our revenue from operations by our working capital (i.e., current assets less current liabilities).*

(12). *Return on Net Worth (RoNW) is a measure of profitability (expressed in percentage) and is defined as net profit after tax attributable to our equity shareholders divided by our Total Equity for the year.*

Set forth below are some of our key operational performance indicators* as of the dates and for the periods indicated which have been approved our Audit Committee pursuant to its resolution dated September 8, 2023.

S. No.	Metric	Unit	As of and for the financial year ended March 31,		
			2023	2022	2021
1.	Platform fee / SaaS fee / Service fee[1]	₹ million	242.32	166.30	129.23
2.	Program Fees[2]	₹ million	1,694.53	2,007.03	1,954.89
3.	Propel platform revenue/gift cards[3]	₹ million	3,597.75	1,539.22	315.54
4.	Total Customers catered to	#	2,411	1,753	1,092
5.	Aggregate Users on the platform[4]	#	2,274,138	1,723,350	904,713
6.	Average Users per account[5]	#	943	983	828
7.	Customer Acquisition and Retention Cost[6]	₹ million	327.40	185.83	136.17
8.	Acquisition and Retention Cost per Customer[7]	₹ million	0.50	0.28	0.20
9.	Cash back expense per ₹1 earned from revenue from operations[8]	₹	0.18	0.32	0.58
10.	Churn[9]	%	1.54	0.37	1.17
11.	Average revenue per customer	₹ million	2.30	2.12	2.20
12.	Number of new Customers added during the year	#	685	665	670

Notes:

** As certified by P R S V & Co. LLP, Chartered Accountants pursuant to their certificate dated September 18, 2023. The Audit committee in its resolution dated September 8, 2023 has confirmed that the Company has not disclosed any KPIs to any investors at any point of time during the three years preceding the date of this Prospectus other than as disclosed in this section.*

(1). *Platform fee / SaaS fee / Service fee refers to all fee income received by our Company from the Customers, including the fixed monthly subscription fees paid by our Customers on a per User basis and any one-time setup fees and any other fees that may be levied from time to time by our Company to the Customers.*

(2). *Program fees refers to the sum of (i) interchange fees (including residual income) earned on the spend that customers of the Company's corporate customers employees and channel partners make on the cards and excludes amounts collected on behalf of its Preferred Banking Partners; and (ii) any other income which the Company receives from its Preferred Banking Partners and third-party Payment Networks such as Visa; and (iii) inactivity fees which is earned on the balance amount left on the cards.*

(3). *Propel platform revenue/gift cards refers to revenue which is received from our Customers for issuing reward points (Propel points) to Customers' employees and channel partners.*

(4). *Aggregate Users on the platform refers to the total number of Users served by our Company as of date.*

(5). *Average Users per account refers to the total number of Users divided by total number of Customers.*

(6). *Customer Acquisition and Retention Cost refers to digital marketing campaign costs, business promotion costs, feet on the street (FOS) and strategic partnership team salaries costs and other advertisement and marketing costs incurred for all the new customers added in the business in the period.*

(7). *Acquisition and Retention Cost per Customer is calculated as customer acquisition and retention cost divided by the number of new Customers added during the period.*

(8). *Cash back expense per ₹1 earned from revenue from operations is calculated as revenue from operations divided by expenses towards incentives and cash back.*

(9). *Churn refers to corporates and SMB customers discontinuing their subscription and other services on our platform.*

For further information in relation to historical use of such key performance indicators by our Company to monitor the operational and/or financial performance of our Company, "*Our Business—Key Performance Indicators*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Discussion of our Key Performance Indicators*" on pages 149 and 251, respectively.

Also see "*Risk Factors—7. Our Company does not have any listed industry peers in India or abroad and it may be difficult to benchmark and evaluate our financial performance against other operators who operate in the same industry as us.*" and "*Risk Factors—36. We have included certain Non-GAAP Measures, industry metrics and key performance indicators related to our operating and financial performance in this Prospectus that are subject to inherent challenges in measurement. These Non-GAAP Measures, industry metrics and key performance indicators may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies.*" on pages 38 and 54, respectively.

GENERAL INFORMATION

Registered Office of our Company

Zaggle Prepaid Ocean Services Limited
301, III Floor, CSR Estate
Plot No.8, Sector 1, HUDA Techno Enclave
Madhapur Main Road, Hyderabad
Rangareddi 500 081
Telangana, India

Corporate Identity Number: U65999TG2011PLC074795

Company Registration Number: 074795

For details of the change in name and the registered office of our Company, see "*History and Certain Corporate Matters*" on page 172.

Corporate Office of our Company

Zaggle Prepaid Ocean Services Limited
B1-004, Ground Floor, Boomerang Building,
C.T.S. No. 4A, Village Saki Naka,
Andheri (East), Taluka Kurla,
District Mumbai Suburban,
Mumbai 400 072
Maharashtra, India

Address of the RoC

Our Company is registered with the RoC, situated at the address disclosed below:

Registrar of Companies, Telangana at Hyderabad
GSI Post, Tattiannaram, Corporate Bhawan Road,
Bandlaguda, Nagole, Hyderabad 500 068
Telangana, India

Board of Directors of our Company

As of the date of this Prospectus, the composition of our Board of Directors is set forth below.

Name	Designation	DIN	Address
Raj P Narayanam	Executive Chairman	00410032	The Trails Villa #2, Lancohills Road, Kanaka Durga Temple, Manikonda, Pokalawada, Hyderabad, Puppalaguda, K.V. Rangareddy 500 089, Telangana, India
Avinash Ramesh Godkhindi	Managing Director and Chief Executive Officer	05250791	C-2103, Oberoi Splendor, Jogeshwari Vikroli Link Road, Opp Majas Depot, Jogeshwari East, Mumbai 400 060, Maharashtra, India
Arun Vijaykumar Gupta	Non-Executive Director	05131228	Flat No. 5005/5006, Oberoi Esquire Tower C, Yashodham, Goregaon East, Mumbai 400 063, Maharashtra, India
Aravamudan Krishna Kumar	Independent Director	00871792	Flat B-603, B Block 6th Floor, Fortune Towers, Madhapur, Shaikpet, Hyderabad 500 081, Telangana, India
Abhay Deshpande Raosaheb	Independent Director	00427314	Richmond Villa, Villa – 73, Sun City, Rajendranagar, Hyderabad 500008, Telangana, India
Prerna Tandon	Independent Director	09652432	301, Brigade Heritage, 4/2, Cookson Street, Richards Town, Bengaluru 560 005, Karnataka, India

For brief profiles and further details of our Board of Directors, see "*Our Management*" on page 177.

Company Secretary and Compliance Officer of our Company

Hari Priya
Company Secretary and Compliance Officer
Zaggle Prepaid Ocean Services Limited
301, III Floor, CSR Estate
Plot No.8, Sector 1, HUDA Techno Enclave
Madhapur Main Road, Hyderabad
Rangareddi 500 081
Telangana, India
Telephone: +91 40 2311 9049
E-mail: haripriya.singh@zaggle.in

Filing of the Offer Document

A copy of the Draft Red Herring Prospectus has been filed electronically on the platform provided by the SEBI at cfddil@sebi.gov.in on December 20, 2022, 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", and will also be uploaded on the SEBI intermediary portal at https://siportal.sebi.gov.in as specified in Regulation 25(8) of the SEBI ICDR Regulations and as required pursuant to the SEBI Master Circular for Issue of Capital and Disclosure Requirements.

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act has been filed with the RoC and a copy of this Prospectus shall be filed with the RoC under Section 26 of the Companies Act and through the electronic portal at www.mca.gov.in/mcafoportal/loginvalidateuser.do.

Book Running Lead Managers

ICICI Securities Limited
ICICI Venture House
Appasaheb Marathe Marg, Prabhadevi
Mumbai 400 025
Maharashtra, India
Telephone: + 91 22 6807 7100
E-mail: zaggle.ipo@icicisecurities.com
Website: www.icicisecurities.com
Investor grievance e-mail: customercare@icicisecurities.com
Contact person: Harsh Thakkar/Sumit Singh
SEBI Registration No.: INM000011179

Equirus Capital Private Limited
12th Floor, C Wing
Marathon Futurex
N M Joshi Marg, Lower Parel
Mumbai 400 013
Maharashtra, India
Telephone: +91 22 4332 0736
E-mail: zaggle.ipo@equirus.com
Website: www.equirus.com
Investor Grievance E-mail:
investorsgrievance@equirus.com
Contact Person: Malay Shah
SEBI Registration No.: INM000011286

IIFL Securities Limited
10th Floor, IIFL Centre
Kamala City, Senapati Bapat Marg
Lower Parel (West)
Mumbai 400 013
Maharashtra, India
Telephone: +91 22 4646 4728
E-mail: zaggle.ipo@iiflcap.com
Website: www.iiflcap.com
Investor grievance e-mail: ig.ib@iiflcap.com
Contact person: Pawan Jain/Shirish Chikalge
SEBI Registration No.: INM000010940

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

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Syndicate Members

Equirus Securities Private Limited
Marathon Futurex, 21st Floor, A Wing
NM Joshi Marg, Lower Parel
Mumbai 400 013
Maharashtra, India
Telephone: +91 22 4332 0600
E-mail: equirus_compliance@equirus.com
Website: www.equirus.com
Contact person: Shital Tamrakar
SEBI registration no: INZ000251536

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

Legal advisers to our Company as to Indian law

S&R Associates
One World Center
1403 Tower 2 B
841 Senapati Bapat Marg, Lower Parel
Mumbai 400 013
Maharashtra, India
Telephone: +91 22 4302 8000

Joint Statutory Auditors of our Company

P R S V & Co. LLP, Chartered Accountants
202, Saptagiri Residency, 1-10-98/A
Chikoti Gardens, Begumpet
Hyderabad 500 016
Telangana, India
Telephone: +91 40 6610 8177
E-mail: venkat.yeruva@prsvllp.com
Firm registration no.: S200016
Peer review no.: 013349

M S K A & Associates, Chartered Accountant
1101/B, Manjeera Trinity Corporate
JNTU-Hitech City Road, Kukatpally
Hyderabad 500 072
Telangana, India
Telephone: +91 98850 12427
E-mail: amitkagarwal@mska.in
Firm registration no.: 105047W
Peer review no.: 013267

Change in the Statutory Auditors

Other than as disclosed below, there has been no change in our Statutory Auditors during the three years immediately preceding the date of this Prospectus:

Particulars	Date of Change	Reason for Change
M S K A & Associates, **Chartered Accountant** 1101/B, Manjeera Trinity Corporate JNTU-Hitech City Road, Kukatpally Hyderabad 500 072 Telangana, India Telephone: +91 40-6814 2999 E-mail: amitkagarwal@mska.in Firm registration no.: 105047W Peer review no.: 013267	May 19, 2022	Appointed as Joint Statutory Auditors of our Company

Registrar to the Offer

KFin Technologies Limited (*formerly*, known as KFin Technologies Private Limited)
Selenium, Tower-B
Plot 31 and 32, Financial District
Nanakramguda, Serilingampally
Hyderabad, Rangareddi 500 032
Telangana, India
Telephone: +91 40 6716 2222
E-mail: zaggle.ipo@kfintech.com
Website: www.kfintech.com

Investor grievance e-mail: einward.ris@kfintech.com
Contact person: M Murali Krishna
SEBI registration no.: INR000000221

Bankers to the Offer

Escrow Collection Banks

ICICI Bank Limited
Capital Market Division
163, 5th Floor, H.T. Parekh Marg
Backbay Reclamation, Churchgate
Mumbai 400 020
Maharashtra, India
Telephone: +91 22 6805 2182
E-mail: sagar.welekar@icicibank.com
Website: www.icicibank.com
Contact person: Mr. Sagar Welekar
SEBI registration no.: INBI00000004

Refund Bank

ICICI Bank Limited
Capital Market Division
163, 5th Floor, H.T. Parekh Marg
Backbay Reclamation, Churchgate
Mumbai 400 020
Maharashtra, India
Telephone: +91 22 6805 2182
E-mail: sagar.welekar@icicibank.com
Website: www.icicibank.com
Contact person: Mr. Sagar Welekar
SEBI registration no.: INBI00000004

Public Offer Account Bank

Kotak Mahindra Bank Limited
27, BKC, C 27, G Block
Bandra Kurla Complex
Bandra (E), Mumbai 400 051
Maharashtra, India
Telephone: +91 22 6605 6588
E-mail: cmsipo@kotak.com
Website: www.kotak.com
Contact person: Mr. Siddhesh Shirodkar
SEBI registration no.: INBI00000927

Sponsor Banks

ICICI Bank Limited
Capital Market Division
163, 5th Floor, H.T. Parekh Marg
Backbay Reclamation, Churchgate
Mumbai 400 020
Maharashtra, India
Telephone: +91 22 6805 2182
E-mail: sagar.welekar@icicibank.com
Website: www.icicibank.com
Contact person: Mr. Sagar Welekar
SEBI registration no.: INBI00000004

Kotak Mahindra Bank Limited
27, BKC, C 27, G Block
Bandra Kurla Complex
Bandra (E), Mumbai 400 051
Maharashtra, India
Telephone: +91 22 6605 6588
E-mail: cmsipo@kotak.com
Website: www.kotak.com
Contact person: Mr. Siddhesh Shirodkar
SEBI registration no.: INBI00000927

Banker to our Company

ICICI Bank Limited
SMEAG Department, 4th Floor
ICICI Bank Limited, ICICI Bank Towers
Plot No. 12, Nanakramguda, Gachibowli
Hyderabad 500 032
Telangana, India
Telephone: +91 90306 12194/ +91 63099 55950
Email:avikal.bisht@icicibank.com/vijayaa.manthena@icicibank.com
Website: www.icicibank.com
Contact person: Avikal Bisht/ Vijaya Manthena

Designated Intermediaries

SCSBs and mobile applications enabled for UPI Mechanism

The banks registered with the SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount was 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 UPI Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at www.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 could 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 provided as Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The list is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investor) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35) 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 www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35, as updated from time to time.

Registered Brokers

The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE and the NSE at www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx? and https://www1.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively, as updated from time to time.

RTAs

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

CDPs

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

Credit Rating

As the Offer is of Equity Shares, the appointment of a credit rating agency is not required.

Grading of the Offer

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

Debenture Trustees

As the Offer is of Equity Shares, the appointment of debenture trustees is not required.

Monitoring Agency

Our Company has appointed CARE Ratings Limited as the Monitoring Agency in terms of Regulation 41 of the SEBI ICDR Regulations.

CARE Ratings Limited
4th Floor, Godrej Coliseum
Somaiya Hospital Road, Off Eastern Express Highway
Sion (East), Mumbai-400022
Maharashtra, India
Telephone: +91 20 4000 9025 / +91 80870 55869
E-mail: bhavesh.sampat@careedge.in
Website: www.careratings.com
Contact person: Bhavesh Sampat

Appraising Agency

The objects of the Offer for which the Net Proceeds will be utilised have not been appraised by any agency.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Experts

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

Our Company has received written consent dated September 18, 2023 from P R S V & Co. LLP, Chartered Accountants and M S K A & Associates, Chartered Accountant, each holding a valid peer review certificate from the ICAI, to include their name as required under Section 26(5) of the Companies Act read with the SEBI ICDR Regulations in this Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act to the extent and in their capacity as our Joint Statutory Auditors, and in respect of their: (i) examination report dated August 29, 2023 with respect to the Restated Financial Information; and (ii) their report dated August 30, 2023 on the statement of possible special tax benefits in this Prospectus, and such consent has not been withdrawn as of the date of this Prospectus.

Our Company has also received written consent dated September 18, 2023 from P R S V & Co. LLP, Chartered Accountants, to include their name as required under Section 26(5) of the Companies Act read with the SEBI ICDR Regulations in this Prospectus and as an "expert" as defined under Section 2(38) of Companies Act in respect of the certificates issued by them in their capacity as an independent chartered accountant to our Company, and such consent has not been withdrawn as of the date of this Prospectus.

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

Inter-se Allocation of Responsibilities between the BRLMs

The table below sets forth the *inter-se* allocation of responsibilities for various activities among the BRLMs.

S. No.	Activity	Responsibility	Coordinator
1.	Due diligence of our Company including its operations/management/business plans/legal etc. Drafting and design of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, abridged prospectus and application form. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, the RoC and the SEBI including finalisation of Prospectus and RoC filing	I-Sec, IIFL, Equirus, JM Financial	I-Sec

S. No.	Activity	Responsibility	Coordinator
2.	Capital structuring with the relative components and formalities such as type of instruments, size of the Offer, allocation between primary and secondary, etc.	I-Sec, IIFL, Equirus, JM Financial	I-Sec
3.	Drafting and approval of all statutory advertisement	I-Sec, IIFL, Equirus, JM Financial	I-Sec
4.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, etc. and filing of media compliance report	I-Sec, IIFL, Equirus, JM Financial	Equirus
5.	Appointment of intermediaries – Registrar to the Offer, advertising agency, Banker(s) to the Offer including the Sponsor Banks, printer and other intermediaries, including coordination of all agreements to be entered into with such intermediaries	I-Sec, IIFL, Equirus, JM Financial	IIFL
6.	Preparation of road show presentation and frequently asked questions	I-Sec, IIFL, Equirus, JM Financial	Equirus
7.	International institutional marketing of the Offer, which will cover, *inter alia*: • Marketing strategy; • Finalizing the list and division of investors for one-to-one meetings; and • Finalizing road show and investor meeting schedule	I-Sec, IIFL, Equirus, JM Financial	JM Financial
8.	Domestic institutional marketing of the Offer, which will cover, *inter alia*: • Marketing strategy; • Finalizing the list and division of investors for one-to-one meetings; and • Finalizing road show and investor meeting schedule	I-Sec, IIFL, Equirus, JM Financial	I-Sec
9.	Non-institutional of the Offer, which will cover, *inter alia*: • Finalising media, marketing and public relations strategy; and • Formulating strategies for marketing to Non-Institutional Bidders	I-Sec, IIFL, Equirus, JM Financial	IIFL
10.	Retail marketing of the Offer, which will cover, *inter alia*: • Finalising media, marketing, public relations strategy and publicity; • budget including list of frequently asked questions at retail road shows; • Finalising collection centres; • Finalising application form; • Finalising centres for holding conferences for brokers etc.; • Follow-up on distribution of publicity; and • Offer material including form, Red Herring Prospectus / Prospectus and deciding on the quantum of the Offer material	I-Sec, IIFL, Equirus, JM Financial	JM Financial
11.	Coordination with Stock Exchanges for book building software, bidding terminals, mock trading, payment of 1% security deposit, anchor coordination, anchor CAN and intimation of anchor allocation	I-Sec, IIFL, Equirus, JM Financial	Equirus
12.	Managing the book and finalisation of pricing in consultation with our Company and Selling Shareholders	I-Sec, IIFL, Equirus, JM Financial	JM Financial
13.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with Registrar to the Offer, SCSBs, Sponsor Banks and other Banker(s) to the Offer, intimation of allocation and dispatch of refund to Bidders, etc. Other post-Offer activities, which shall involve essential follow-up with Banker(s) to the Offer and SCSBs to get quick estimates of collection and advising our Company about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, unblocking of application monies, listing of instruments, dispatch of certificates or demat credit and refunds, payment of securities transactions tax on behalf of the Selling Shareholders and coordination with various agencies connected with the post-Offer activity such as Registrar to the Offer, Banker(s) to the Offer including Sponsor Banks, SCSBs including responsibility for underwriting arrangements, as applicable. Payment of the applicable securities transactions tax on sale of unlisted equity shares by the Selling Shareholders under the Offer for Sale to the Government. Coordinating with Stock Exchanges and the SEBI for submission of all post-Offer reports including the final post-Offer report to SEBI, release of 1% security deposit post closure of the Offer	I-Sec, IIFL, Equirus, JM Financial	IIFL

Book Building Process

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

Price Band and the minimum Bid Lot size was decided by our Company in consultation with the BRLMs and was advertised in all editions of The Financial Express, an English national daily newspaper, all editions of Jansatta, a Hindi national daily newspaper, Hyderabad edition of Surya, the Telugu daily newspaper (Telugu being the regional language of Hyderabad, Telangana, where our Registered Office is located), each with wide circulation, two Working Days prior to the Bid/Offer Opening Date and has been made available to the Stock Exchanges to upload on their respective websites. The Offer Price was determined by our Company in consultation with the BRLMs, after the Bid/Offer Closing Date. For details, see "*Offer Procedure*" on page 315.

All Bidders, except Anchor Investors, were mandatorily required to use the ASBA process for participating in the Offer by providing details of their respective ASBA Account in which the corresponding Bid Amount was blocked by SCSBs. In addition to this, the Retail Individual Bidders may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount was blocked by the SCSBs; or (b) through the UPI Mechanism. Anchor Investors were not permitted to participate in the Anchor Investor Portion through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs Bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion were not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders could revise their Bids during the Bid/Offer Period and withdraw their Bids on or before the Bid/Offer Closing Date. Further, Anchor Investors could not withdraw their Bids after the Anchor Investor Bid/Offer Period. Allocation to the Anchor Investors was on a discretionary basis.

Each Bidder by submitting a Bid in the Offer, was deemed to have acknowledged the above restrictions and the terms of the Offer.

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

Bidders should note that the Offer was also subject to obtaining (i) final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) filing of this Prospectus with the RoC.

For further details on the method and procedure for Bidding, see "*Offer Structure*" and "*Offer Procedure*" on pages 311 and 315, respectively.

Illustration of Book Building and Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, see "*Offer Procedure*" on page 315.

Underwriting Agreement

Our Company and the Selling Shareholders have entered into an Underwriting Agreement with the Underwriters for the Equity Shares offered through the Offer. The Underwriting Agreement is dated September 18, 2023. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and subject to conditions specified therein.

The Underwriters have indicated their intention to underwrite such number of Equity Shares as disclosed below:

Name, Address, Telephone Number and E-mail Address of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten (*₹ million)*
ICICI Securities Limited ICICI Venture House Appasaheb Marathe Marg, Prabhadevi Mumbai 400 025 Maharashtra, India Telephone: + 91 22 6807 7100 E-mail: prem.dcunha@icicisecurities.com Attention: Mr. Prem D'Cunha	2,147,016	352.11
Equirus Capital Private Limited 12th Floor, C Wing Marathon Futurex N M Joshi Marg, Lower Parel Mumbai 400 013 Maharashtra, India	2,146,916	352.09

Name, Address, Telephone Number and E-mail Address of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten *(₹ million)*
Telephone: +91 22 4332 0736 E-mail: venkat.s@equirus.com Attention: Venkatraghavan S.		
IIFL Securities Limited 10th Floor, IIFL Centre Kamala City, Senapati Bapat Marg Lower Parel (West) Mumbai 400 013 Maharashtra, India Telephone: +91 22 4646 4728 E-mail: nipun.goel@iiflcap.com Attention: Nipun Goel	2,147,015	352.11
JM Financial Limited 7th Floor, Cnergy Appasaheb Marathe Marg, Prabhadevi Mumbai 400 025 Maharashtra, India Telephone: +91 22 6224 1706 E-mail: Abhishek.Bhagat@jmfl.com Attention: Abhishek Bhagat	2,146,916	352.09
Equirus Securities Private Limited Marathon Futurex, 21st Floor, A Wing NM Joshi Marg, Lower Parel Mumbai 400 013 Maharashtra, India Telephone: +91 22 4332 0600 E-mail: equirus_compliance@equirus.com Attention: Shital Tamrakar	100	0.02
JM Financial Securities Limited Ground Floor, 2, 3 & 4, Kamanwala Chambers Sir P.M. Road, Fort Mumbai 400 001 Maharashtra, India Telephone: +91 22 6136 3400 E-mail: tn.kumar@jmfl.com/ sona.verghese@jmfl.com Attention: T N Kumar/ Sona Verghese	100	0.02
Total	8,588,063	1,408.44

The abovementioned underwriting commitments are indicative and will be finalised after determination of the Basis of Allotment and the allocation, subject to and in accordance with the provisions of the SEBI ICDR Regulations.

In the opinion of our Board of Directors (based on representations made to our Company by the Underwriters), the resources of each of the abovementioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The abovementioned Underwriters are registered with the SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). The Board of Directors, at its meeting held on September 18, 2023, has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Notwithstanding the above table, the Underwriters are severally responsible for ensuring payment with respect to Equity Shares allocated to Bidders procured by them in accordance with the Underwriting Agreement.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment disclosed in the table above. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscribers for or subscribe to the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement. The extent of underwriting obligations and the Bids to be underwritten in the Offer shall be as per the Underwriting Agreement.

CAPITAL STRUCTURE

Set out below is our Company's share capital, as of the date of this Prospectus.

S. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Offer Price*
		(₹, except share data)	
A	**AUTHORISED SHARE CAPITAL**[(1)]		
	150,000,000 Equity Shares	150,000,000	-
B	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	98,194,319 Equity Shares	98,194,319	-
C	**PRESENT OFFER**		
	Offer of 34,352,255* Equity Shares[(2)]	34,352,255	5,633,769,820
	which includes		
	Fresh Issue of 23,902,439* Equity Shares[(2)]	23,902,439*	3,919,999,996*
	Offer for Sale of 10,449,816* Equity Shares[(3)]	10,449,816*	1,713,769,824*
D	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER***		
	122,096,758 Equity Shares of face value of ₹1 each	122,096,758	-
E	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer	1,148,942,642[(4)]	
	After the Offer	5,045,040,199	

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

(1) *For details in relation to the changes in the authorised share capital of our Company in the last ten years, see "History and Certain Corporate Matters—Amendments to the Memorandum of Association" on page 173.*

(2) *Our Board has authorised the Offer, pursuant to a resolution dated December 16, 2022. Our Shareholders have authorised the Fresh Issue pursuant to a special resolution dated December 16, 2022. Our Company, in consultation with the Book Running Lead Managers, has undertaken a Pre-IPO Placement of 4,451,219 Equity Shares and 1,524,390 Equity Shares at an issue price of ₹164 per Equity Share (including a premium of ₹163 per Equity Share) for a cash consideration aggregating to ₹730 million and ₹250 million, on August 16, 2023 and August 21, 2023, respectively. The size of the Fresh Issue has been reduced by ₹980 million and, accordingly, the size of the Fresh Issue is aggregating to ₹3,920 million. For further details in relation to the Pre-IPO Placement, see "–Share Capital History of our Company–History of equity share capital of our Company" on page 87.*

(3) *Each of the Selling Shareholders, severally and not jointly, confirms that the Equity Shares being offered by it are eligible for being offered for sale pursuant to the Offer in terms of Regulation 8 and Regulation 8A of the SEBI ICDR Regulations. For details on the authorisations by the Selling Shareholders in relation to the Offer for Sale, see "The Offer" on page 68.*

(4) *The securities premium of our Company before the Offer was, among other things, the result of the Scheme of Amalgamation. For more details, see "History and Certain Corporate Matters—Scheme of amalgamation of our erstwhile wholly-owned subsidiary, Magixo, with our Company" on page 176. The build-up of our Company's securities premium can be traced back to investments by certain investors namely, VenturEast Proactive Fund LLC, VenturEast Sedco Proactive Fund LLC, Argonaut Ventures and Ventureast Proactive Fund (acting through its trustee, Ventureast Trustee Company Private Limited) in eYantra. Subsequently, pursuant to the eYantra Demerger Scheme, 103,489 class A cumulative compulsorily convertible participating preference shares of face value of ₹239.50 each were allotted by Magixo to VenturEast Proactive Fund LLC, VenturEast SEDCO Proactive Fund LLC and Argonaut Ventures ("**Class A CCPS**") and 191,771 class B compulsorily convertible participating preference shares of face value of ₹10 each were allotted to VenturEast Proactive Fund LLC, VenturEast SEDCO Proactive Fund LLC, Ventureast Proactive Fund (acting through its trustee, Ventureast Trustee Company Private Limited) and Argonaut Ventures ("**Class B CCPS**"), which were subsequently transferred to Zagg Network in December 2017. As a result of the eYantra Demerger Scheme, the securities premium of Magixo increased from Nil to ₹68.59 million as of February 28, 2014, i.e., the date of the implementation of the eYantra Demerger Scheme. On October 3, 2019, Class A CCPS and Class B CCPS, held by Zagg Network, were converted into 51,744 and 95,886 equity shares of Magixo, respectively, increasing the securities premium of Magixo to ₹93.82 million. Pursuant to the Scheme of Amalgamation, the entire securities premium of Magixo was transferred to our Company, as a result of which our Company's securities premium increased to ₹115.73 million as of March 31, 2022.*

For details of changes to our Company's authorised share capital in the last 10 years, see "*History and Certain Corporate Matters—Amendments to the Memorandum of Association*" on page 173.

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Notes to Capital Structure

(i) **Share Capital History of our Company**

(a) History of equity share Capital of our Company:

Date of allotment of equity shares	Details of allotees and number of equity shares allotted	Total number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Reason for/ Nature of allotment	Nature of consideration	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
June 2, 2011	Allotment of 9,900 equity shares to Raj P Narayanam and 100 equity shares to Sudhakar Tirunagari	10,000	10	10	Initial subscription to the Memorandum of Association	Cash	10,000	100,000
March 30, 2013	Allotment of 90,000 equity shares to eYantra	90,000	10	225	Further issue	Cash	100,000	1,000,000
January 2, 2019	Allotment of 80,000 equity shares(1)	80,000	10	10	Pursuant to the employee stock option plan of 2017	Cash	180,000	1,800,000
May 18, 2022	Allotment of 55 equity shares to Vinesh Narandas Davda(2), 123 equity shares to Vishal Kumar Gupta, 55 equity shares to Nagesh Basavanhalli, 55 equity shares to Kesri Singh and 137 equity shares to Saji Desouza(3)	425	10	182,222	Preferential issue	Cash	180,425	1,804,250
June 2, 2022	Allotment of 216 equity shares to Mavericks 1 Zaggle LLC	216	10	182,222	Preferential issue	Cash	180,641	1,806,410
June 21, 2022	Allotment of 153 equity shares to Ramesh Chandra Majithia(4)	153	10	182,222	Preferential issue	Cash	180,794	1,807,940
June 30, 2022	Allotment of 27 equity shares to Ramesh Chandra Majithia(4)	27	10	182,222	Preferential issue	Cash	180,821	1,808,210
Pursuant to resolutions passed by our Board at their meeting dated July 14, 2022 and the Shareholders at their extraordinary general meeting dated July 27, 2022, our Company has sub-divided its equity shares of face value of ₹10 each to equity shares of face value of ₹1 each								
July 28, 2022	Allotment of 90,410,500 Equity Shares(5)	90,410,500	1	-	Bonus issue in the ratio of 50 Equity Shares for every 1 Equity Share held in our Company(6)	N/A	92,218,710	92,218,710
August 16, 2023	Allotment of 4,451,219 Equity Shares	4,451,219	1	164	Preferential issue(7)	Cash	96,669,929	96,669,929
August 21, 2023	Allotment of 1,524,390 Equity Shares	1,524,390	1	164	Preferential issue (8)	Cash	98,194,319	98,194,319

(1) *15,000 equity shares were allotted to Rajsekhar Gopisetti; 11,500 equity shares were allotted to Tushar Ramesh Patil; 9,000 equity shares were allotted to Shreekanth Dhond; 7,500 equity shares were allotted to Koteswara Rao Meduri; 2,500 equity shares were allotted to Shekhar Thorat; 150 equity shares were allotted to Sanjida Jalaluddin Khan; 1,250 equity shares were allotted to Vaibhav Haldankar; 2,500 equity shares were allotted to Brijesh Singh; 1,600 equity shares were allotted to Hanif Shah; 7,500 equity shares were allotted to Kalyan Kartheek Sadasivuni; 5,500 equity shares were allotted to Sai Sandeep Sadasivuni; 5,500 equity shares were allotted to Nagendra Kumar Vinukollu; 4,000 equity shares were allotted to Chandra Sekhar Reddy Bora; 3,500 equity shares were allotted to Dinesh Kumar Reddy Patnala; 3,000 equity shares were allotted to Bhaskar Emmevaru.*

(2) *Vinesh Narandas Davda HUF is the beneficial owner of such equity shares.*

(3) *Techdata Advisories is the beneficial owner of such equity shares.*

(4) *Mavericks India 1 Zaggle SPV is the beneficial owner of such equity shares.*

(5) *46,750,000 equity shares were allotted to Raj P Narayanam; 9,000,000 equity shares were allotted to Avinash Ramesh Godkhindi; 5,755,000 equity shares were allotted to VenturEast Proactive Fund LLC; 4,160,000 equity shares were allotted to GKFF Ventures; 1,095,000 equity shares were allotted to VenturEast SEDCO Proactive Fund LLC; 200,000 equity shares were allotted to Jasper Industries Private Limited; 240,000 equity shares were allotted to Ventureast Trustee Company Private Limited (acting on behalf of Ventureast Proactive Fund); 17,948,000 equity shares were allotted to Zuzu Software Services Private Limited; 75,000 equity shares were allotted to Malvika Poddar; 50,000 equity shares were allotted to Brijesh Singh; 1,422,000 equity shares were allotted to Abhay Deshpande Raosaheb; 50,000 equity shares were allotted to Jolly Jose; 150,000 equity shares were allotted to Kalyan Karteek Sadasivuni; 180,000 equity shares were allotted to Koteswara Rao Meduri; 250,000 equity shares were allotted to Rajsekhar Gopisetti; 75,000 equity shares were allotted to Sanjida Jalaluddin Khan; 375,000 equity shares were allotted to Shreekanth Dhond; 1,850,000 equity shares were allotted to Sudhakar Tirunagari; 125,000 equity shares were allotted to Tushar Ramesh Patil; 250,000 equity shares were allotted to Uttam Patel; 27,500 equity shares were allotted to Vinesh Narandas Davda (Vinesh Narandas Davda HUF is the beneficial owner of such equity shares); 61,500 equity shares were allotted to Vishal Kumar Gupta; 27,500 equity shares were allotted to Kesri Singh; 27,500 equity shares were allotted to Nagesh Basavanhalli; 68,500 equity shares were allotted to Saji Desouza (Techdata Advisories is the beneficial owner of such equity shares); 108,000 equity shares were allotted to Mavericks 1 Zaggle LLC and 90,000 equity shares were allotted to Ramesh Chandra Majithia (Mavericks India 1 Zaggle SPV is the beneficial owner of such equity shares).*

(6) *The bonus issue by our Company has been made out of our securities premium account which was acquired pursuant to the Scheme of Amalgamation. For more details, see "History and Certain Corporate Matters—Scheme of amalgamation of our erstwhile wholly-owned subsidiary, Magixo, with our Company" on page 176. The build-up of our Company's securities premium can be traced back to investments by certain investors including VenturEast Proactive Fund LLC, VenturEast SEDCO Proactive Fund LLC, Argonaut Ventures and Ventureast Trustee Company Private Limited (acting on behalf of Ventureast Proactive Fund) in eYantra.*

(7) *1,829,269 equity shares were allotted to Ashish Rameshchandra Kachola; 1,829,269 equity shares were allotted to Bengal Finance & Investment Private Limited; 579,268 Equity Shares were allotted to Himanshi Kela; 91,461 Equity Shares were allotted to Absolute Returns Scheme; 60,976 Equity Shares were allotted to Vikasa India EIF I Fund – Incube Global Opportunities; and 60,976 Equity Shares were allotted to Acintyo Investment Fund PCC – Cell 1.*

(8) *1,524,390 Equity Shares were allotted to Valuequest S C A L E Fund.*

(b) History of Preference Share Capital of our Company:

Our Company does not have any preference shares as of the date of filing of this Prospectus.

(ii) Equity shares issued in the preceding one year below the Offer Price

Except as disclosed below, our Company has not issued any equity shares at a price which may be equal to or lower than the Offer Price during the period of one year preceding the date of this Prospectus.

Date of allotment	Number of equity shares allotted	Face value per equity share	Issue price per equity share	Reason for allotment
		(₹)		
August 16, 2023	4,451,219	1	164	Preferential issue [(1)]
August 21, 2023	1,524,390	1	164	Preferential issue [(2)]

(1) *1,829,269 equity shares were allotted to Ashish Rameshchandra Kachola; 1,829,269 equity shares were allotted to Bengal Finance & Investment Private Limited; 579,268 Equity Shares were allotted to Himanshi Kela; 91,461 Equity Shares were allotted to Absolute Returns Scheme; 60,976 Equity Shares were allotted to Vikasa India EIF I Fund – Incube Global Opportunities; and 60,976 Equity Shares were allotted to Acintyo Investment Fund PCC – Cell 1.*

(2) *1,524,390 Equity Shares were allotted to Valuequest S C A L E Fund.*

(iii) Equity Shares issued for consideration other than cash or by way of bonus issue

Except as stated below, our Company has not issued any shares in the past for consideration other than cash or by way of bonus issue, as of the date of this Prospectus:

Date of allotment	Number of equity shares allotted	Face value	Issue price per equity share	Reason for allotment	Benefits accrued to our Company
		(₹)			
July 28, 2022	90,410,500	1	-	Bonus issue in the ratio of 50 equity shares for every 1 equity share held in our Company[(1)]	-

(1) *46,750,000 equity shares were allotted to Raj P Narayanam; 9,000,000 equity shares were allotted to Avinash Ramesh Godkhindi; 5,755,000 equity shares were allotted to VenturEast Proactive Fund LLC; 4,160,000 equity shares were allotted to GKFF Ventures; 1,095,000 equity shares were allotted to VenturEast SEDCO Proactive Fund LLC; 200,000 equity shares were allotted to Jasper Industries Private Limited; 240,000 equity shares were allotted to Ventureast Trustee Company Private Limited (acting*

on behalf of Ventureast Proactive Fund); 17,948,000 equity shares were allotted to Zuzu Software Services Private Limited; 75,000 equity shares were allotted to Malvika Poddar; 50,000 equity shares were allotted to Brijesh Singh; 1,422,000 equity shares were allotted to Abhay Deshpande Raosaheb; 50,000 equity shares were allotted to Jolly Jose; 150,000 equity shares were allotted to Kalyan Karteek Sadasivuni; 180,000 equity shares were allotted to Koteswara Rao Meduri; 250,000 equity shares were allotted to Rajsekhar Gopisetti; 75,000 equity shares were allotted to Sanjida Jalaluddin Khan; 375,000 equity shares were allotted to Shreekanth Dhond; 1,850,000 equity shares were allotted to Sudhakar Tirunagari; 125,000 equity shares were allotted to Tushar Ramesh Patil; 250,000 equity shares were allotted to Uttam Patel; 27,500 equity shares were allotted to Vinesh Narandas Davda (Vinesh Narandas Davda HUF is the beneficial owner of such equity shares); 61,500 equity shares were allotted to Vishal Kumar Gupta; 27,500 equity shares were allotted to Nagesh Basavanhalli; 27,500 equity shares were allotted to Kesri Singh; 68,500 equity shares were allotted to Saji Desouza (Techdata Advisories is the beneficial owner of such equity shares); 108,000 equity shares were allotted to Mavericks 1 Zaggle LLC and 90,000 equity shares were allotted to Ramesh Chandra Majithia (Mavericks India 1 Zaggle SPV is the beneficial owner of such equity shares).

(iv) **Issue of shares out of revaluation reserves**

Our Company has not issued any shares out of revaluation reserves since its incorporation.

(v) **Issue of Equity Shares pursuant to any scheme of arrangement**

Our Company has not issued any shares in the past in terms of a scheme of arrangement approved under Sections 391-394 of the Companies Act, 1956 or Sections 230-234 of the Companies Act.

(vi) **Details of Build-up, Contribution and Lock-in of Promoters' Shareholding and Lock-in of other Equity Shares**

As of the date of this Prospectus, our Promoters held an aggregate of 56,865,000 Equity Shares, constituting 57.91% of the issued, subscribed and paid-up Equity Share capital of our Company.

The details regarding our Promoters' shareholding are set forth below.

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

The build-up of the equity shareholding of our Promoters since incorporation of our Company is set forth below.

Date of allotment/ transfer	Number of Equity Shares	Face value	Issue/ Transfer price per equity share	Nature of consideration	Nature of acquisition/ allotment/ transfer	Percentage of pre-Offer equity share capital	Percentage of post-Offer equity share capital*
		(₹)				*(%)*	
Raj P Narayanam							
June 2, 2011	9,900	10	10	Cash	Initial subscription to the Memorandum of Association	0.01	0.01
June 13, 2011	(500)	10	10	Cash	Transfer to Uttam Patel	Negligible	Negligible
June 13, 2011	(3,300)	10	10	Cash	Transfer to Raju Mulinti	Negligible	Negligible
June 13, 2011	(6,000)	10	10	Cash	Transfer to Raju Mulinti	(0.01)	Negligible
June 13, 2011	(100)	10	10	Cash	Transfer to Jolly Jose	Negligible	Negligible
March 15, 2019	57,500	10	10	Cash	Transfer from eYantra	0.06	0.05
March 15, 2019	13,000	10	10	Cash	Transfer from Rajsekhar Gopisetti	0.01	0.01
March 15, 2019	5,700	10	10	Cash	Transfer from Tushar Ramesh Patil	0.01	Negligible
March 15, 2019	2,800	10	10	Cash	Transfer from Koteswara Rao Meduri	Negligible	Negligible
March 15, 2019	5,500	10	10	Cash	Transfer from Sai Sandeep Sadasivuni	0.01	Negligible
March 15, 2019	5,500	10	10	Cash	Transfer from Nagendra Kumar Vinukollu	0.01	Negligible

Date of allotment/ transfer	Number of Equity Shares	Face value	Issue/ Transfer price per equity share	Nature of consideration	Nature of acquisition/ allotment/ transfer	Percentage of pre-Offer equity share capital	Percentage of post-Offer equity share capital*
		(₹)				(%)	
March 15, 2019	2,500	10	10	Cash	Transfer from Bhaskar Emmevaru	Negligible	Negligible
March 15, 2019	1,000	10	10	Cash	Transfer from Sekhar Thorat	Negligible	Negligible
Pursuant to resolutions passed by our Board at their meeting dated July 14, 2022 and the Shareholders at their extraordinary general meeting dated July 27, 2022, our Company has sub-divided its equity shares of face value of ₹10 each to equity shares of face value of ₹1 each. Consequently, 93,500 equity shares of face value of ₹10 each held by Raj P Narayanam were sub-divided into 935,000 Equity Shares of face value of ₹1 each.							
July 28, 2022	46,750,000	1	Bonus issue in the ratio of 50 equity shares for every 1 equity share held in our Company			47.61	38.29
SUB TOTAL (A)	**47,685,000**	**NA**				**48.56**	**37.80^**
Avinash Ramesh Godkhindi							
May 10, 2018	10,000	10	10	Cash	Transfer from eYantra	0.01	0.01
March 15, 2019	1,000	10	10	Cash	Transfer from Rajsekhar Gopisetti	Negligible	Negligible
March 15, 2019	1,100	10	10	Cash	Transfer from Koteswara Rao Meduri	Negligible	Negligible
March 15, 2019	2,400	10	10	Cash	Transfer from Brijesh Singh	Negligible	Negligible
March 15, 2019	3,500	10	10	Cash	Transfer from Dinesh Kumar Reddy Patnala	Negligible	Negligible
Pursuant to resolutions passed by our Board at their meeting dated July 14, 2022 and the Shareholders at their extraordinary general meeting dated July 27, 2022, our Company has sub-divided its equity shares of face value of ₹10 each to equity shares of face value of ₹1 each. Consequently, 18,000 equity shares of face value of ₹10 each held by Avinash Ramesh Godkhindi were sub-divided into 180,000 Equity Shares of face value of ₹1 each.							
July 28, 2022	9,000,000	1	Bonus issue in the ratio of 50 equity shares for every 1 equity Share held in our Company			9.17	7.37
SUB TOTAL (B)	**9,180,000**	**NA**				**9.35**	**6.27^**
TOTAL (A + B)	**56,865,000**	**NA**				**57.91**	**44.07^**

* *Subject to finalisation of the Basis of Allotment.*
^ *Taking into account the Equity Shares issued pursuant to the Fresh Issue and the Equity Shares sold pursuant to the Offer for Sale.*

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of allotment or acquisition, as the case may be, of such Equity Shares.

As of the date of this Prospectus, none of the Equity Shares held by our Promoters are pledged.

(b) *Details of Promoters' contribution and lock-in*

Pursuant to Regulations 14 and 16(1)(a) of the SEBI ICDR Regulations, an aggregate of at least 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoters will be considered as the minimum Promoters' contribution and is required to be locked-in for a period of 18 months from the date of Allotment ("**Promoters' Contribution**"). Our Promoters' shareholding in excess of 20% will be locked in for a period of six months from the date of Allotment.

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The details of the Equity Shares held by our Promoters, which will be locked-in for minimum Promoters' contribution for a period of 18 months, from the date of Allotment as Promoters' Contribution are set forth below*.

Name of the Promoter	Number of Equity Shares locked-in(1)	Date of Acquisition of Equity Shares	Nature of transaction	Face value	Issue/ Acquisition price per Equity Share	Pre-Offer equity share capital	Post-Offer Equity Share capital(2)(3)
				(₹)		(%)	
Raj P Narayanam	20,947,310	July 28, 2022	Bonus issue in the ratio of 50 Equity Shares for every 1 Equity Share held in our Company	1	Nil	21.33	17.16
Avinash Ramesh Godkhindi	3,472,060	July 28, 2022	Bonus issue in the ratio of 50 Equity Shares for every 1 Equity Share held in our Company	1	Nil	3.54	2.84
Total	**24,419,370**	-	-	1	-	**24.87**	**20.00**

(1) *All Equity Shares were fully paid-up at the time of allotment/transfer.*

(2) *Locked-in for a period of 18 months from the date of Allotment.*

(3) *Taking into account the Equity Shares issued pursuant to the Fresh Issue and the Equity Shares sold pursuant to the Offer for Sale, and subject to finalisation of the Basis of Allotment.*

The Promoters have given their consent to include such number of Equity Shares held by them as may constitute 20% of the fully diluted post-Offer Equity Share capital of our Company as the Promoters' Contribution and has agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner, the Promoter's contribution from the date of filing of the Draft Red Herring Prospectus, until the expiry of the lock-in specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

Our Company undertakes that the Equity Shares that are being locked-in will not be ineligible for computation of Promoters' Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. For details of the build-up of the share capital held by our Promoters, see "—*Build-up of Promoters' equity shareholding in our Company*" on page 89.

In this connection, we confirm the following:

(i) The Equity Shares offered towards minimum Promoter's contribution have not been acquired during the three immediately preceding years: (a) for consideration other than cash and revaluation of assets or capitalisation of intangible assets, or (b) arising from bonus issue by utilisation of revaluation reserves or unrealised profits of our Company or from a bonus issue against Equity Shares, which are otherwise ineligible for computation of Promoter's contribution;

(ii) The Equity Shares offered towards minimum Promoter's contribution have not been acquired by our Promoter during the year immediately preceding the date of the Red Herring Prospectus and this Prospectus at a price lower than the Offer Price;

(iii) Our Company has not been formed by the conversion of one or more partnership firms or a limited liability partnership firm into a company;

(iv) The Equity Shares forming part of the Promoter's contribution are not subject to any pledge; and

(v) As of the date of this Prospectus, all Equity Shares held by our Promoter are in dematerialised form.

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

In addition to the Equity Shares proposed to be locked-in as part of the minimum Promoter's contribution as stated above, as prescribed under the SEBI ICDR Regulations, the entire pre-Offer Equity Share capital of our Company (including any unsubscribed portion of the Offered Shares) will be locked-in for a period of six months from the date of Allotment of Equity Shares in the Offer except the following: (i) the Equity Shares that are held by any VCFs, AIF (category I or category II) or FVCI subject to the conditions set out in Regulation 17 of the SEBI ICDR Regulations, provided that such Equity Shares will be locked-in for a period of at least six months from the date of purchase by the VCFs, AIF (category I or category II) or FVCI.

Accordingly, all Equity Shares held by Ventureast Trustee Company Private Limited (acting on behalf of Ventureast Proactive Fund) as of the date of this Prospectus were locked-in for a period of six months from the date of purchase by Ventureast Trustee Company Private Limited (acting on behalf of Ventureast Proactive Fund) since The Technology Venture Fund (of which the Ventureast Proactive Fund is a scheme) is a VCF; (ii) any Equity Shares allotted to eligible employees of our Company (whether currently employees or not) under the ESOP Scheme and the employee stock option plan of 2017*; and (iii) the Equity Shares transferred pursuant to the Offer for Sale.

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* *Without taking into account the effect of the bonus issue in the ratio of 50 Equity Shares for every 1 Equity Share held in our Company pursuant to a resolution passed by our Board at their meeting dated July 28, 2022.*

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

Pursuant to Regulation 20 of the SEBI ICDR Regulations, details of locked-in Equity Shares will be recorded by relevant depositories.

Pursuant to Regulation 21 of the SEBI ICDR Regulations, the locked-in Equity Shares held by our Promoters may be pledged only with scheduled commercial banks or public financial institutions or a systemically important NBFC or a housing finance company as collateral security for loans granted by such scheduled commercial bank or public financial institution or systemically important NBFC or housing company, provided that specified conditions under the SEBI ICDR Regulations are complied with.

Pursuant to Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by our Promoters, which are locked-in in accordance with Regulation 16 of the SEBI ICDR Regulations, may be transferred to and among our Promoters and any member of the Promoter Group, or to a new promoter of our Company and the Equity Shares held by any persons other than our Promoters, which are locked-in in accordance with Regulation 17 of the SEBI ICDR Regulations, may be transferred to and among such other persons holding specified securities that are locked in, subject to continuation of the lock-in in the hands of the transferee for the remaining period and such transferee shall not be eligible to transfer them till the lock-in period in compliance with the SEBI Takeover Regulations, as applicable.

(e) *Lock-in of the Equity Shares to be Allotted, if any, to the Anchor Investors*

50% of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion will be locked-in for a period of 90 days from the date of Allotment, and the remaining 50% of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion will be locked-in for a period of 30 days from the date of Allotment.

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(vii) **Shareholding pattern of our Company**

The table below presents the equity shareholding pattern of our Company, as of the date of this 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 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 shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialised form (XIV)
								Number of Voting Rights			Total as a % of (A+B+C)			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
								Class e.g.: Equity Shares	Class e.g.: Others	Total								
(A)	Promoter and Promoter Group	2	56,865,000	-	-	56,865,000	57.91	56,865,000	-	56,865,000	57.91	-	57.91	-	-	-	-	56,865,000
(B)	Public	47	41,329,319	-	-	41,329,319	42.09	41,329,319	-	41,329,319	42.09	-	42.09	-		-	-	41,029,439
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-		-		-
(C1)	Shares underlying depository receipts	-	-	-	-	-	-	-	-	-	-	-	-	-		-		-
(C2)	Shares held by employee trusts	-	-	-	-	-	-	-	-	-	-	-	-	-		-		-
	Total	**49**	**98,194,319**	**-**	**-**	**98,194,319**	**100.00**	**98,194,319**	**-**	**98,194,319**	**100.00**	**-**	**100.00**	**-**	**-**	**-**	**-**	**97,894,439**

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(viii) **Details of equity shareholding of the major Shareholders of our Company:**

1. Set forth below are details of Shareholders holding 1% or more of the paid-up equity share capital of our Company, as of the date of this Prospectus.

S. No.	Name of Shareholder	Number of Equity Shares	Percentage of the pre-Offer equity share capital (%)
1.	Raj P Narayanam	47,685,000	48.56
2.	Zuzu Software Services Private Limited	17,476,992	17.80
3.	Avinash Ramesh Godkhindi	9,180,000	9.35
4.	VenturEast Proactive Fund LLC	7,285,375	7.42
5.	GKFF Ventures	4,243,200	4.32
6.	Ashish Rameshchandra Kacholia	1,829,269	1.86
7.	Bengal Finance & Investment Private Limited	1,829,269	1.86
8.	Valuequest S C A L E Fund	1,804,890	1.84
9.	VenturEast SEDCO Proactive Fund LLC	1,319,611	1.34
10.	Abhay Deshpande Raosaheb	1,239,837	1.26
11.	GKFF Capital	1,022,982	1.04
	Total	**94,916,425**	**96.65**

2. Set forth below are details of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, as of 10 days prior to the date of this Prospectus.

S. No.	Name of Shareholder	Number of Equity Shares	Percentage of the pre-Offer equity share capital (%)
1.	Raj P Narayanam	47,685,000	48.56
2.	Zuzu Software Services Private Limited	17,476,992	17.80
3.	Avinash Ramesh Godkhindi	9,180,000	9.35
4.	VenturEast Proactive Fund LLC	7,285,375	7.42
5.	GKFF Ventures	4,243,200	4.32
6.	Ashish Rameshchandra Kacholia	1,829,269	1.86
7.	Bengal Finance & Investment Private Limited	1,829,269	1.86
8.	Valuequest S C A L E Fund	1,524,390	1.55
9.	VenturEast SEDCO Proactive Fund LLC	1,319,611	1.34
10.	Abhay Deshpande Raosaheb	1,239,837	1.26
11.	GKFF Capital	1,022,982	1.04
	Total	**94,635,925**	**96.36**

3. Set forth below are details of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, as of one year prior to the date of this Prospectus.

S. No.	Name of Shareholder	Number of equity shares of face value of ₹1 each*	Percentage of the pre-Offer equity share capital* (%)
1.	Raj P Narayanam	47,685,000	51.71
2.	Zuzu Software Services Private Limited	18,306,960	19.85
3.	Avinash Ramesh Godkhindi	9,180,000	9.95
4.	VenturEast Proactive Fund LLC	5,870,100	6.37
5.	GKFF Ventures	4,243,200	4.60
6.	Sudhakar Tirunagari	1,887,000	2.05
7.	Abhay Deshpande Raosaheb	1,450,440	1.57
8.	VenturEast SEDCO Proactive Fund LLC	1,116,900	1.21
	Total	**89,739,600**	**97.31**

** Pursuant to share split with effect from July 27, 2022, our Company sub-divided the equity shares from ₹10 to ₹1 each. The table above does not reflect the effect of such share split.*

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4. Set forth below are details of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, as of two years, prior to the date of this Prospectus.

S. No.	Name of Shareholder	Number of equity shares of face value of ₹10 each*	Percentage of the pre-Offer equity share capital* (%)
1.	Raj P Narayanam	93,500	51.94
2.	Zuzu Software Services Private Limited	30,656	17.03
3.	Avinash Ramesh Godkhindi	18,000	10.00
4.	VenturEast Proactive Fund LLC	11,510	6.39
5.	GKFF Ventures	8,320	4.62
6.	Sudhakar Tirunagari	3,700	2.06
7.	Koteswara Rao Meduri	3,600	2.00
8.	Abhay Deshpande Raosaheb	2,844	1.58
9.	VenturEast SEDCO Proactive Fund LLC	2,190	1.22
	Total	**174,320**	**96.84**

** Pursuant to share split with effect from July 27, 2022, our Company sub-divided the equity shares from ₹10 to ₹1 each. The table above does not reflect the effect of such share split.*

(ix) **Details of the Shareholding of our Directors, our Key Managerial Personnel, our Senior Management, our Promoters and Promoter Group**

None of our Directors, our Key Managerial Personnel, our Senior Management, our Promoters and Promoter Group hold any Equity Shares in our Company as of the date of filing of this Prospectus other than as disclosed below.

S. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the pre- Offer share capital (%)	Percentage of the post-Offer share capital* (%)
Directors				
1.	Raj P Narayanam#	47,685,000	48.56	37.80^
2.	Avinash Ramesh Godkhindi#	9,180,000	9.35	6.27^
3.	Abhay Deshpande Raosaheb	1,239,837	1.26	1.02
4.	Prerna Tandon	10,000	0.01	0.01
Sub-Total		**58,114,837**	**59.18**	**45.10**
Key Managerial Personnel				
Nil				
Senior Management				
Nil				
Total		**58,114,837**	**59.18**	**45.10**

#Raj P Narayanam and Avinash Ramesh Godkhindi are also the Promoters of the Company.

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

^ Taking into account the Equity Shares issued pursuant to the Fresh Issue and the Equity Shares sold pursuant to the Offer for Sale.

(x) **Employee Stock Option Scheme**

Our Company instituted the ESOP Scheme, pursuant to the resolution passed by our Board of Directors in its meeting held on September 26, 2022 and by our Shareholders at their meeting held on September 27, 2022, respectively. The ESOP Scheme is compliant with the SEBI SBEBSE Regulations. The ESOP Scheme was recently amended pursuant to resolutions passed by our Board of Directors in its meeting held on November 19, 2022 and our Shareholders at their meeting held on November 21, 2022.

The details of the ESOP Scheme as certified by P R S V & Co. LLP, Chartered Accountants, Chartered Accountants, through a certificate dated September 18, 2023 are as follows:

Particulars	Details		
Options granted	**Financial period**	**Total no. of Options granted**	**Resultant number of Equity Shares**
	Fiscal 2021	Nil	Nil
	Fiscal 2022	Nil	Nil
	Fiscal 2023	2,423,369	2,423,369

	For the period commencing from April 1, 2023 until the date of this Prospectus	Nil	Nil
Options vested (including exercised)	**Financial period**	**Total no. of Options vested**	**Resultant number of Equity Shares**
	Fiscal 2021	Nil	Nil
	Fiscal 2022	Nil	Nil
	Fiscal 2023	Nil	Nil
	For the period commencing from April 1, 2023 until the date of this Prospectus	Nil	Nil
Options exercised	**Financial period**		**Total no. of Options exercised**
	Fiscal 2021		Nil
	Fiscal 2022		Nil
	Fiscal 2023		Nil
	For the period commencing from April 1, 2023 until the date of this Prospectus		Nil
Exercise price of options (₹)	₹1 per Equity Share for 1,248,511 options and ₹271 per Equity Share for 1,174,858 options		
Options vested and not exercised	**Financial period**	**Total no. of Options vested and not exercised**	**Resultant number of Equity Shares**
	Fiscal 2021	Nil	Nil
	Fiscal 2022	Nil	Nil
	Fiscal 2023	Nil	Nil
	For the period commencing from April 1, 2023 until the date of this Prospectus	Nil	Nil
The total number of Equity Shares arising as a result of exercise of options	**Financial period**	**Total no. of Options exercised**	**Resultant number of Equity Shares**
	Fiscal 2021	Nil	Nil
	Fiscal 2022	Nil	Nil
	Fiscal 2023	Nil	Nil
	For the period commencing from April 1, 2023 until the date of this Prospectus	Nil	Nil
Options forfeited or lapsed	**Financial period**	**Number of Options**	**Resultant number of Equity Shares**
	Fiscal 2021	Nil	Nil
	Fiscal 2022	Nil	Nil
	Fiscal 2023	463,638	463,638
	For the period commencing from April 1, 2023 until the date of this Prospectus	170,928	170,928
Vesting period (from date of grant)	12 months to 48 months		
Variation of terms of options	Exercise price is ₹1 per Equity Share for 1,248,511 options and ₹271 per Equity Share for 1,174,858 options, for different employees.		
Money realised by exercise of options	**Financial period**		**Amount** *(₹ million)*
	Fiscal 2021		Nil
	Fiscal 2022		Nil
	Fiscal 2023		Nil
	For the period commencing from April 1, 2023 until the date of this Prospectus		Nil
Total number of options in force	**Financial period**	**Total no. of Options in force**	**Resultant number of Equity Shares**
	Fiscal 2021	Nil	Nil
	Fiscal 2022	Nil	Nil
	Fiscal 2023	1,959,731	1,959,731
	For the period commencing from April 1, 2023 until the date of this Prospectus	1,788,803	1,788,803

Employee-wise detail of options granted to:

(i) Key Managerial Personnel	**Name of the KMP to whom Options were**	**No. of Options**	**Number of Options outstanding as of**	**Resultant number of Equity Shares**

<table>
<tr><td></td><td><table>
<tr><th>granted</th><th>granted</th><th>the date of this Prospectus</th><th>out of outstanding Options</th></tr>
<tr><td>Venkata Aditya Kumar Grandhi</td><td>27,701</td><td>27,701</td><td>27,701</td></tr>
<tr><td>Hari Priya</td><td>27,701</td><td>27,701</td><td>27,701</td></tr>
</table></td></tr>
<tr><td>(ii) Senior Management</td><td>Nil</td></tr>
<tr><td>(iii) Any other employee who received a grant in any one year of options amounting to 5% or more of the options granted during the year</td><td><table>
<tr><th>Name of the employee to whom Options were granted</th><th>No. of Options granted</th><th>No. of Options outstanding as of March 31, 2023</th><th>Resultant number of Equity Shares out of outstanding Options</th></tr>
<tr><td colspan="4">Nil</td></tr>
</table></td></tr>
<tr><td>(iv) Identified employees who were granted options during any one year equal to/exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant</td><td><table>
<tr><th>Name of the employee to whom Options were granted</th><th>No. of Options granted</th><th>No. of Options outstanding as of March 31, 2023</th><th>Resultant number of Equity Shares out of outstanding Options</th></tr>
<tr><td colspan="4">Nil</td></tr>
</table></td></tr>
<tr><td>Fully diluted EPS pursuant to issue of equity shares on exercise of options in accordance with the relevant accounting standard on EPS</td><td>For the period ending March 31, 2023, EPS was ₹2.48 and fully diluted EPS pursuant to issuance of ESOPs is ₹2.46.</td></tr>
<tr><td>Lock-in</td><td>The Equity Shares issued upon exercise of options shall not be subject to any lock-in period restriction after such issue except as required under the applicable laws including under the SEBI ICDR Regulations, or code of conduct framed, if any, by our Company after listing under the SEBI Insider Trading Regulations.</td></tr>
<tr><td>Difference, if any, between employee compensation cost calculated using the intrinsic value of stock options and the employee compensation cost calculated on the basis of fair value of stock options and its impact on profits and on the EPS – (face value ₹1 per equity share)</td><td><table>
<tr><th>Strike Price</th><th>Intrinsic value*</th><th>Fair value of option using Black Scholes method#</th></tr>
<tr><td>₹1 per Equity Share</td><td>₹360.00 per option</td><td>₹360.52 per option</td></tr>
<tr><td>₹271 per Equity Share</td><td>₹90.00 per option</td><td>₹236.59 per option</td></tr>
</table>
*As per share valuation report dated September 27, 2022 from Seemant Shrivastav, registered valuer, Mumbai.
As per report dated December 1, 2022 from Seemant Shrivastav, registered valuer, Mumbai.
For the period ending March 31, 2023, ESOP related expenses were ₹14.41 crore and impact on EPS was ₹0.02. </td></tr>
<tr><td>A description of the method and significant assumptions used during the year to estimate the fair values of options, including weighted average information</td><td><table>
<tr><th>Particulars</th><th>Grants</th></tr>
<tr><td>Expected volatility (%)</td><td>23.42</td></tr>
<tr><td>Expected life (years)</td><td>10</td></tr>
<tr><td>Risk-free interest rate (%)</td><td>7.32</td></tr>
<tr><td>Price of underlying Equity Shares (₹)</td><td>361 per Equity Share</td></tr>
</table></td></tr>
<tr><td>Impact on profit and EPS – (face value ₹1 per equity share) of the last three years if the accounting policies prescribed in the SEBI SBEBSE Regulations had been followed in respect of options granted in the last three years</td><td><table>
<tr><th>Period</th><th>Impact on profit</th><th>Impact on EPS</th></tr>
<tr><td></td><td>(₹ million)</td><td>(₹)</td></tr>
<tr><td>Fiscal 2021</td><td>Nil</td><td>Nil</td></tr>
<tr><td>Fiscal 2022</td><td>Nil</td><td>Nil</td></tr>
<tr><td>Fiscal 2023</td><td>144.13</td><td>0.02</td></tr>
</table></td></tr>
<tr><td>Intention of the Key Managerial Personnel, Senior Management and wholetime directors who are holders of equity shares allotted on exercise of options granted to sell their equity shares within three-months after the date of listing of equity shares pursuant to the Offer</td><td>Nil</td></tr>
<tr><td>Intention to sell equity shares arising out of the employee stock option plan within three-months after the listing of</td><td>Nil</td></tr>
</table>

equity shares, by Directors, senior management personnel and employees having equity shares arising out of an employee stock option scheme, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)	

(xi) As of the date of this Prospectus, other than outstanding stock options under the ESOP Scheme, there are no outstanding warrants, options, debentures, loans or other instruments convertible into Equity Shares.

(xii) As of the date of this Prospectus, none of the BRLMs or their respective associates, as defined in the SEBI Merchant Bankers Regulations, hold any Equity Shares in our Company.

(xiii) Our Company, our Directors and the BRLMs have not entered into any buy-back arrangements for purchase of Equity Shares to be allotted pursuant to the Offer.

(xiv) As of the date of this Prospectus, our Company does not have any partly paid-up Equity Shares and all Equity Shares Allotted in the Offer will be fully paid-up at the time of Allotment.

(xv) There will not be any 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 submission of the Draft Red Herring Prospectus with the SEBI until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded, as the case may be, other than in connection with: (i) the Offer (including the Pre-IPO Placement); or (ii) any issue of Equity Shares pursuant to exercise of options granted or grant of further options under the ESOP Scheme.

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

(xvii) None of our Promoters, any members of our Promoter Group, our Directors or any of their relatives have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Prospectus other than as disclosed below.

S. No.	Name of the Shareholder	Date of acquisition/ transfer	Number of Equity Shares	Nature of acquisition/ transfer
Directors				
1.	Abhay Deshpande Raosaheb	August 29, 2023	210,603	Transfer to Warmond Fiduciary Services Limited
2.	Prerna Tandon	September 12, 2023	10,000	Transfer from Rajsekhar Gopisetti

(xviii) Our Company presently does not intend or propose and is not under negotiations or considerations 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, directly or indirectly for Equity Shares) whether on a preferential basis or by way of issue of bonus shares or on a rights basis or by way of further public issue of Equity Shares or qualified institutions placements or otherwise. Provided, however, that the foregoing restrictions do not apply to: (a) the issuance of any Equity Shares under the Offer; and (b) any grant of employee stock options under the ESOP Scheme and/or issuance of Equity Shares pursuant to the exercise of employee stock options under the ESOP Scheme.

(xix) No person connected with the Offer, including but not limited to, our Company, the members of the Syndicate, our Directors, Promoters or the members of our Promoter Group, shall offer in any manner whatsoever any incentive, whether direct or indirect, in cash, in kind or in services or otherwise to any Bidder for making a Bid.

(xx) As of the date of filing of this Prospectus, the total number of holders of the Equity Shares is 49.

(xxi) There have been no transactions in the Equity Shares by our Promoters and members of our Promoter Group during the period between the date of filing of the Draft Red Herring Prospectus and the date of closure of the Offer that were required to be reported to the Stock Exchanges within 24 hours of the transactions.

OBJECTS OF THE OFFER

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

Offer for Sale

The Selling Shareholders, i.e., Raj P Narayanam, Avinash Ramesh Godkhindi, VenturEast Proactive Fund LLC, VenturEast SEDCO Proactive Fund LLC, Ventureast Trustee Company Private Limited (acting on behalf of Ventureast Proactive Fund), GKFF Ventures, Zuzu Software Services Private Limited and Koteswara Rao Meduri will be entitled to their respective portion of the proceeds of the Offer for Sale after deducting their respective proportion of 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. For further details, see "*—Offer Expenses*" on page 106.

Fresh Issue

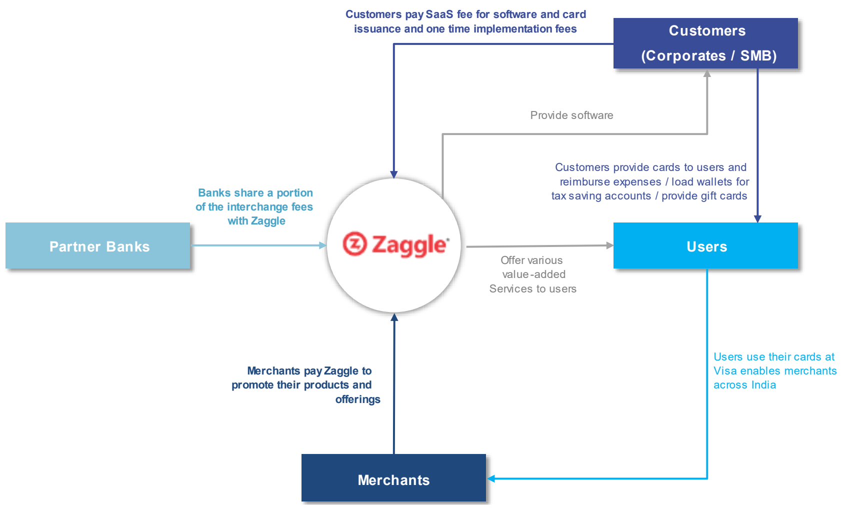
The fund requirements below are based on our internal management estimates and have not been appraised by any bank or financial institution.

Requirement of Funds

We operate in a segment where we interact and interface with our Customers (i.e., businesses) and end Users (i.e., employees) and are among a small number of uniquely positioned players with a diversified offering of financial technology ("**fintech**") products and services, having one of the largest number of issued prepaid cards in India in partnership with certain of our banking partners (which constituted approximately 16.0% of India's total prepaid transaction volume, as of March 31, 2023), a diversified portfolio of software as a service ("**SaaS**"), including tax and payroll software, and a wide touchpoint reach (*Source: Frost & Sullivan Report*). We are a leading player in spend management, with more than 50 million prepaid cards issued in partnership with banking partners and more than 2.27 million users served, as of March 31, 2023. We offer a differentiated value proposition and diversified user base (*Source: Frost & Sullivan Report*). We are placed at the intersection of the SaaS and fintech ecosystems, and our SaaS platform is designed for: (i) business spend management (including vendor management and expense management); (ii) rewards and incentives management for employees and channel partners; and (iii) gift card management for merchants, which we refer to as CEMS. We cater to corporates and SMBs and start-ups across India.

Our business and growth strategies include, among others: (1) continue to increase our Customer base of corporate accounts, SMB accounts, start-ups and merchants; (2) continue to scale and expand by increasing User penetration and cross selling within our existing Customer base; (3) continue to innovate to introduce new products and use cases; and (4) leverage strategic partnerships with financial institutions and merchants. For further details, see "*Our Business—Strategies*" on page 154.

Set forth below is a depiction of our multimodal revenue streams and customer acquisition.



Our products and services were used by 2,411 Customers as of March 31, 2023. As of March 31, 2023, March 31, 2022 and March 31, 2021, our average User base per business was 943, 983 and 828 Users, respectively. As of March 31, 2023, our aggregate User base comprised 2,274,138 Users. In Fiscal 2023, India's workforce was estimated to be approximately 528.0 million, of which only approximately 17.00% accessed the credit market. From 2018 to 2023 approximately 55.9 million new subscribers joined the Employees' Provident Fund scheme (*Source: Frost & Sullivan

Report), giving us significant opportunities and headroom for future growth. India's digital payments industry is expected to grow at a CAGR of approximately 22.0% from 2023 to 2027 (*Source: Frost & Sullivan Report*).

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

1. Expenditure towards Customer acquisition and retention;
2. Expenditure towards development of technology and products;
3. Repayment or prepayment of certain borrowings, in full or part, availed by our Company; and
4. General corporate purposes,

(collectively, the "**Objects**", and each an "**Object**").

In addition to the above-mentioned Objects, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges.

The main objects and objects incidental and ancillary to the main objects set out in the Memorandum of Association enable us: (i) to undertake our existing business activities and other activities set out therein; and (ii) to undertake the activities proposed to be funded from the Net Proceeds.

Net Proceeds

Set forth below is a summary of details of the net proceeds from the Fresh Issue (*i.e.*, after deducting the Offer related expenses in relation to the Fresh Issue) (the "**Net Proceeds**").

Particulars	**Amount**
	(₹ million)
Gross proceeds of the Fresh Issue[(1)]	3,920.00
(Less) Offer related expenses in relation to the Fresh Issue[(2)]	298.18
Net Proceeds	3,621.82

[(1)] *After adjusting for the Pre-IPO Proceeds, the funds from which will be fully utilised toward general corporate purposes.*
[(2)] *For details, see "—Offer expenses" on page 106.*

Utilisation of Net Proceeds

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

Particulars	**Amount**
	(₹ million)
Expenditure towards Customer acquisition and retention	3,000.00
Expenditure towards development of technology and products	400.00
Repayment or prepayment of certain borrowings, in full or part, availed by our Company	170.83
General corporate purposes[(1)(2)]	50.99
Net Proceeds[(1)]	3,621.82

[(1)] *The amount utilised for general corporate purposes shall not exceed 25% of the gross proceeds of the Fresh Issue.*
[(2)] *The Pre-IPO Proceeds will be fully utilised toward general corporate purposes. The balance amount, to the extent available, earmarked for general corporate purposes, will be utilised by our Company from the Net Proceeds.*

Proposed schedule of implementation and deployment of Net Proceeds

We propose to deploy the Net Proceeds towards the Objects in accordance with the estimated schedule of implementation and deployment of funds, as set forth in the table below.

Particulars	**Estimated utilisation from Net Proceeds**	**Estimated schedule of deployment of Net Proceeds in Fiscal**		
		2024	**2025**	**2026**
	(₹ million)			
Expenditure towards Customer acquisition and retention	3,000.00	1,200.00	1,000.00	800.00
Expenditure towards development of technology and products	400.00	125.00	150.00	125.00
Repayment or prepayment of certain borrowings, in full or part, availed by our Company	170.83	170.83	-	-

Particulars	Estimated utilisation from Net Proceeds	Estimated schedule of deployment of Net Proceeds in Fiscal		
		2024	2025	2026
	(₹ million)			
General corporate purposes(1)(2)	50.99	50.99	-	-
Total	**3,621.82**	**1,546.82**	**1,150.00**	**925.00**

(1) *The amount utilised for general corporate purposes shall not exceed 25% of the gross proceeds of the Fresh Issue.*

(2) *The Pre-IPO Proceeds will be fully utilised toward general corporate purposes. The balance amount, to the extent available, earmarked for general corporate purposes will be utilised by our Company from the Net Proceeds.*

In accordance with the business needs and future plans of our Company, we intend to deploy the Net Proceeds towards the Objects (including towards general corporate purposes, to the extent available) over the next three Fiscals from listing of the Equity Shares pursuant to the Offer. However, the actual deployment of funds will depend on a number of factors, including the timely completion of the Offer, general economic conditions and other factors beyond our control such as consumer confidence, inflation, foreign exchange rates, employment and disposable income levels, demographic trends, technological changes, changing customer preferences, increasing regulations or changes in government policies, geopolitical conditions, competitive landscape, as well as general factors affecting our business, results of operations, financial condition and access to capital such as credit availability, inflationary trends and interest rate levels. Depending upon such factors, we may have to reduce or extend the deployment period for the stated Objects beyond the estimated three Fiscals, at the discretion of our Board, and in accordance with applicable laws. Further, our Company may decide to accelerate the estimated Objects ahead of the schedule specified above. To the extent our Company is unable to utilise any portion of the Net Proceeds towards the Objects within the Fiscals as contemplated above, our Company will deploy the unutilised portion of such Net Proceeds (in part or full) in the subsequent periods for such purpose as may be determined by our Company, in accordance with applicable laws.

For details, see "*Risk Factors—19. Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been appraised by any bank or financial institution and our management will have broad discretion over the use of the Net Proceeds. Utilisation of Net Proceeds may be subject to change based on various factors, some of which are beyond our control. Further, any variation in the utilisation of the Net Proceeds from the terms and conditions as disclosed in this Prospectus shall be subject to certain compliance requirements, including prior Shareholders' approval.*" on page 45.

The above fund requirements are based on our internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to revisions in light of changes in costs, our financial condition, our business operations or growth strategy or external circumstances which may not be in our control.

For further information on factors that may affect our internal management estimates, see "*Risk Factors—19. Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been appraised by any bank or financial institution and our management will have broad discretion over the use of the Net Proceeds. Utilisation of Net Proceeds may be subject to change based on various factors, some of which are beyond our control. Further, any variation in the utilisation of the Net Proceeds from the terms and conditions as disclosed in this Prospectus shall be subject to certain compliance requirements, including prior Shareholders' approval.*" on page 45.

In case of any surplus after utilisation of the Net Proceeds towards the aforementioned Objects, we may use such surplus towards general corporate purposes (to the extent available), provided that the total amount to be utilised towards general corporate purposes does not exceed 25% of the gross proceeds of the Fresh Issue, in accordance with applicable law.

Means of finance

The fund requirements for the Objects are proposed to be met from the Net Proceeds and our cash reserves. 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 cash reserves as required under Regulation 7(1)(e) the SEBI ICDR Regulations.

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Details of the Objects

1. **Expenditure towards Customer acquisition and retention**

We propose to invest ₹3,000.00 million out of the Net Proceeds for expenditure towards Customer acquisition and retention over the course of the next three Fiscals, which is not consistent with the level of our expenditure towards Customer acquisition and retention in historical periods. Our banking partners earn fees (including interchange fees) which are spend-based fees earned for the transactions carried out by the Users of prepaid cards at offline and/or online outlets. Based on the contractual agreements entered into with our banking partners, we receive a portion of such fees (which are largely earned as a percentage of the spending levels on a prepaid card) earned by them. As a result, a significant portion of our revenue from operations is linked to the spending levels by Users on our prepaid cards. We intend to continue to leverage our relationships with our banking partners and Customers, and invest in business promotion to acquire new corporate and SMB Customers and offer incentives and cash back in order to continue to increase our User base and Program Fee income and consequently drive adoption and spend.

Incentives are typically in the nature of additional promotional expense on 'Save' and 'Propel' cards given to end Users to promote card spends. Incentives are driven by follow-up efforts by us with the end Users to promote balance utilisation in order to enhance Customer satisfaction and to drive spends which contributes to our revenue. Incentives offered by way of cash backs are recognised as expense at the time of loading of such cash back to the cards. In addition, incentives are recognised as expense when the awarded points are redeemed for vouchers or coupons. We incur these expenses for Customer acquisition, creating merchant awareness, driving spend by our current User base and in connection with our cross-selling and up-selling activities. By introducing incentives, reward and recognition programs, merchant discounts, partnering with new online/offline merchant partners and aggregators, and expanding our payment capabilities, we continuously work to drive spending levels among our Users, which have their resultant impact on our Program Fee income. We have historically made investments towards, and intend to continue to invest in, acquiring and retaining our Customers through various initiatives, including business promotion, incentives and cash back.

For further details, see "*—A. Customer Acquisition and Retention Cost*", "*—B. Acquisition and Retention Cost per Customer*" and "*—C. Cash back expense per ₹1 earned from revenue from operations*" in the table set out below.

We also incur advertisement and business promotion expense to attract new Customers and Users, which together with incentives and cash backs, constitute our Customer Acquisition and Retention Costs. Business promotion costs are incurred to reach out to new as well as existing Customers, in order to strengthen our engagement with them as well as promote our services and drive User spends. Our business promotion expenses include expenses towards brand awareness programmes, coupons, giveaway gifts, displays and exhibitions, client engagement activities and advertisement and digital marketing. We intend to continue our focus on sales, promotion and advertising activities. For details of historically incurred expenditure, see "*—E. Expenses towards business promotion*" in the table set out below.

Set forth below are some of our key metrics for expenditures made by us towards business promotion and Customer acquisition and retention.

S. No.	**Metric**	**Fiscal 2023**	**Percentage change over prior Fiscal**	**Fiscal 2022**	**Percentage change over prior Fiscal**	**Fiscal 2021**
		(₹ million)	*(%)*	*(₹ million)*	*(%)*	*(₹ million)*
A.	Customer Acquisition and Retention Cost[(1)]	327.40	76.18	185.83	36.47	136.17
B.	Acquisition and Retention Cost per Customer[(2)]	0.50	78.57	0.28	40.00	0.20
C.	Cash back expense per ₹1 earned from our revenue from operations[(3)]	0.18	(42.87)	0.32	(44.83)	0.58
D.	Expenses towards incentives and cash back[(4)]	1,002.01	(14.83)	1,176.43	(14.77)	1,380.31
E.	Expenses towards business promotion	200.64	54.73	129.67	13.64	114.11

(1) Customer Acquisition and Retention Cost refers to digital marketing campaign costs, business promotion costs, feet on the street (FOS) and strategic partnership team salaries costs and other advertisement and marketing costs incurred for all the new customers added in the business in the period.

(2) Acquisition and Retention Cost per Customer is calculated as Customer Acquisition and Retention Cost divided by the number of new Customers added during the period.

(3) Cash back expense per ₹1 earned from revenue from operations is calculated as revenue from operations divided by expenses towards incentives and cash back.

(4) While we experienced an increase in our User base in Fiscal 2022, there was a shift in User behaviour in Fiscals 2022 and 2023 resulting in an increase in offline transactions leading to lower interchange fees in Fiscal 2023. We, therefore, limited the incentives and cash backs offered to our Users in Fiscals 2022 and 2023, in order to maintain our profitability.

For further details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Principal Factors Affecting our Financial Condition and Results of Operations—Impact of Customer Acquisition and Retention Costs*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Fiscal 2023 compared to Fiscal 2022—Expenses—Other expenses*" on pages 257 and 272, respectively.

In addition to promotions and incentives, expansion of our Customer and User base is also typically driven by adoption of our products by other departments within the organisation, movement of Customers to a variety of our existing products and third-party products that help increase User base penetration and loyalty towards our brand. Our multi-product platform offers significant cross-sell opportunities such as insurance, investments, loans, credit cards and purchase cards. We intend to continue to further penetrate the SMB and start-up segment in India, with 151 new SMB accounts and 30,540 new Users in the SMB category being added in the Fiscal 2023, leveraging industry tailwinds, and the post-COVID-19 increase in digitization and adoption of new methods of operating our business.

While we expect our expenses towards business promotion, incentives and cash back to increase as we grow along with our User base, maintaining and improving our business promotion and Customer acquisition strategies may involve expenditures in certain financial periods which may be disproportionate to the revenues generated and Customers acquired in that period. There is risk of increased cost of acquiring new consumers and retaining existing Customers through business promotion, incentive and cash back due to heightened competition. If consumer conversion rates are not commensurate with our expenditure, our expenditure may be disproportionate to our returns on such investments.

Also see "*Risk Factors—20. One of our objects of the Offer is expenditure towards Customer acquisition and retention, the outcome of which cannot be ascertained. Further, our marketing efforts may not attract additional Customers on a cost-effective basis, or we may be unable to manage our marketing and advertising expenses.*" on page 46.

2. **Expenditure towards development of technology and products**

We consider our technology platform to be a key enabler and pillar to our business strategy. Since inception, we have expanded our offerings from 'corporate gifting' to 'digitizing corporate gifting' to 'reward and recognition of employees and channel partners of businesses', from 'employee tax benefits' to 'employee reimbursement' to 'employees' expense management solutions' to addressing a variety of spends that businesses incur including 'vendor payments' to 'reselling of software to banks and financial institutions'. In recent years, we also expanded our offerings from providing a SaaS platform of business spend management software to CEMS and corporate purchase and credit cards.

We plan to extend our technology platform with a view that the continued efforts of our technology team could offer a higher value proposition for certain Customers and could result in an increased adoption of our products by both new and existing Customers. We plan on investing in technical teams with relevant skill-sets to build, support, manage and enhance our existing products and also build new products which will allow us to address a wider spectrum of spends that businesses incur, invest in the required tools and platforms to improve our existing products and develop new products. In September 2022, we launched 'Zoyer' to provide our Customers with an integrated and seamless experience while covering a broad range of business spends, and we continue to build such new products.

We plan to continue scaling our offerings through effective cross-sell and up-sell opportunities and have a systematic "land-and-expand" framework to offer additional products to our existing Customers. For instance, we introduced "Zaggle Integration Gateway (ZIG)" during Fiscal 2023. Our wide Customer base and partnerships with banking partners, financial institutions and merchants provides us the ability to cross-sell and up-sell our products and services to a large User base.

In order to grow, we need to invest in our product development and technology and create new and differentiated products. We intend to utilise an aggregate amount of ₹400.00 million between Fiscals 2024 and 2026 from the Net Proceeds towards expenditure on development of technology and products, which is not consistent with the level of our expenditure towards development of technology and products in historical periods.

The key factors which contribute to our R&D cost, and towards which the Net Proceeds may be utilised, include:

(a) product and technology personnel for conceptualizing, designing and building the products; and

(b) hardware and software products such as laptops, security servers and cloud solutions, among other things, through which our products are built.

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Set forth below are our expenditures towards R&D and purchase of computer systems and equipment.

S. No.	Particulars	As of and for the financial year ended March 31,		
		2023	2022	2021
		(₹ million)		
A.	R&D costs[(1)]	151.04	40.00	0.50[(2)]
B.	Computer systems and equipment expenditure	9.12	11.57	0.22

[(1)] *Capitalised in accordance with Ind AS 26, towards the development of Save, Propel and Zoyer.*

[(2)] *We did not capitalise research and development costs during Fiscal 2021 as a result of our product development cycle.*

(a) R&D costs towards product and technology personnel

In order to meet the demand of our Customers and to develop and introduce newer products, we employ personnel with the necessary skills and experience in our product development team who help us develop, manage and maintain our platforms. Our technology team has played a pivotal role in these enhancements to our platform and product offerings. As of March 31, 2023, we employed 98 employees in our product development and information technology teams. Our R&D costs primarily comprise payroll costs for employees in our product development and information technology teams. Given the competition for skilled technology and data personnel in the Indian market, and specifically in the industry in which we operate, hiring and retaining appropriate personnel requires significant infusion of funds and resources. For details of historically incurred expenditure, see "*—A. R&D costs*" in the table set out above. The development and introduction of these new products has contributed, in part, to an increase in our Customers and Users. We added 685, 665 and 670 new Customers in Fiscals 2023, 2022 and 2021, respectively.

For further details, see "*Our Business—Our Business Operations—Research and Development*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Principal Factors Affecting our Financial Condition and Results of Operations—Research and development costs*" on pages 161 and 256, respectively.

(b) Purchase of hardware products

We intend to utilise ₹100.00 million between Fiscals 2024 and 2026 from the Net Proceeds towards investment in hardware such as laptops for our existing and new employees and security servers required to support our business operations. For details of historically incurred expenditure, see "*—B. Computer systems and equipment expenditure*" in the table set out above.

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

S. No.	Particulars	Total estimated costs*	Percentage of total estimated costs	Quotation received from	Date of quotation
		(₹ million)	*(%)*		
Laptops					
1.	500 (Dell Latitude 5430 and Apple Z16S – 13-inch MacBook Pro)	72.83[(1)]	68.82	Sniper Systems & Solutions Private Limited	August 21, 2023
Security Server					
2.	One each of: (i) PayShield 10K ethernet hardware platform; (ii) PayShield premium package – 2500 CPS; (iii) remote PayShield manager license; (iv) PayShield manager starter kit; and (v) PS10K-LMK Cards (pack of six)	32.99[(2)]	31.18	Exclusive Network Sales India Private Limited	August 22, 2023

* *All quotations received from the above suppliers are valid as of the date of this Prospectus.*

[(1)] *This estimated cost includes GST.*

[(2)] *This estimated cost includes costs in relation to one time installation and enhanced support for three years and does not include GST. Any additional costs on account of GST will be paid from the Net Proceeds proposed to be utilised towards funding this Object.*

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 growth strategy and associated investments are, and will continue to be, subject to multiple internal and external factors such as technological advancements, changes in Customer or User preferences and applicable business requirements for investments in newer technology infrastructure and towards complementary and ancillary business offerings in order to compete effectively.

3. **Repayment or prepayment of certain borrowings, in full or part, availed by our Company**

Our Company has entered into certain financing arrangements with banks, which include term loans, working capital loans, overdraft facilities, home loans and vehicle loans. As of March 31, 2023, our total outstanding borrowings were ₹900.33 million. Our Company proposes to utilise an estimated amount of ₹170.83 million from the Net Proceeds towards repayment or prepayment of a term loan availed by our Company and accrued interest thereon.

We believe that such repayment/ pre-payment will help reduce our outstanding indebtedness, debt servicing costs and enable utilisation of our internal accruals for further investment in the growth and expansion of our business. Additionally, we believe that such reduction of our outstanding indebtedness will improve our ability to raise further resources in the future to fund our potential business development opportunities.

The following table provides details of borrowings availed by our Company, which are currently proposed to be fully or partially repaid or pre-paid up to the extent of ₹170.83 million from the Net Proceeds:

Name of the lender	ICICI Bank Limited**
Nature of borrowing	Term loan
Details of the facility agreement / credit arrangement letter	Facility agreement entered into between ICICI Bank Limited and our Company dated December 27, 2021, as amended and supplemented by the agreement dated August 12, 2022. Credit arrangement letter dated December 23, 2021, as amended by the letter dated December 28, 2021.
Purpose for which loan was sanctioned and utilised*	Redemption of optionally convertible debentures which our Company had issued to Orbis Capital Limited***
Amount sanctioned *(₹ million)*	250.00
Amount outstanding as of March 31, 2023 *(₹ million)*	187.50
Interest rate	3.50% per annum over the repo rate (*i.e.*, 10.00% per annum as of March 31, 2023)
Repayment schedule	60 equal monthly instalments
Pre-payment penalty	Nil
Tenure of borrowing	5 years

** In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, the Company has obtained a certificate dated September 18, 2023 from the Joint Statutory Auditors certifying that the borrowings have been utilised towards the purposes for which such borrowings were availed.*

*** ICICI Securities Limited is appointed as a Book Running Lead Manager to the Offer and is an associate of our lender, namely ICICI Bank Limited. However, on account of this relationship, ICICI Securities Limited does not qualify as an associate of our Company in terms of Regulations 21(A)(1) of the SEBI Merchant Bankers Regulations and read with Regulation 23(3) of the SEBI ICDR Regulations. Further, in this connection, please note that the loan provided by ICICI Bank Limited to our Company is part of their ordinary course of lending business. Accordingly, we do not believe that there is any conflict of interest in terms of the SEBI Merchant Bankers Regulations, as amended, or any other applicable SEBI regulations.*

**** Our Company had issued optionally convertible debentures of face value of ₹0.10 million and aggregating to ₹250 million, proceeds from which were utilised for our general business purposes and funding of our working capital expenditure.*

For further details, see "*Financial Indebtedness*" on page 243 and "*Risk Factors—21. A portion of the Net Proceeds may be utilised for repayment or pre-payment of loans taken from ICICI Bank Limited, which is an affiliate of one of our BRLMs.*" on page 47.

In the event that there are any prepayment penalties required to be paid under the terms of the relevant financing agreements, such prepayment penalties shall be paid by us out of our internal accruals. We have taken, and will take, such provisions into consideration while deciding repayment and/or prepayment of loans from the Net Proceeds.

Our aggregate outstanding debt may vary from time to time consistent with our business cycle and we may, in accordance with the relevant repayment schedule, repay or refinance some of the aforementioned debt prior to Allotment. Further, we could also avail additional borrowings after the date of this Prospectus and/or draw down further funds under our loan facilities from time to time. Accordingly, in case the aforementioned debt is pre-paid or further drawn-down prior to the completion of the Offer, we may utilise the Net Proceeds towards repayment or prepayment of such additional indebtedness, along with suitable updates to the aforementioned disclosure. In case we are unable to utilise the Net Proceeds until the due date for repayment of the aforementioned debt, the funds earmarked for such repayment may be utilised for payment of future instalments of the aforementioned debt or other loan for an amount not more than the amount mentioned above.

For the purposes of the Offer, we have obtained the necessary consent from the lender as is required under the relevant loan documentation for undertaking activities in relation to this Offer, including consequent actions, such as change in the capital structure, change in shareholding pattern of our Company and amendments to the Articles of Association of our Company, among other things.

4. ***General corporate purposes***

The Net Proceeds will first be utilised for expenditure towards Customer acquisition and retention, expenditure towards development of technology and products and repayment or prepayment of certain borrowings, in full or part, availed by our Company, in the manner as set out in this section. Our Company proposes to deploy the balance Net Proceeds, aggregating to ₹50.99 million, towards general corporate purposes and the business requirements of our Company, provided however, that the Net Proceeds proposed to be deployed towards general corporate purposes does not exceed 25% of the gross proceeds of the Fresh Issue, in compliance with the SEBI ICDR Regulations. The Pre-IPO Proceeds will be fully utilised toward general corporate purposes, and the Net Proceeds proposed to be deployed towards general corporate purposes has been adjusted accordingly.

The general corporate purposes for which our Company proposes to utilise Net Proceeds and Pre-IPO Proceeds include, but are not restricted to, funding any shortfall in any of the abovementioned Objects, purchase or building up of fixed assets, repairs and maintenance and meeting other capital expenditure requirements, acquisitions or strategic initiatives, strengthening marketing capabilities, investment to expand our presence outside India, interest payments and other debt servicing costs and working capital requirements incurred in the ordinary course of business including salaries and wages, general and administrative expenses and ongoing general corporate contingencies. In addition to the above, our Company may utilise the Net Proceeds towards other purposes considered expedient and as may be approved periodically by our Board or a duly appointed committee thereof from time to time, subject to compliance with applicable law, including provisions of the Companies Act. Our Company's management shall have flexibility in utilizing surplus amounts, if any, as may be approved by the Board or a duly appointed committee from time to time. In case of variation in the actual utilisation of funds designated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, which are not applied to the other purposes set out above.

Offer expenses

The total expenses related to the Offer are estimated to be approximately ₹415.86 million, which include estimated expenses in relation to the Fresh Issue of approximately ₹298.18 million.

The Offer related expenses primarily include fees payable to the BRLMs and legal counsel, fees payable to the Auditors, brokerage and selling commission, underwriting commission, commission payable to Registered Brokers, RTAs, CDPs, SCSBs' fees, Sponsor Banks' 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 (i) listing fees which shall be solely borne by our Company; and (ii) fees for legal counsel to the Selling Shareholders, which shall be solely borne by the respective Selling Shareholders, all costs, charges, fees and expenses that are associated with and incurred in connection with the Offer shall be borne by each of our Company and the Selling Shareholders, on a *pro rata* basis, in proportion to the number of Equity Shares issued and allotted by our Company pursuant to the Fresh Issue, and/or transferred by the Selling Shareholders in the Offer for Sale, respectively, subject to applicable law, and except as may be prescribed by the SEBI or any other regulatory authority. All such payments shall be made by our Company on behalf of the Selling Shareholders (in accordance with the appointment or engagement letter or memoranda of understanding or agreements with such entities) and upon the successful completion of the Offer, each Selling Shareholders agree that it shall reimburse our Company, on a pro rata basis, in proportion to its respective portion of the Offered Shares, for any expenses incurred by our Company on behalf of such Selling Shareholder except as may be prescribed by the SEBI or any other regulatory authority.

Notwithstanding the above, subject to applicable law, in the event that the Offer is withdrawn, abandoned or terminated for any reason whatsoever, the expenses incurred in relation to the proposed Offer will be incurred by our Company in the manner prescribed in the Offer Agreement, except as may be prescribed or directed by the SEBI or any other regulatory authority.

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The estimated Offer related expenses are set out below.

Activity	**Estimated expenses[1]**	**Percentage of the total estimated Offer expenses[1]**	**Percentage of the total Offer size[1]**
	(₹ million)	*(%)*	*(%)*
BRLMs' fees and commissions (including underwriting commission)*	234.13	56.30	4.16
Selling commission payable to SCSBs for Bids directly procured by them and processing fees payable to SCSBs for Bids (other than Bids submitted by RIBs using the UPI Mechanism) procured by the members of the Syndicate, the Registered Brokers, CRTAs or CDPs and submitted to SCSBs for blocking, Bankers to the Offer, fees payable to the Sponsor Banks for Bids made by RIBs [2][3]	8.11	1.95	0.14
Selling commission and uploading charges payable to members of the Syndicate (including their Sub-Syndicate Members), RTAs, CDPs and Registered Brokers[4][5][6]			
Fees payable to the Registrar to the Offer	0.30	0.07	0.01
Fees payable to Joint Statutory Auditors, independent chartered accountant and market research firms	24.60	5.92	0.44
Others			
- Listing fees, SEBI filing fees, upload fees, BSE and NSE processing fees, book building software fees and other regulatory expenses	34.19	8.22	0.61
- Printing and stationery	8.76	2.11	0.16
- Advertising and marketing expenses	27.24	6.55	0.48
- Fee payable to legal counsel	62.98	15.14	1.12
- Miscellaneous	15.56	3.74	0.28
Total estimated Offer expenses	**415.86**	**100.00**	**7.38**

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** Includes the fees and commissions payable to the BRLMs pursuant to the Offer and the Pre-IPO placement.*

Notes:

(1) *Offer expenses include applicable taxes, where applicable. Offer expenses are estimates and are subject to change.*

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

Portion for RIBs	*0.35% of the Amount Allotted* (plus applicable taxes)*
Portion for Non-Institutional Bidders	*0.20% of the Amount Allotted* (plus applicable taxes)*

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

Selling commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the Bid book of BSE or NSE.

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

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

*Portion for RIBs and Non-Institutional Bidders^*	*₹10 per valid Bid cum Application Form (plus applicable taxes)*

^ Processing fees payable to the SCSBs for capturing Syndicate Member/sub-Syndicate (Broker)/Sub-broker code on the ASBA Form for Non-Institutional Bidders and QIBs with Bids above ₹500,000 would be ₹10 plus applicable taxes, per valid application.

Notwithstanding anything contained above, the total processing fee payable under this clause will not exceed ₹0.25 million (plus applicable taxes), and if the total processing fees exceeds ₹0.25 million (plus applicable taxes), then the processing fees will be paid on a pro-rata basis.

(4) *Selling commission on the portion for RIBs (up to ₹200,000) and Non-Institutional Bidders (from ₹200,000 to ₹500,000) which are procured by members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat and bank account provided by some of the registered brokers which are members of Syndicate (including their sub-Syndicate Members) would be as follows:*

Portion for RIBs	*0.35% of the Amount Allotted* (plus applicable taxes)*
Portion for Non-Institutional Bidders	*0.20% of the Amount Allotted* (plus applicable taxes)*

____

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

The selling commission payable to the Syndicate/sub-Syndicate Members will be determined:

(i) *For RIBs and NIBs (Bids up to ₹500,000) on the basis of the application form number/series, provided that the application is also bid by the respective Syndicate/sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number/series of a Syndicate / sub-Syndicate Member, is bid by an SCSB, the selling commission will be payable to the SCSB and not the Syndicate / sub-Syndicate Member.*

(ii) *For NIBs (Bids above ₹500,000) on the basis of the Syndicate ASBA Form bearing SM Code and the Sub-Syndicate code of the application form submitted to SCSBs for blocking of the fund and uploading on the Stock Exchanges' platform by SCSBs. For clarification, if a Syndicate ASBA application on the application form number/series of a Syndicate / sub-Syndicate Member, is bid by an SCSB, the selling commission will be payable to the Syndicate/sub-Syndicate Members and not the SCSB.*

(5) *Bid uploading charges:*

(i) *payable to members of the Syndicate (including their sub-Syndicate Members), on the applications made using 3-in-1 accounts, would be: ₹10 plus applicable taxes, per valid application bid by the Syndicate member (including their sub-Syndicate Members).*

(ii) *payable to the SCSBs on the portion of QIBs and Non-Institutional Bidders (excluding UPI Bids) which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/CDPs and submitted to SCSBs for blocking and uploading would be: ₹10 per valid application (plus applicable taxes).*

The selling commission and bidding charges payable to Registered Brokers the RTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the Bid book of BSE or NSE.

Selling commission/ Bid uploading charges payable to the Registered Brokers on the portion for RIBs (up to ₹200,000) procured through UPI Mechanism and Non-Institutional Bidders which are directly procured by the Registered Broker and submitted to SCSB for processing, would be as follows:

*Portion for RIBs**	*₹10 per valid Bid cum Application Form (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*₹10 per valid Bid cum Application Form (plus applicable taxes)*

** Based on valid applications*

Bidding Charges payable to members of the Syndicate (including their sub-Syndicate Members) on the applications made using 3-in-1 accounts would be ₹10 plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members). Bidding charges payable to SCSBs on the portion of QIBs and Non-Institutional Bidders (excluding UPI Bids) which are procured by the Syndicate/sub-Syndicate/Registered Broker/RTAs/CDPs and submitted to SCSBs for blocking and uploading would be ₹10 per valid application (plus applicable taxes).

Notwithstanding anything contained above, the total processing fee payable under this clause will not exceed ₹500,000 (plus applicable taxes), and if the total processing fees exceeds ₹500,000 (plus applicable taxes), then processing fees will be paid on a pro-rata basis.

(6) *Bid uploading charges/processing fees for applications made by RIBs (up to ₹200,000) and Non-Institutional Bidders (for an amount more than ₹200,000 and up to ₹500,000) using the UPI Mechanism would be as under:*

Members of the Syndicate / RTAs / CDPs (uploading charges)	*₹30 per valid Bid cum Application Form (plus applicable taxes)*
ICICI Bank Limited	*₹Nil 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, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement, and other applicable laws.*
Kotak Mahindra Bank Limited	*₹Nil 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, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement, and other applicable laws.*

Notwithstanding anything contained above, the total Bid uploading charges/processing fees for applications made by RIBs (up to ₹200,000), Non-Institutional Bidders (for an amount more than (from ₹200,000 to ₹500,000) using the UPI Mechanism would not exceed ₹2.75 million (plus applicable taxes), and if the total Bid uploading charges/processing fees exceeds ₹2.75 million (plus applicable taxes), then Bid uploading charges/processing fees using UPI Mechanism will be paid on a pro-rata basis except the fee payable to Sponsor Banks (plus applicable taxes).

For avoidance of doubt, notwithstanding anything mentioned in any of the aforementioned clauses, the total cost to the Company and the Selling Shareholders shall not exceeds ₹3.5 million (plus applicable taxes) for uploading and/or processing of the Bids. If the total cost to the Company and the Selling Shareholders exceeds ₹3.5 million, then the amount of ₹3.5 million (plus applicable taxes) shall be distributed on a pro-rata basis so that the total cost of the Company and/or the Selling Shareholders shall not exceed ₹3.5 million (plus applicable taxes).

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Cash Escrow and Sponsor Bank Agreement.

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 read with SEBI circular no: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

Interim use of the Net Proceeds

Our Company, in accordance with the applicable law, policies established by our Board from time to time and in order to attain the Objects set out above, will have flexibility to deploy the Net Proceeds. Pending utilisation of the Net Proceeds for the purposes described in this section, our Company may temporarily invest the Net Proceeds in deposits in one or more scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1934, as may be approved by our Board. In accordance with Section 27 of the Companies Act, our Company confirms that, other than as specified in this section for the purposes of the Objects, it shall not use the Net Proceeds for buying, trading or otherwise dealing in equity securities or any equity linked securities.

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 of the date of this Prospectus, which are proposed to be repaid from the Net Proceeds.

Monitoring of utilisation of funds

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

Pursuant to Regulation 18(3) and Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the use and application of the Net Proceeds, which shall discuss, monitor and approve the use of the Net Proceeds along with our Board. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this 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 prepared on an annual basis for utilisation of the Net Proceeds shall be certified by the Auditor which shall be submitted by the Company with the Monitoring Agency.

Our Audit Committee (comprising of only the Independent Directors) would review our organic and inorganic growth initiatives (including through acquisitions and other strategic initiatives), and only upon being satisfied that such proposed use of the Net Proceeds will be for our benefit, shall the Audit Committee make recommendations to our Board for further action, as appropriate.

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

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act 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 its Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details and be published in accordance with the Companies Act. Pursuant to the Companies Act, the promoters and controlling shareholders of our Company will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the objects, subject to the provisions of the Companies Act and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the provisions of the Companies Act and the SEBI ICDR Regulations.

Other confirmations

Except to the extent of any proceeds received pursuant to the Offer for Sale, none of our Promoters, Promoter Group, Directors, Key Managerial Personnel, Senior Management or any other parties with whom we have entered, or will enter, into related party transactions, will receive any portion of the Offer Proceeds and there are no material existing or anticipated transactions in relation to utilisation of the Offer Proceeds with our Promoters, Promoter Group, Directors, Key Managerial Personnel, Senior Management or any other parties with whom we have entered, or will enter, into related party transactions.

BASIS FOR OFFER PRICE

The Price Band and the Offer Price was determined by our Company, in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and the quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹1 each and the Floor Price was 156 times the face value and the Cap Price was 164 times the face value. Investors should also refer to "*Risk Factors*", "*Our Business*", "*Restated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 31, 147, 195, and 245, respectively, to have an informed view before making an investment decision.

Qualitative Factors

Some of the qualitative factors which form the basis for computing the Offer Price are:

- Differentiated SaaS-based fintech platform, offering a combination of payment instruments, mobile application and API integrations;
- In-house developed technology and strong network effect;
- Business model with diverse sources of revenue and low customer acquisition and retention costs;
- Diversified customer relationships across sectors along with preferred banking and merchant partnerships; and
- Seasoned management team with deep domain expertise supported by a professional workforce.

For further details, see "*Our Business—Strengths*" on page 151.

Quantitative Factors

Some of the information presented below relating to our Company is derived from the Restated Financial Information. For details, see "*Restated Financial Information*" on page 195.

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

1. Basic and diluted Earnings per Share ("EPS") at face value of ₹1 each:

Derived from Restated Financial Information:

Financial Year/period	Basic EPS	Diluted EPS	Weight
	(₹)		
2023	2.48	2.46	3
2022	4.57	4.57	2
2021	2.11	2.11	1
Weighted Average	3.12	3.11	6

Notes:

1. *Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights, i.e. (EPS x weight) for each year divided by the total of weights.*
2. *Basic and diluted EPS are based on the Restated Financial Information.*
3. *The face value of each Equity Share is ₹1.*
4. *Earnings per Share (₹) = Profit after tax excluding exceptional items before other comprehensive income attributable to equity shareholders for the year divided by the weighted average no. of equity shares.*
5. *Basic EPS and diluted EPS calculations are in accordance with the relevant accounting standard.*
6. *The above statement should be read with significant accounting policies and the notes to the Restated Financial Information.*
7. *The above has been calculated after taking into account the effect of the: (i) sub-division of equity shares of face value of ₹10 each to equity shares of face value of ₹1 each pursuant to a resolution passed by our Board at their meeting dated July 14, 2022 and the Shareholders at their extraordinary general meeting dated July 27, 2022; and (ii) bonus issue in the ratio of 50 Equity Shares for every 1 Equity Share held in our Company pursuant to a resolution passed by our Board at their meeting dated July 28, 2022.*

2. Price/Earning Ratio in relation to Price Band of ₹156 to ₹164 per equity share:

Particulars	P/E at the Floor Price (no. of times)	P/E at the Cap Price (no. of times)
P/E ratio based on basic EPS for Fiscal 2023	62.90	66.13
P/E ratio based on diluted EPS for Fiscal 2023	63.41	66.67

3. Industry Peer Group Price / Earning P/E ratio

There are no Indian listed companies or global listed companies that are of comparable size, belong to the same industry as us or with a business model similar to that of our Company.

4. Average return on Net Worth ("RoNW")

Financial Year	RoNW (%)	Weight
2023	46.98	3
2022	(1,178.22)	2
2021	(42.44)	1
Weighted Average	**(376.32)**	**6**

Notes:

1. *Return on Net Worth (%) is calculated as profit after tax attributable to the equity shareholders of the Company divided by total as equity as of respective year end. Total equity = equity share capital + instruments entirely equity in nature + other equity.*
2. *Weighted Average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights, i.e., (RoNW x Weight) for each year/total of weights.*
3. *The above have been calculated after taking into account the effect of the: (i) sub-division of equity shares of face value of ₹10 each to equity shares of face value of ₹1 each pursuant to a resolution passed by our Board at their meeting dated July 14, 2022 and the Shareholders at their extraordinary general meeting dated July 27, 2022; and (ii) bonus issue in the ratio of 50 Equity Shares for every 1 Equity Share held in our Company pursuant to a resolution passed by our Board at their meeting dated July 28, 2022.*

5. Net Asset Value ("NAV") per Equity Share (face value of ₹1 each)

Financial Year	Net Asset Value per equity share (₹)
As of March 31, 2023	5.29
After the completion of the Offer	
- At the Floor Price	43.69
- At the Cap Price	44.12
Offer Price	164

Notes:

1. *Net asset value per equity share is calculated as net worth as of the end of relevant year divided by the number of equity shares outstanding at the end of the year. Net worth represents aggregate value of equity share capital, instruments entirely equity in nature and other equity and are based on Restated Financial Information.*
2. *The above have been calculated after taking into account the effect of the: (i) sub-division of equity shares of face value of ₹10 each to equity shares of face value of ₹1 each pursuant to a resolution passed by our Board at their meeting dated July 14, 2022 and the Shareholders at their extraordinary general meeting dated July 27, 2022; and (ii) bonus issue in the ratio of 50 Equity Shares for every 1 Equity Share held in our Company pursuant to a resolution passed by our Board at their meeting dated July 28, 2022.*
3. *As adjusted for the bonus issuance dated July 28, 2022.*

6. Key Performance Indicators

The table below sets forth the details of our certain key financial performance indicators*, as of the dates and for the periods indicated, which have been approved by our Audit Committee pursuant to its resolution dated September 8, 2023.

S. No.	Metric	As of and for the financial year ended March 31,		
		2023	2022	2021
1.	Revenue from operations (₹ *million*)	5,534.60	3,712.55	2,399.66
2.	Gross profit(1) (₹ *million*)	2,181.38	2,151.15	1,944.48
3.	Gross margin(2) (%)	39.41	57.94	81.03
4.	EBITDA(3) (₹ *million*)	480.96	598.54	276.27
5.	Profit/ (loss) after tax for the year (₹ *million*)	229.01	419.21	193.30
6.	EBITDA Margin(4) (%)	8.69	16.12	11.51
7.	Net Profit Ratio/Margin(5)	4.14	11.29	8.06
8.	Return on Equity (RoE)(6) (%)	46.98	(1,178.22)	(42.44)
9.	Debt to Equity Ratio(7)	2.48	(18.12)	(1.52)
10.	Interest Coverage Ratio(8)	6.30	18.00	6.21

S. No.	Metric	As of and for the financial year ended March 31,		
		2023	2022	2021
11.	Debt Service Coverage Ratio[9]	2.66	5.17	4.63
12.	Current Ratio[10]	1.49	1.46	0.55
13.	Net Capital Turnover Ratio[11]	9.52	19.05	(8.00)
14.	Return on Net Worth[12] *(%)*	46.98	(1,178.22)	(42.44)

Notes:

** As certified by P R S V & Co. LLP, Chartered Accountants pursuant to their certificate dated September 18, 2023. The Audit committee in its resolution dated September 8, 2023 has confirmed that the Company has not disclosed any KPIs to any investors at any point of time during the three years preceding the date of this Prospectus other than as disclosed in this section.*

(1). *Gross profit includes subscription fees, Program Fees, Propel platform revenue/gift cards, merchant revenue and value added services fees earned reduced by customer support, software support, network charges, costs of propel points/gift cards and other direct costs. Merchant revenues refers to the commission paid by merchants to us for increasing footfall in their stores and driving spends to such merchants. Value added services fees refers to the fees our Company earns by offering third party services to our existing User base through our app/platform. For example: a finder's fee for a loan disbursed through a VAS partner to a User from one of the corporates/SMBs.*

(2). *Gross margin refers to gross profit as a percentage (%) of total revenues earned during a financial year.*

(3). *EBITDA refers to earnings before interest, taxes, depreciation and amortisation. EBITDA excludes other income but includes reversal of provision for doubtful debts.*

(4). *EBITDA Margin refers to EBITDA during a given period as a percentage of revenue from operations during that period.*

(5). *Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by our revenue from operations.*

(6). *Return on equity (RoE) is equal to profit for the year divided by the Total Equity during that period and is expressed as a percentage.*

(7). *Debt to equity ratio is calculated by dividing the debt (i.e., borrowings (current and non-current) and current maturities of long-term-borrowings) by Total Equity (which includes issued capital and all other equity reserves).*

(8). *Interest Coverage Ratio measures our ability to make interest payments from available earnings and is calculated by dividing cash profit after tax plus interest payment by interest payment. Cash profit after tax is the sum of profit before tax and depreciation and amortisation expense but excludes current tax.*

(9). *Debt Service Coverage Ratio measures our ability to meet principal and interest payment obligations from available earnings and is calculated by dividing the sum of (i) earnings available for debt-service, i.e., the profit after tax, (ii) depreciation, (iii) interest, (iv) loss on sale of assets; by the sum of (i) interest and (ii) principal repayment (which excludes repayment of optionally convertible debentures pursuant to the term loan availed from ICICI Bank Limited) during the year.*

(10). *Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.*

(11). *Net Capital Turnover Ratio quantifies our effectiveness in utilizing our working capital and is calculated by dividing our revenue from operations by our working capital (i.e., current assets less current liabilities).*

(12). *Return on Net Worth (RoNW) is a measure of profitability (expressed in percentage) and is defined as net profit after tax attributable to our equity shareholders divided by our Total Equity for the year.*

See "*Management's Discussion and Analysis of Financial Condition and Result of Operations—Non-GAAP Measures*" on page 247 for the reconciliation and the manner of calculation of our key financial performance indicators.

Further, set forth below are some of our key operational performance indicators*, as of the dates and for the periods indicated, which have been approved our Audit Committee pursuant to its resolution dated September 8, 2023.

S. No.	Metric	Unit	As of and for the financial year ended March 31,		
			2023	2022	2021
1.	Platform fee / SaaS fee / Service fee[1]	₹ million	242.32	166.30	129.23
2.	Program Fees[2]	₹ million	1,694.53	2,007.03	1,954.89
3.	Propel platform revenue/gift cards[3]	₹ million	3,597.75	1,539.22	315.54
4.	Total Customers catered to	#	2,411	1,753	1,092
5.	Aggregate Users on the platform[4]	#	2,274,138	1,723,350	904,713
6.	Average Users per account[5]	#	943	983	828
7.	Customer Acquisition and Retention Cost[6]	₹ million	327.40	185.83	136.17
8.	Acquisition and Retention Cost per Customer[7]	₹ million	0.50	0.28	0.20
9.	Cash back expense per ₹1 earned from revenue from operations[8]	₹	0.18	0.32	0.58
10.	Churn[9]	%	1.54	0.37	1.17

11.	Average revenue per customer	₹ million	2.30	2.12	2.20
12.	Number of new Customers added during the year	#	685	665	670

Notes:

** As certified by P R S V & Co. LLP, Chartered Accountants pursuant to their certificate dated September 18, 2023. The Audit committee in its resolution dated September 8, 2023 has confirmed that the Company has not disclosed any KPIs to any investors at any point of time during the three years preceding the date of this Prospectus other than as disclosed in this section.*

(1). *Platform fee / SaaS fee / Service fee refers to all fee income received by our Company from the Customers, including the fixed monthly subscription fees paid by our Customers on a per User basis and any one-time setup fees and any other fees that may be levied from time to time by our Company to the Customers.*

(2). *Program fees refers to the sum of (i) interchange fees (including residual income) earned on the spend that customers of the Company's corporate customers employees and channel partners make on the cards and excludes amounts collected on behalf of its Preferred Banking Partners; and (ii) any other income which the Company receives from its Preferred Banking Partners and third-party Payment Networks such as Visa; and (iii) inactivity fees which is earned on the balance amount left on the cards.*

(3). *Propel platform revenue/gift cards refers to revenue which is received from our Customers for issuing reward points (Propel points) to Customers' employees and channel partners.*

(4). *Aggregate Users on the platform refers to the total number of Users served by our Company as of date.*

(5). *Average Users per account refers to the total number of Users divided by total number of Customers.*

(6). *Customer Acquisition and Retention Cost refers to digital marketing campaign costs, business promotion costs, feet on the street (FOS) and strategic partnership team salaries costs and other advertisement and marketing costs incurred for all the new customers added in the business in the period.*

(7). *Acquisition and Retention Cost per Customer is calculated as customer acquisition and retention cost divided by the number of new Customers added during the period.*

(8). *Cash back expense per ₹1 earned from revenue from operations is calculated as revenue from operations divided by expenses towards incentives and cash back.*

(9). *Churn refers to corporates and SMB customers discontinuing their subscription and other services on our platform.*

For further information in relation to historical use of such key performance indicators by our Company to monitor the operational and/or financial performance of our Company, "*Our Business—Key Performance Indicators*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Discussion of our Key Performance Indicators*" on pages 149 and 251, respectively.

7. Comparison with listed industry peers

The Company is among a small number of uniquely positioned players with a diversified product offering and is placed at the intersection of the SaaS and fintech ecosystems. Given the business model and its diversified product portfolio, there are no direct listed companies in India, or internationally, whose business portfolio is comparable with that of our business and comparable to our scale of operations. Hence, it is not possible to provide an industry comparison in relation to our Company.

See "*Risk Factors—7. Our Company does not have any listed industry peers in India or abroad and it may be difficult to benchmark and evaluate our financial performance against other operators who operate in the same industry as us.*" on page 38.

8. Weighted average cost of acquisition ("WACA"), floor price and cap price

(a) The price per share of the Company based on the primary/ new issue of shares (equity/ convertible securities)

Set out below are details of the Equity Shares issued by our Company pursuant to the Pre-IPO Placement, excluding options granted under the ESOP Scheme and issuance bonus shares, during the 18 months preceding the date of this Prospectus, where such issuance is equal to or more that 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s)) and excluding options granted under the ESOP Scheme not vested, in a single transaction or multiple transactions, combined together over a span of rolling 30 days.

Date of allotment of equity shares	Details of allotees and number of equity shares allotted	Total number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Reason for/ Nature of allotment	Nature of consid-eration
August 16, 2023	Allotment of 4,451,219 Equity Shares[1]	4,451,219	1	164	Preferential issue	Cash

August 21, 2023	Allotment of 1,524,390 Equity Shares to Valuequest S C A L E Fund	1,524,390	1	164	Preferential issue	Cash

(1) *1,829,269 equity shares were allotted to Ashish Rameshchandra Kachola; 1,829,269 equity shares were allotted to Bengal Finance & Investment Private Limited; 579,268 Equity Shares were allotted to Himanshi Kela; 91,461 Equity Shares were allotted to Absolute Returns Scheme; 60,976 Equity Shares were allotted to Vikasa India EIF I Fund – Incube Global Opportunities; and 60,976 Equity Shares were allotted to Acintyo Investment Fund PCC – Cell 1.*

(b) The price per share of the Company based on secondary sale/ acquisitions of shares (equity/ convertible securities)

There have been no secondary sale/ acquisitions of Equity Shares or any convertible securities, where the Promoter, members of the Promoter Group or the Selling Shareholders are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

For further details in relation to the share capital history of our Company, see "*Capital Structure*" on page 86.

Based on the above transactions, set out below are the details of the weighted average cost of acquisition, as compared to the Floor Price and Cap Price:

Past Transactions	**Weighted average cost of acquisition per Equity Share**	**Floor Price**	**Cap Price**
	(₹)	*₹156*	*₹164*
WACA* of primary issuances during 18 months prior to the date of this Prospectus	164.00	0.95 times	1.00 times

** WACA- Weighted average cost of acquisition.*

9. Justification for Basis for Offer price

The Offer Price/Cap Price is 1.00 times of WACA of the primary issuances (as disclosed above) in view of our competitive strengths disclosed in "*Our Business—Strengths*" on page 151, our key performance indicators and financial ratios in respect of Fiscals 2023, 2022 and 2021 disclosed in "*—Key Performance Indicators*", "*Management's Discussion and Analysis of Financial Condition and Result of Operations—Non-GAAP Measures*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Discussion of our Key Performance Indicators*" on pages 111, 247 and 251, respectively, and in view of the external factors, if any, which may have influenced the pricing of the Offer.

10. The Offer Price is 164 times of the face value of the Equity Shares.

The Offer Price of ₹164 has been determined by our Company, in consultation with the BRLMs, on the basis of assessment of market demand from investors for the Equity Shares through the Book Building Process, and is justified in view of the qualitative and quantitative parameters set out in "*—Qualitative Factors*" and "*—Quantitative Factors*" on page 110. Investors should read the abovementioned information along with "*Risk Factors*", "*Our Business*", "*Restated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 31, 147, 195 and 245, respectively, to have a more informed view.

The trading price of the Equity Shares could decline due to the factors mentioned in "*Risk Factors*" and you may lose all or a part of your investment. See "*Risk Factors—57. Our Equity Shares have never been publicly traded, and after the Offer, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Furthermore, 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. Investors bear the risk of fluctuation in the price of the Equity Shares and we cannot assure you that a liquid market for our Equity Shares will develop following the listing of our Equity Shares on the Stock Exchanges.*" on page 63.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

To,

The Board of Directors
Zaggle Prepaid Ocean Services Limited
CIN: U65999TG2011PLC074795
CSR Estate, 3rd, 8 Sector 1,
Hitech City Main Rd,
HUDA Techno Enclave,
Madhapur, Telangana 500081

Sub: Statement of possible special tax benefits available to Zaggle Prepaid Ocean Services Limited (the "Issuer" or the "Company") and its shareholders, prepared in accordance with the requirements under Schedule VI (Part A)(9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI ICDR Regulations")

1. We, M S K A & Associates and P R S V & Co. LLP, Chartered Accountants, the joint statutory auditors of the Company hereby confirm the enclosed statement in the Annexure prepared and issued by the Company, which provides the special tax benefits under Income-tax Act, 1961 (the "**Act**") presently in force in India viz. the Income-tax Act, 1961, (the "**Act**"), the Income-tax Rules, 1962, (the "**Rules**"), regulations, circulars and notifications issued thereon, as applicable to the assessment year 2024-25 relevant to the financial year 2023-24 the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Customs Act, 1962 and the Customs Tariff Act, 1975 (collectively, the "**Taxation Laws**"), rules, regulations, circulars and notifications issued thereon, as applicable to the assessment year 2024-25 relevant to the financial year 2023-24, available to the Company and its shareholders. Several of these benefits are dependent on the Company and its shareholders, as the case may be, fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company and its shareholders to derive the special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company and its shareholders face in the future, the Company and its shareholders may or may not choose to fulfil.

2. This statement of possible special tax benefits is required as per Schedule VI (Part A)(9)(L) SEBI ICDR Regulations, as amended. While the term 'special tax benefits' has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company, the same would include those benefits as enumerated in the statement. Any benefits under the Taxation Laws other than those specified in the statement are considered to be general tax benefits and therefore not covered within the ambit of this statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the statement, have not been examined and covered by this statement.

3. Our views are based on the existing provisions of law 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. The benefits discussed in the enclosed statement cover the possible special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to them.

4. In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.

5. The benefits stated in the enclosed statement are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the distinct nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the Offer and we shall in no way be liable or responsible to any shareholder or subscriber for placing reliance upon the contents of this statement. Also, any tax information included in this written communication was not intended or written to be used, and it cannot be used by the Company or the investor, for the purpose of avoiding any penalties that may be imposed by any regulatory, governmental taxing authority or agency.

6. We do not express any opinion or provide any assurance whether:

   - The Company and its shareholders will continue to obtain these benefits in future;

- The conditions prescribed for availing the benefits have been/would be met;
- The revenue authorities/courts will concur with the views expressed herein.

7. The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. We have relied upon the information and documents of the Company being true, correct, and complete and have not audited or tested them. Our view, under no circumstances, is to be considered as an audit opinion under any regulation or law. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our Firm or any of partners or affiliates, shall not be responsible for any loss, penalties, surcharges, interest or additional tax or any tax or non-tax, monetary or non-monetary, effects or liabilities (consequential, indirect, punitive or incidental) before any authority / otherwise within or outside India arising from the supply of incorrect or incomplete information of the Company.

8. This Statement is addressed to the Board of Directors and issued at specific request of the Company. The enclosed Statement is intended solely for your information and for inclusion in the red herring prospectus, the prospectus and any other material in connection with the proposed initial public offering of equity shares of the Company, and is not to be used, referred to or distributed for any other purpose without our prior written consent. 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 certificate is shown or into whose hands it may come without our prior consent in writing. Any subsequent amendment / modification to provisions of the applicable laws may have an impact on the views contained in our statement. While reasonable care has been taken in the preparation of this certificate, we accept no responsibility for any errors or omissions therein or for any loss sustained by any person who relies on it.

For P R S V & Co. LLP
Chartered Accountants
Firm Registration No. S200016

Venkateswarlu Yeruva
Partner
M.No:222068
UDIN : 23222068BGTVXH5769

Place: Hyderabad
Date: August 30, 2023

For M S K A & Associates
Chartered Accountants
Firm Registration No. 105047W

Amit Kumar Agarwal
Partner
M.No:214198
UDIN : 23214198BGXCTD1012

Place: Hyderabad
Date: August 30, 2023

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL DIRECT TAX BENEFITS AVAILABLE TO ZAGGLE PREPAID OCEAN SERVICES LIMITED (THE "COMPANY") AND ITS SHAREHOLDERS

Outlined below are the possible special tax benefits available to the Company and its shareholders under the Income Tax Act, 1961 presently forced in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have different interpretation on the benefits, which an investor can avail.

Under the Income Tax Act, 1961 ('the Act')

1. Special tax benefits available to the Company under the Act

Section 115BAA of the Act: Corporate Tax Rate of 22%

- Section 115BAA, as inserted vide The Taxation Laws (Amendment) Act, 2019, provides that domestic company can opt for a rate of 22% (plus applicable surcharge and cess) for the financial year 2019-20 onwards, provided the total income of the company is computed without claiming certain specified deductions or set–off of losses, depreciation etc., and claiming depreciation determined in the prescribed manner.

- In case a company opts for section 115BAA, provisions of Minimum Alternate Tax would not be applicable and earlier year MAT credit will not be available for set – off.

- The options needs to be exercised on or before the due date of filing the income tax return. Option once exercised, cannot be subsequently withdrawn for the same or any other tax year.

  Further, if the conditions mentioned in section 115BAA are not satisfied in any year, the option exercised shall become invalid in respect of such year and subsequent years, and the other provisions of the Act shall apply as if the option under section 115BAA had not been exercised.

  The Company has represented to us that they have opted section 115BAA of the Act from AY 2021-22.

Section 80JJAA of the Act: Deduction in respect of employment of new employees

- In accordance with and subject to the conditions specified under Section 80JJAA of the Act, a company is entitled to a deduction of an amount equal to 30% of additional employee cost incurred in the course of business in a previous year, for 3 consecutive assessment years including the assessment year relevant to the previous year in which such additional employment cost is incurred.

- Additional employee cost means the total emoluments paid or payable to additional employees employed in the previous year. The deduction under section 80JJAA would continue to be available to the company even where the company opts for the lower tax rate of 22% under the provisions of section 115BAA (as discussed above).

- The company should be eligible to claim this deduction in case it incurs additional employee cost within the meaning of Explanation (i) to sub-section (2) of Section 80JJAA of the Act and satisfies the conditions mentioned in the section.

2. Special tax benefits available to the shareholders under the Act

- Section 112A of the Act provides for concessional rate of tax of 10% (plus applicable surcharge and cess) in respect of specified long-term capital gains exceeding INR 1,00,000 arising from the transfer of long-term capital assets being an equity shares (i.e., listed equity shares held for more than 12 months) wherein Securities Transaction Tax ("**STT**") is paid on both acquisition and transfer of equity shares.

- Section 111A of the Act provides for concessional rate of tax @ 15% (plus applicable surcharge and cess) in respect of specified short-term capital gains arising from transfer of short-term capital assets being an equity shares (i.e., listed equity shares held for equal or less than 12 months) wherein STT is paid on transfer of such assets.

- Dividend income earned by the shareholders would be taxable in their hands at the applicable rates. In case of shareholders who are individuals, Hindu Undivided Family, Association of Persons, Body of Individuals, whether incorporated or not and every artificial judicial person, surcharge on dividend income & capital gains under section 111A & 112A shall not exceed 15%.

- Non-resident shareholders including foreign portfolio investors may choose to be governed by the provisions of Double Taxation Avoidance Agreement, to the extent they are more beneficial.

Notes:

- These tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company or its shareholders may or may not choose to fulfil.

- This statement does not discuss any tax consequences in the country outside India of an investment in the shares. The shareholders / investors in the country outside India are advised to consult their own professional advisors regarding possible Income tax consequences that apply to them.

- We understand that the Company has opted for concessional income tax rate under section 115BAA of the Act. Accordingly, surcharge shall be levied at the rate of 10% irrespective of the amount of total income. Health and Education Cess @ 4% on the tax and surcharge is payable by all categories of taxpayers. The company will not be allowed to claim any of the following deductions:

  (i) Deduction under the provisions of section 10AA (deduction for units in Special Economic Zone)

  (ii) Deduction under clause (iia) of sub-section (1) of section 32 (Additional depreciation)

  (iii) Deduction under section 32AD or section 33AB or section 33ABA (Investment allowance in backward areas, Investment deposit account, site restoration fund)

  (iv) Deduction under sub-clause (ii) or sub-clause (iia) or sub-clause (iii) of sub- section (1) or sub-section (2AA) or sub-section (2AB) of section 35 (Expenditure on scientific research)

  (v) Deduction under section 35AD or section 35CCC (Deduction for specified business, agricultural extension project)

  (vi) Deduction under section 35CCD (Expenditure on skill development)

  (vii) Deduction under any provisions of Chapter VI-A other than the provisions of section 80JJAA and section 80M;

  (viii) No set off of any loss carried forward or depreciation from any earlier assessment year, if such loss or depreciation is attributable to any of the deductions referred above;

  (ix) No set off of any loss or allowance for unabsorbed depreciation deemed so under section 72A, if such loss or depreciation is attributable to any of the deductions referred above

- The above statement of direct tax benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

- This statement is 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 tax consequences, each investor is advised to consult with his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

For Zaggle Prepaid Ocean Services Limited

Raj P Narayanam
Executive Chairman

Place: Hyderabad

Date: August 30, 2023

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL INDIRECT TAX BENEFITS AVAILABLE TO THE COMPANY AND TO THE SHAREHOLDERS OF THE COMPANY

Outlined below are the tax benefits available to the Company and its shareholders under the Indirect tax laws in force in India. This Statement is as per the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 and applicable State Goods and Services Tax Act, 2017 (the "**GST Acts**"), the Customs Act, 1962 (the "**Customs Act**") and the Customs Tariff Act, 1975 (the "**Tariff Act**"), Foreign Trade Policy 2015-20 effective till March 31, 2023, Foreign Trade Policy, 2023 (the "**FTP**") effective from April 01, 2023 as amended by the Finance Act 2023 including the relevant rules, notifications and circulars issued there under, applicable for the Financial Year 2023-24, presently in force in India.

Special Benefits to the Company under various Indirect Tax Laws:

1. **Special tax benefits available to the Company**

   (i) The Company has a One GSTIN operating across India.

   (ii) GST is not applicable on Sale of Prepaid Card and Sale of gift cards / vouchers.

   (iii) Export of Services is considered as zero rated supply as per section 16 of the IGST Act, the company would have a benefit to make exports without payment of tax under a LUT and claim refund of unutilized ITC for making such exports in accordance with section 54 subject to fulfilment of prescribed conditions under the GST Laws. Also, the company has an option to make exports with payment of IGST and later claim refund of the tax paid subject to fulfilment of prescribed conditions under the GST Laws.

   (iv) Apart from the above, no other special Indirect tax benefits are available to the Company under the Indirect Tax Regulations in India.

2. **Special Tax Benefits available to the Shareholders of the Company**

   (i) The shareholders of the Company are not required to discharge any GST on transaction in securities of the Company.

   Securities are excluded from the definition of Goods as defined u/s 2(52) of the Central Goods and Services Tax Act, 2017 as well from the definition of Services as defined u/s 2(102) of the Central Goods and Services Tax Act, 2017.

   (ii) Apart from above, the shareholders of the Company are not eligible to special tax benefits under the provisions of the Customs Tariff Act, 1975 and / or Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, respective Union Territory Goods and Services Tax Act, 2017 respective State Goods and Services Tax Act, 2017, Goods and Services Tax (Compensation to States) Act, 2017 including the relevant rules, notifications and circulars issued there under.

Notes:

1. This Statement covers only certain relevant Indirect tax law benefits and does not cover any other benefit under any other law.

2. These tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Indian Indirect Tax Regulation. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company or its shareholders may or may not choose to fulfil.

3. The tax benefits discussed in the Statement are not exhaustive and is only intended to provide general information to the investors and, hence, 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 issue.

4. The Statement is prepared on the basis of information available with the Management of the Company and there is no assurance that:

   i. the Company or its shareholders will continue to obtain these benefits in future.

   ii. the conditions prescribed for availing the benefits have been/ would be met with; and

iii. the revenue authorities/courts will concur with the view expressed herein.

5. The above views are based on the existing provisions of 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.

For Zaggle Prepaid Ocean Services Limited

Raj P Narayanam
Executive Chairman

Place: Hyderabad

Date: August 30, 2023

SECTION IV- ABOUT OUR COMPANY

INDUSTRY OVERVIEW

*Unless stated otherwise, industry and market data used in this section has been obtained or derived from the industry report titled "Industry Report on SaaS based Fintech Market in India" dated August 23, 2023 (the "**Frost & Sullivan Report**"), prepared and issued by Frost & Sullivan pursuant to an engagement letter dated February 9, 2022 and addendum to such engagement letter dated August 19, 2023 entered into with our Company. We commissioned and paid for the Frost & Sullivan Report for the purposes of confirming our understanding of the industry we operate in, specifically for the purpose of the Offer, as no report was publicly available which provided a comprehensive industry analysis, particularly for our Company's services, that may be similar to the Frost & Sullivan Report.*

The industry related information included herein includes excerpts from the Frost & Sullivan Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be material for the proposed Offer), that has been left out or changed in any manner. Unless otherwise indicated, all financial, operational, industry and other related information derived from the Frost & Sullivan Report and included herein with respect to any particular year refers to such information for the relevant calendar year. The Frost & Sullivan Report is available at the following web-link: www.zaggle.in/investor-relations from the date of Red Herring Prospectus until the Bid/Offer Closing Date, in accordance with applicable law.

Frost & Sullivan has requested for inclusion of the following disclaimer in this Prospectus in relation to the Frost & Sullivan Report:

> "*Industry Report on SaaS Based Fintech Market in India has been prepared for the proposed initial public offering of equity shares by the Company.*
>
> *This study has been undertaken through extensive primary and secondary research, which involves discussing the status of the industry with leading market participants and experts, and compiling inputs from publicly available sources, including official publications and research reports. Estimates provided by Frost & Sullivan and its assumptions are based on varying levels of quantitative and qualitative analyses, including industry journals, company reports and information in the public domain.*
>
> *Frost & Sullivan has prepared this study in an independent and objective manner, and it has taken all reasonable care to ensure its accuracy and completeness. We believe that this study presents a true and fair view of the industry within the limitations of, among others, secondary statistics and primary research, and it does not purport to be exhaustive. The results that can be or are derived from these findings are based on certain assumptions and parameters/conditions. As such, a blanket, generic use of the derived results or the methodology is not encouraged.*
>
> *Forecasts, estimates, predictions, and other forward-looking statements contained in this report are inherently uncertain because of changes in factors underlying their assumptions, or events or combinations of events that cannot be reasonably foreseen. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements.*
>
> *In making any decision regarding the transaction, the recipient should conduct its own investigation and analysis of all facts and information contained in the prospectus of which this report is a part and the recipient must rely on its own examination and the terms of the transaction, as and when discussed. The recipients should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.*"

See "*Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation—Industry and market data" and "Risk Factors—38. Industry information included in this Prospectus has been derived from an industry report commissioned and paid for by us exclusively in connection with the Offer.*" *on pages 27 and 55, respectively.*

Macro Indicators

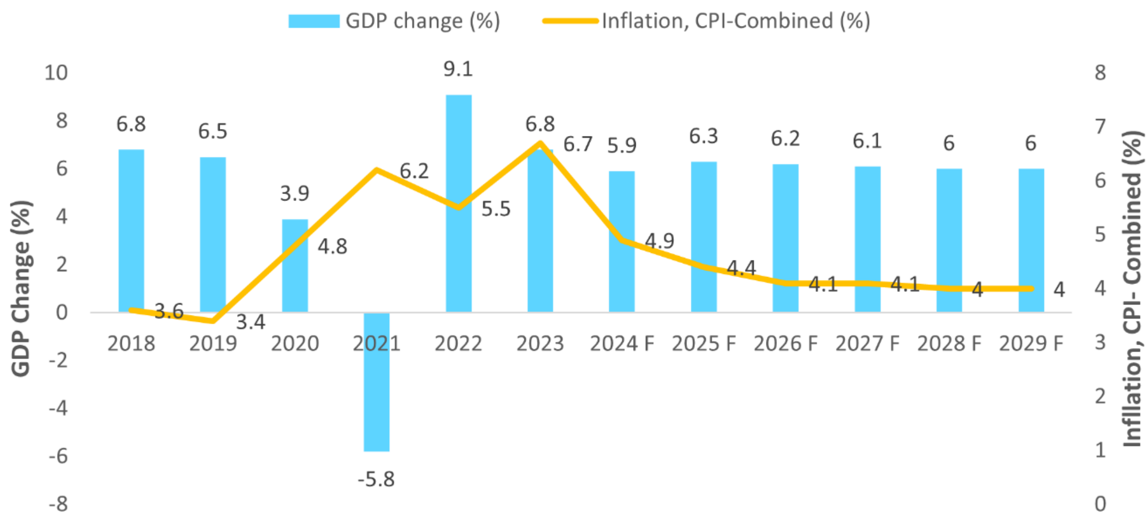
The strong recovery from the COVID-19 pandemic aided by government plans for financial inclusion and supportive demographics provide huge potential for fintech companies in India.

GDP Growth and Inflation Estimates

India's economy has recovered sharply after a GDP contraction of approximately 5.8% in 2020-21 due to the COVID-19 pandemic. According to the IMF, India's GDP has grown at approximately 9.1% in Fiscal 2022 and approximately

6.8% in Fiscal 2023. Further, the IMF has forecasted India's GDP to grow at approximately 5.9% in Fiscal 2024 and approximately 6.3% in Fiscal 2025. The average GDP growth is expected to be approximately 6.3% from Fiscal 2025 to Fiscal 2029.

India's GDP Growth 2017-2029 (%)

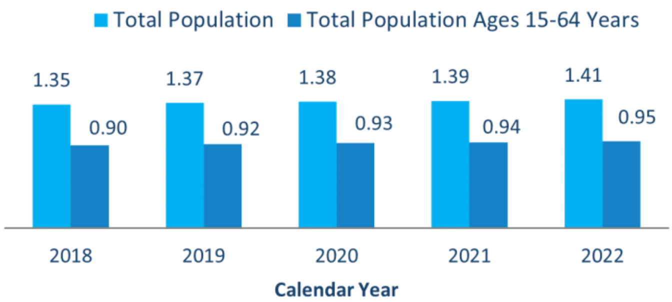


Note: Fiscal (fiscal year) is from April to March; F-Forecasted
Source: IMF; Staff Report; and Statement by the Executive Director for India

RBI has marginally lowered the forecast for the Fiscal 2024 from 5.1% to 4.9%. IMF projects Global CPI inflation to fall from approximately 6.7% in Fiscal 2023 to approximately 4.9% in Fiscal 2024.

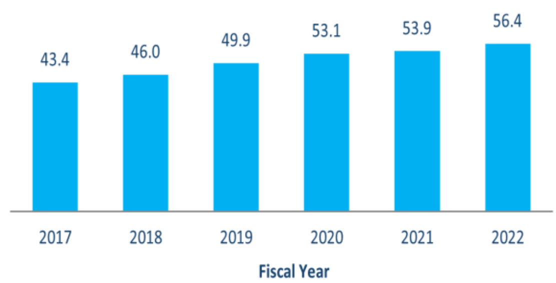
(a) Population and Financial Inclusion

India's Population Overview and Estimates from 2018 to 2022 (Billion)



Source: World Bank, IMF, Frost & Sullivan Analysis

India's Financial Inclusion Index (FI-Index), from 2017 to 2022



**Provisional Data Points, Source: RBI*

India's population crossed the 1.40 billion mark in 2022. Approximately 80% of the population aged 15–64 years (about 0.75–0.76 billion) is considered banked or has a bank account. However, the World Bank estimates that nearly 50% of these accounts are inactive or dormant and are not being used to deposit savings or make transactions regularly. The inactive accounts combined with the unbanked population (approximately 20%) provide substantial opportunities for banks, financial institutions, and fintech companies.

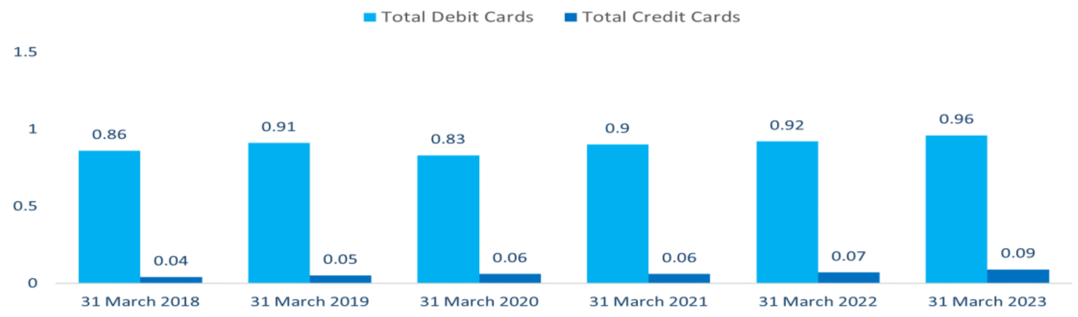
Majority of the banked population in India does not have access to the banking credit facilities, making them vulnerable to exploitation through informal sector where high interest rates not discourage them to access credit, but also contributes towards black economy, reducing opportunities for SME sector in rural areas indirectly.

While India's Financial Inclusion Index ("**FI-Index**") has shown improvement in the last 5 years, there is a considerable gap to be bridged to bring the unbanked population into the formal financial net. The FI-Index score indicates three critical variables of financial inclusion: penetration of financial services (number of adults having bank accounts); availability of banking services (number of bank branches per population of 1,000); and usage of financial services (measured as outstanding credit and deposit).

In addition, robust and active usage of digital financial services remains a challenge as high inactivity and limited engagement persists. The vast number of inactive accounts underlines the importance of creating products and engagement strategies that are better designed to meet the needs of people and serve as the primary objective of financial inclusion.

(b) Increasing scope for Prepaid and Credit Cards in India

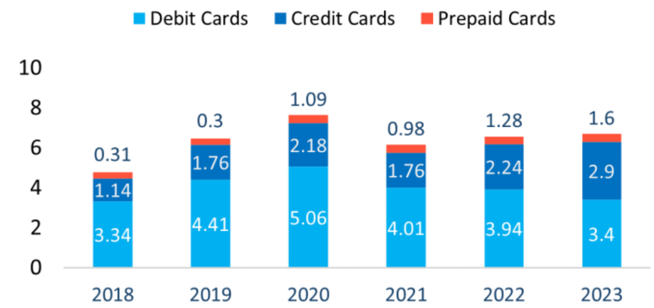
Number of Debit Cards and Credit Card Issued (Billion), India, Fiscal 18-23



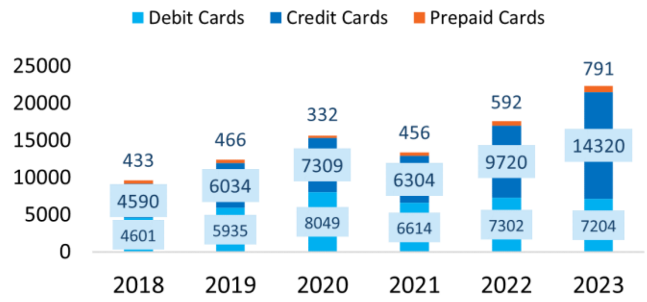
Source: The Reserve bank of India (RBI)

The penetration and growth of debit and credit cards, also known as plastic money, is growing rapidly in India. Card-based payments registered a CAGR of approximately 10% in terms of volume and approximately 18% in terms of value between the years Fiscal 2018 to Fiscal 2023. Moreover, the total number of credit card subscribers grew from approximately 63 million in 2021 to approximately 85 million in Fiscal 2023 owing to increasing demand for cashless and convenient transactions, majorly by millennial customers. A dip in Fiscal 2020 numbers can be attributed to the RBI's directive to replace old magstripe debit and credit cards with more secure, chip-based EMV cards, the global standard for credit and debit card payments.

Card- Transactions Volume by Card Type, India FY18-23 (Billion)



Transactions Value by Card type, India, FY18-23 (₹ billion)

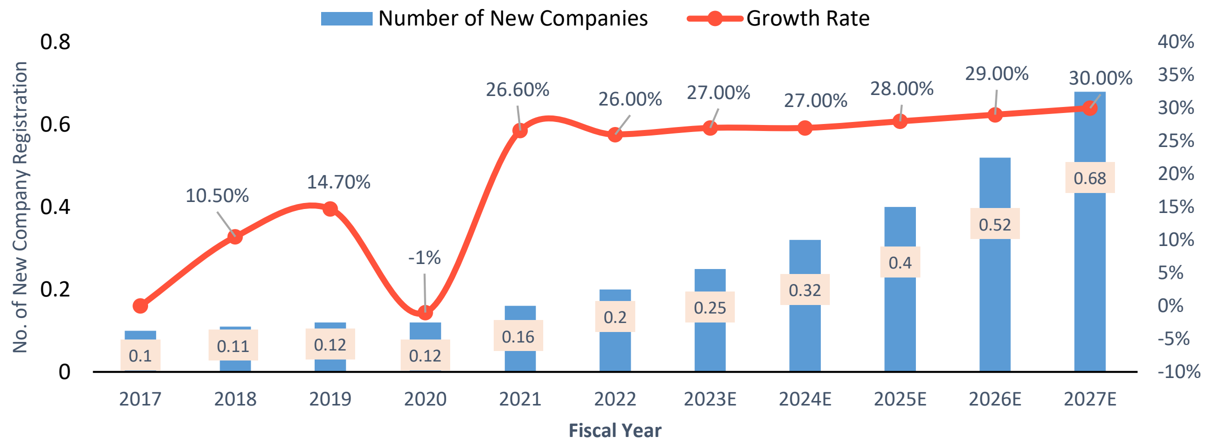


Source: RBI, Frost & Sullivan Analysis

The demand for prepaid cards is primarily driven by corporates for gifting, reimbursements, and forex requirements for corporate travellers. Payroll cards being a safer alternative to cash payments are increasingly being adopted, as cards can be blocked and reissued if lost. Further, SMS and e-mails can alert for every transaction done on the card offers safer and secure environment. As of March 2023, India had approximately 0.28 billion prepaid cards of approximately 1.62 billion prepaid payment instruments (smart cards, magnetic stripe cards, internet accounts, internet wallets, mobile accounts, mobile wallets, and paper vouchers). The volume of prepaid transactions accounted to approximately ₹7.4 billion in Fiscal 2023 from approximately ₹6.57 billion in Fiscal 2022. However, India's prepaid instruments (PPI) market was approximately ₹2,870 billion in Fiscal 2023 and expected to surpass approximately ₹4,500 billion by Fiscal 2027 at a CAGR of approximately 12% during the period Fiscal 2023 to Fiscal 2027. India's prepaid card market transaction value is expected to reach ₹3,000 billion by Fiscal 2027 at a CAGR of approximately 35.8%, attributed to increased application in online payments for e-commerce and bills, with demonetization and the pandemic as factors.

In India, 13.1 million companies were registered as of December 2022 and there are approximately 96.4% micro companies leaving only approximately 3.6% of small, medium, and large enterprises. The annual growth in registration of new companies is rising at a rapid pace, primarily due to the shifting focus of economic activity from a limited number of firms to numerous new entrants.

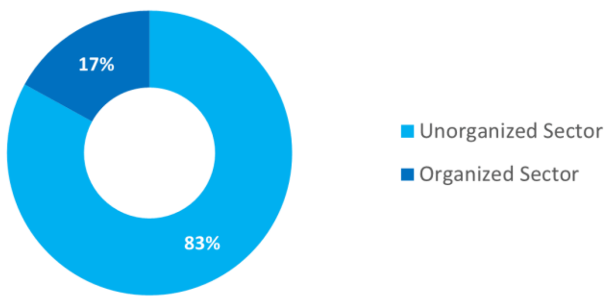
Number of New Company Registrations in India, 2017-2027 (Million)



Source: Corporate Affairs Ministry India, News Articles

The growth is majorly driven by the flourishing services sector in the country and growing progress in the manufacturing industry. The registration of new companies in the manufacturing sector was accounted to approximately 28% and services sectors accounted to approximately 72% as of December 31, 2022**.** As per the MCA definition, in India companies get registered as small companies/MSMEs (<250 employees) and other companies/large companies (>250 employees). The companies with less than 250 employees contribute approximately 40-45% of the overall employment while the companies with more than 250 employees contribute approximately 60% share of the total workforce.

Split Between Organized & Unorganized Sector of India, 2023 (%)



Source: Ministry of Labour & Employment, India, QES

Distribution of Enterprises by Size and Region, 2023 (million)

Sector	Micro	Small	Medium	Total	Share (%)
Rural	32.4	0.08	0.001	32.5	51
Urban	30.6	0.25	0.004	30.9	49
Total	**63.1**	**0.33**	**0.005**	**63.4**	

Source: Ministry of MSME, Worldbank, International Finance Corporation (IFC), Invest India

Distribution of Employment by Type of Enterprises and Region, Fiscal 2023 (million)

Sector	Micro	Small	Medium	Total	Share (%)
Rural	48.9	0.8	0.06	49.76	45
Urban	58.7	2.4	0.12	61.22	55
Total	**107.6**	**3.2**	**0.18**	**110.98**	**100**

Source: Ministry of MSME, Worldbank, International Finance Corporation (IFC), Invest India

The workforce in India: Increasing employment to aid the banked population in the country

The unorganized sector accounted for the largest share of the workforce in India at approximately 93%. The sector is defined under the Unorganized Workers' Social Security Act, 2008, and includes household manufacturing activity and small-scale industry. In contrast to the organized sector, jobs are low-paying and often not regular; no specific rules and regulations are set for employees and, most importantly, employment is not secure.

The Government of India is trying to encourage the unorganized sector by launching various schemes and policies for the workers' benefit. Major policies include eShram, Pradhan Mantri Shram, Pradhan Mantri Shram, Yogi Maan-Dhan (PM-SYM), and Aam Admi Beema Yojana.

India's working population was estimated to be at approximately 528 million in Fiscal 2023, while only approximately 17% have access the credit card market. India's employment rate stands at 43%, while the global average is approximately 55%. India needs to employ an additional 180-190 million people to ensure that it reaches the global average. It needs to more than double its workforce to match the likes of China, with a working population of over 900 million. By 2030, the country may focus on core sectors such as manufacturing, which has the potential to create 11 million new jobs, and the construction sector, which could produce 24 million new opportunities. Labour and knowledge-intensive service sectors can produce more than 22 million and 30 million new jobs, respectively, which would help the country, boost the employment rate.

As per the current trends, India's fintech is focusing on the employee-oriented services market as this segment of customers is easy to acquire and retain at lower costs. Further, this segment is expected to offer significant opportunities during the next five years. The number of new company registration in India is expected to grow by the CAGR of approximately 28% from 2022 to 2027.

Also, corporate customers (businesses) are actively seeking better employee expense management solutions. In the last two years, majority of these solutions were subscribed using prepaid payment cards and digital wallets. Owing to this the prepaid cards transaction value is estimated to grow at a CAGR of approximately 40% from Fiscal 2022 to Fiscal 23. This transaction value is expected to grow from the estimate of approximately ₹791 billion in 2023 to ₹3,000 billion in 2027 at a CAGR of approximately 35.8%.

Overview of the Fintech Market in India

India's fintech ecosystem has approximately 2100 start-ups spread across a wide range of segments such as payments, lending, wealthtech, insurtech, and neo-banking. This industry has already raised more than 25% (approximately) of all start-up funding in India and is anticipated to receive further interest from investors. India's fintech market revenue is estimated to reach approximately ₹8,341 billion in 2027 from ₹3,123 billion in 2022 as a result of supportive government policies, rising investments, and a fintech adoption rate of approximately 87%, the highest compared to other countries.

Drivers, Restraints, Challenges/Current Trends

<u>Drivers</u>

1. Governmental Initiatives

The Indian Government and RBI have supported India's fintech market through various initiatives and schemes to boost industry growth.

Major Initiatives from Government and Central Bank of India that Favoured Fintech Growth

Initiative/ Scheme	Launch Date	Description
Credit Card Linkage to UPI	January 2023	Previously only Savings or Current account could be linked to UPI, however linkage of credit cards with UPI is also now possible from January 2023
E-Rupee	December 2022	It is a tokenized digital version of the Indian Rupee, issued by the Reserve Bank of India (the "**RBI**") as a central bank digital currency (CBDC). It follows the blockchain distributed ledger technology
e-RUPI	August 2021	A digital solution launched by the Government of India (the "**GoI**") where users can pay for COVID-19 vaccination through UPI e-Prepaid vouchers at the merchants
FASTag	February 2021	The National Highway Authority of India made FASTags mandatory for all vehicles
The Regulatory Sandbox ("**RS**")	December 2020	The Reserve Bank of India and Insurance Regulatory and Development Authority of India (the "**IRDAI**") launched RS to aid live testing of new products and

Initiative/ Scheme	Launch Date	Description
		services under a controlled regulatory environment. This service is expected to encourage innovations in the financial sector, promote efficiency, and benefit customers
National Common Mobility Card	March 2019	Inter-operable transport card that helps users pay travel, toll duties (toll tax), retail shopping, and withdraw money
Unified Payments Interface (“**UPI**”)	December 2016	Launched by the National Payment Corporation of India (the “**NPCI**”), UPI is a mobile application that empowers users to use multiple bank accounts in a single mobile application for fund routing and merchant payments
Peer-to-peer (“**P2P**”) lending to be treated as NBFCs	April 2016	RBI announced a plan to include P2P lending under NBFCs to bring more credibility and trust to businesses
License to Payment Banks	August 2015	RBI granted "in-principle" licenses, under which entities must fulfill required banking conditions within 18 months to receive full licenses under section 22 of the Banking Regulation Act, 1949 for the payment banks
Startup India	August 2015	The GoI launched a Startup India campaign to encourage new start-ups in India by focusing on three major areas: simplification and handholding, funding support and incentives, industry-academia partnership, and incubation. This initiative helped fintech start-ups to grow. To date, India has more than 2,000 start-ups, of which 17 have already gained unicorn status (valuation of at least USD1 billion).
Digital India	July 2015	The GoI launched this campaign to digitally empower India. Various awareness campaigns such as the Annual Digital India Summit & Awards are part of this campaign.
Pradhan Mantri Jan Dhan Yojana (PMJDY)	August 2014	To provide affordable financial services such as bank accounts, credit, remittances, insurance, and pensions to all citizens of India, thereby reducing India's unbanked population.

Source: Government Websites, RBI, Frost & Sullivan Report

India has launched its digital currency, the digital rupee, by 2023 to have efficient and cheaper currency management. Additional initiatives such as India Stack that support NPCI for authenticating Aadhaar's identity for digital payments, transfers, opening new accounts, and enabling mobile connectivity are also expected to drive India's fintech market.

2. Digital Infrastructure

India’s fintech ecosystem has grown rapidly because of financial institutions, start-ups, the government, venture investors, and regulators fostering collaboration and consolidation. On the supply side, digital infrastructure exists in the form of the India Stack, the Central KYC Record Registry, Information Utilities, and others, allowing finance to be modularized and providers to innovate. Further, regulators are assisting fintech by fostering a cashless society, creating regulatory sandboxes, and establishing companies that facilitate data flow inside the financial industry.

Further, with the introduction of account aggregators, API readiness of banks and NBFCs, the launch of many neo-banks, and aggressive fund-raising, India has emerged as a model for open banking deployments across the globe. Indians are already utilizing the power of open banking (UPI/AePS) regularly, and they are likely to adapt to further technologies with no difficulty.

In addition, with the launch of 5G, technologies such as AI, the Internet of Things (the “**IoT**”), cloud computing, quantum computing, and blockchain are expected to change the nature of financial services and the ways they are offered. 5G is expected to enable high-end trading and quicker distribution of fintech services.

3. Restraint

The Indian consumer base rapidly adopts fintech services, but concerns remain about data breaches, malware injection, hacking of accounts, data loss, and abuse of cloud services.

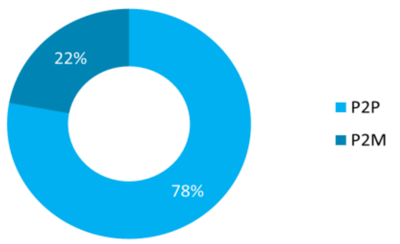
4. Trends

(a) *<u>Cashless Economy:</u>*

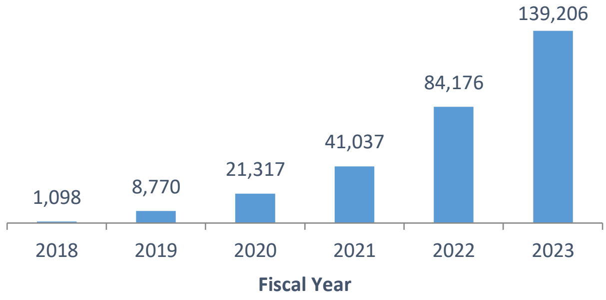
India's economy is moving toward a cashless economy as digital payments reach approximately 78% in

Fiscal 2023 which can be attributed to the high adoption of UPI, digital wallets, debit cards, credit cards, online, and other modes of bank transfers.

UPI Payment Value Split, Fiscal 2023 (%)



UPI Transaction Value (₹ billion), India, 2018-2023



Source: NPCI, Frost & Sullivan Report

For instance, the UPI payment mode has shown significant growth since 2018. According to CLSA, the value of UPI transactions has grown from ₹1,098 billion in Fiscal 2018 to ₹139.2 trillion in Fiscal 2023 at a CAGR of approximately 163%.

P2P transactions held the highest share of approximately 78% of the total UPI transaction values in Fiscal 2023, as it became a common fund transfer method between individuals.

(b) *Spend Management*

Spend management allows real-time tracking, assessment, and control over expenses by organizations to/through various stakeholders including employees, payroll, vendors, and channel partners. The Indian domestic market has witnessed increasing IT penetration in the last decade enabling awareness growth in the MSMEs. However, the awareness is still at nascent stages and most of the MSMEs have partial awareness about spend management solutions resulting 61% of the companies using fragmented products for various functions. The high initial costs incurred towards spend management solution setup is also one of the major hinderance towards market growth, giving opportunities for SaaS offerings. India's outsourced spend management software and services market is estimated to grow from ₹35 billion in 2022 to ₹72 billion by 2027 on the back of greater awareness and higher acceptance within MSMEs coupled with expansion of industrial economy and increased availability of customized spend management solutions.

(c) *Insurtech*

Insurtech is rapidly developing in India, with investors supporting innovations and offerings for value-added services. The companies operating in this segment address niche demands and current needs from the market through data-driven innovation across the value chain.

The funding for insurtech accounted to USD 512 million in 34 rounds in 2021 compared to USD 291 million across 380 rounds in 2022. India has the second-largest insurtech market in Asia-Pacific, accounting for approximately 35% of the USD 3.66 million of venture capital investments in this region and it housed approximately 66 insurtech companies.

(d) *WealthTech Platforms*

The delivery of legacy wealth management services is increasingly moving toward wealthtech platforms. The availability of high-end technologies such as AI, machine learning ("**ML**"), big data, and advanced analytics helped them to provide efficient and effective solutions for investments to consumers and wealth managers. India has at least 440 wealthtech start-ups offering robo-advisors, digital brokerage, portfolio management tools, and B2B solutions.

5. Porter's 5 forces

(a) *Bargaining Power of Suppliers: High*

Two types of suppliers are involved in the Indian fintechverse. The first provides the funds (investor) and the second offers the technologies. In the wake of COVID-19, some early-stage fintech players struggled to retain investments as investors focused more on stable business models, which is likely to continue until the complete recovery of the Indian economy and the fintech market. Thus, investors' bargaining power is expected to be high for the next few years. On the other hand, technology suppliers are plentiful, meaning that they have less bargaining power (suppliers of niche or modern technologies such as AI and ML are exceptions).

(b) *Bargaining Power of Buyers: Medium*

Despite an immense potential customer base, the fintech industry remains largely price sensitive. In addition, major companies provide discounts to encourage and retain customers until they reach a sizeable customer base. Switching costs are low in most segments, so customers' bargaining power remains high. Parallelly, for fintech companies serving businesses, the switching cost is higher due to tighter integration and dependency with respect to certain functions. Due to this the bargaining power of overall segment would be medium.

(c) *The threat of New Entrants: Moderate*

The threat of new entrants varies by segment. Digital payments, mobile wallets, and prepaid payment interfaces saw a sizable number of new entrants in recent years, but neo-banking, blockchain, wealthtech, and insurtech saw fewer entrants due to strict regulatory barriers. Thus, the threat of new entrants remains moderate.

(d) *The threat of New Substitutes: Low*

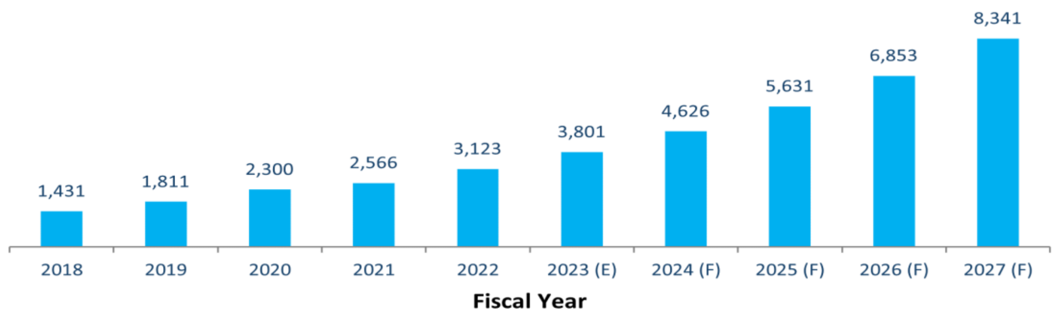
Fintech has the lowest threat of substitutes in India. Fintech itself is an evolutionary substitute for traditional financial services. Thus, it is challenging to identify the substitute technologies for core fintech services such as digital payments, digital lending, insurtech, wealthtech, and neo-banking.

(e) *Competitive Rivalry: High*

Competitive rivalry in the Indian fintech space remains high with the increase in the number of start-ups. India has also produced approximately 17 fintech unicorns through May 2022 that can deliver highly competitive financial services. Because of limited financial services in the Indian market, every fintech remains under pressure to offer innovative and differentiated products and services to their customer segments.

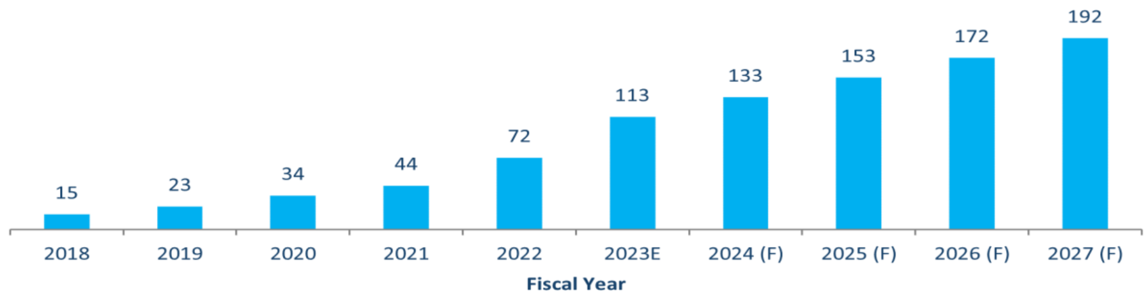
Overall Estimated Fintech Market size (5-year historical and 5-year forecasts) - Volume and Value

India's Fintech Market Revenue, 2018-2027 (₹ billion)



E-Estimated, F-Forecast
Source: RBI, News Releases, Frost & Sullivan Report

India's Fintech Transaction Volume, 2018-2027 (billion)

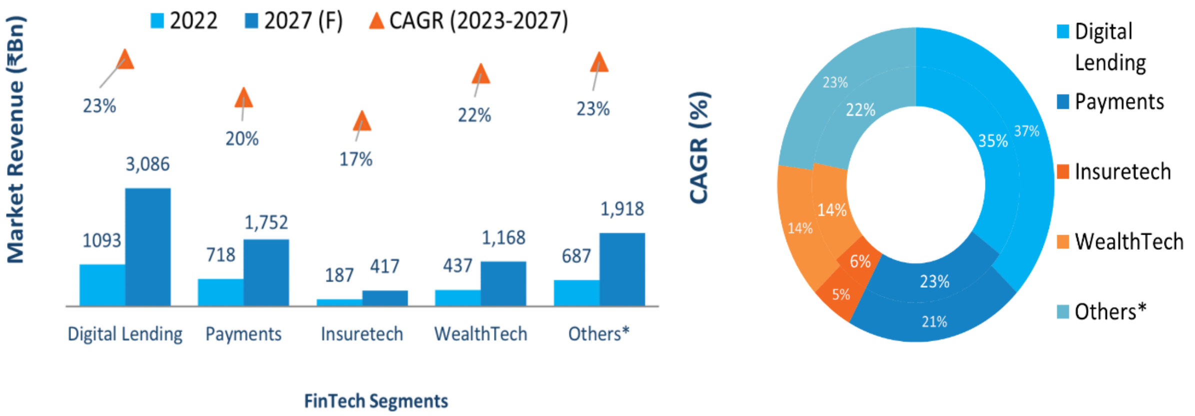


Note: The total volume includes transaction volume of digital payments, digital lending, and InsurTech volume, which contributes nearly 70% of total fintech volume. The rest of the calculation is made on a best efforts basis, E-

Estimated, F-Forecast
Source: RBI, IRDAI, Frost & Sullivan Report

Segmentation

India's Fintech Market Revenue and Market Share by Segments for Fiscal 2022 and expectation for Fiscal 2027 (₹ billion)



<u>Note</u>:
The Base year is 2022, CAGR is calculated from Fiscal 2023 to Fiscal 2027;
Segment Definition:

- *Digital lending revenue earned from interest on B2B, business to consumer ("**B2C**"), and P2P loans service charges;*
- *Payments segment includes total revenue earned from service fees and charges applied on transaction value generated from all digital payment modes such as online banking, UPI, etc.;*
- *InsureTech includes revenue generated from the number of insurances sold online; WealthTech includes revenue generated from fees and commissions through online investment made by customers/ users; and*

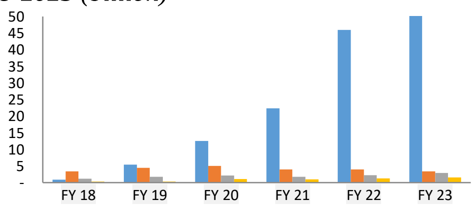
** Others segment primarily consist of Forex and Remittance, and Blockchain*
Source: RBI, Invest India, News Articles, Frost & Sullivan Report

Overview of the Digital Payments Market in India

Overview of Digital Payments Landscape (UPI, Cards, Wallets, etc.)

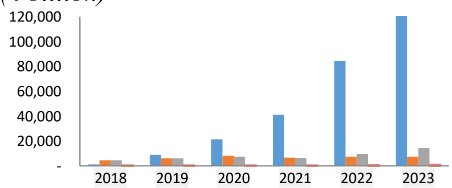
India has the fastest-growing digital payments industry in the world, with a five-fold increase in contactless payments from 2016 to 2023. To meet expanding customer demand, the number of businesses accepting contactless payments has increased six-fold in the past three years from 2018 to 2021, the sectors driving the growth are quick service restaurants, pharmacies, food and grocery. The RBI-DPI Index continues to show a considerable increase in digital payment usage and penetration across India. In Fiscal 2022, UPI is expected to account for approximately 86% of all consumer payments, with mobile wallets accounting for only approximately 2.4%. With the significant increase in UPI traffic, it is forecasted that digital payments (debit cards + credit cards + UPI) from consumers to merchants which climbed approximately 114% in Fiscal 2019 to more than 420% in Fiscal 2021 and is on track to reach 1,575% in Fiscal 2022 from Fiscal 2018.

Transaction Volume by Payment System, Fiscals 2018-2023 (billion)



	FY 18	FY 19	FY 20	FY 21	FY 22	FY 23
UPI	0.92	5.39	12.52	22.33	45.97	84.16
Debit card	3.34	4.41	5.06	4.01	3.94	3.4
Credit Card	1.14	1.76	2.18	1.76	2.24	2.9
Prepaid Payment Instrument	0.31	0.3	1.09	0.98	1.28	1.6

Transaction Value by Payment System, Fiscals 2018-2023 (₹ billion)



	2018	2019	2020	2021	2022	2023
UPI	1,098	8,770	21,317	41,037	84,176	139,150
Debit card	4,601	5,935	8,049	6,614	7,302	7,204
Credit Card	4,590	6,034	7,309	6,304	9,720	14,320
Prepaid Payment Instrument	433	466	332	456	592	791

Source: RBI

UPI is responsible for the largest transaction volumes among all payment methods, but UPI payments are not profitable because they are free of processing charges, whereas debit/credit card merchants and POS/gateway companies charge fees for the service. Because of this, UPI-based issuers and super apps are now diversifying into full financial service platforms that include lending, distribution, and non-financial services to capitalize on the large customer/merchant base they have built. Examples include Paytm, PhonePe, MobiKwik, Google Pay, BharatPe, Pine Labs, RazorPay, and CRED.

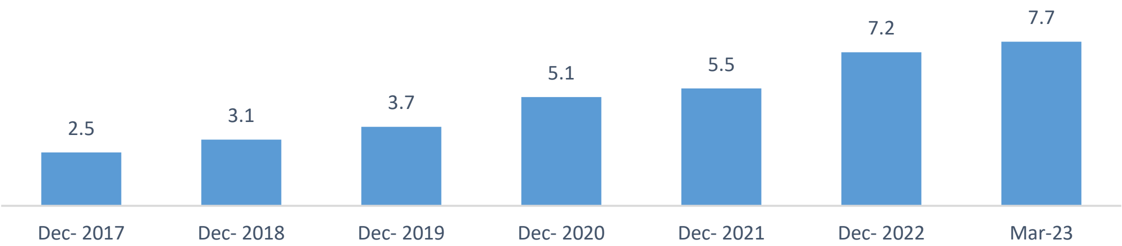
Drivers

Tech-savvy users, who have access to various platforms, are increasingly choosing digital means to explore and complete their purchasing trips. While internet retailers were among the first to accept digital payments, more traditional retailers swiftly followed.

1. *Increased Deployment of Points of Sale (PoS) infrastructure (physical and digital modes)*

The debit and credit card industry is one of the most important pillars of the digital payment environment, with potential for issuing banks, acquiring banks, merchants, payment service providers, card networks, and PoS terminal vendors. Customers currently make digital payments at in-store merchant locations mostly using PoS terminals or by scanning a QR code. In tier 1 and 2 cities, PoS terminals are becoming increasingly popular in merchant sectors like restaurants, grocery shops, retail stores, jewellery stores, and gas stations. However, their adoption was slower in other cities. As a result, the RBI established the Payments Infrastructure Development Fund (PIDF), which was funded by the central bank, card-issuing banks, and payment networks.

Number of PoS Terminals (million)



Source: RBI, Frost & Sullivan Report

2. *Higher Adoption by Gen Z*

Gen Z consumers prefer digital payments over older payment methods because the former enables more efficient, frictionless, and robust transactions.

The use of mobile payment applications for in-person payments is anticipated to climb from 5% today to 19% in the future. On the contrary, Gen Zers expect to reduce their use of debit cards (from 35% currently to 26%) and credit cards (from 16% now to 14%) in the next 5 years.

The fintech industry will continue to innovate and provide dynamic and secure transaction facilities to develop and promote India's digital payment landscape, even though India is already advancing in terms of blockchain technology, cloud-based payments, cryptocurrencies, and other payment facilities powered by AI, ML, and the IoT.

3. *Rapidly developing blockchain technology*

Blockchain technology is the next big thing since 2022. It is possible to demonstrate a considerable decrease in asset transfer costs and timelines using any of the blockchain APIs. It is also believed that blockchain would significantly increase transparency among market participants, therefore levelling the playing field. With so many advantages, it is likely to be a trendsetter in the digital payment field in the next 12-18 months.

Restraints

1. *Digital Payments Fraud*

Data breaches, malware injection, account hacking, data loss, and cloud service misuse are just a few of the significant security threats. Indian consumers need to be educated to utilize digital payments securely.

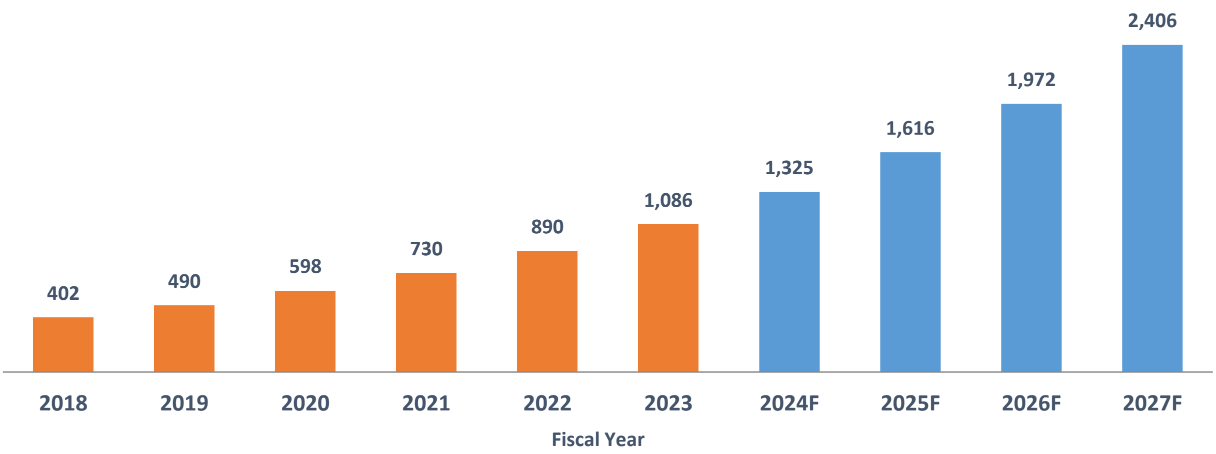
2. *The backlash from the Zero Merchant Discount Rate ("MDR") policy*

MDR has been absorbed by the government on Rupay debit cards, while, on Visa and Mastercard, MDR is capped at 75 basis points. In January 2020, the Zero MDR policy entered into force. According to this policy, businesses having an annual turnover of more than ₹0.5 billion must provide consumers with low-cost digital means of payment such as BHIM, UPI, QR code, and Aadhaar Pay, as well as certain debit cards (RuPay Cards), NEFT, or RTGS transactions, where customers or the merchants would not be charged any hefty processing fees or MDR. However, the government's aim to increase financial inclusion has been counterproductive, with debit card payments falling from 0.25 billion transactions in January 2023 to 0.22 billion in April 2023 and further down to 0.21 billion in June 2023. Although the growth is expected to return to transactions volume in the next few months, the overall impact remains. Furthermore, non-bank payment service providers are fighting to keep their operations afloat, while the requirement to absorb MDR expenses impacts profitability.

As a result, payment companies are expressing dissatisfaction and urging the government to allow a less regulated interchange instead of zero MDR on QR code, UPI, and RuPay debit card transactions, as well as tax breaks for merchants who accept electronic payments and incentive schemes to increase the popularity of QR code-based transactions. On the other hand, the MDR for credit cards, prepaid cards, and debit cards from other issuers was almost non-impacted, enabling profitability for these players. Only RuPay debit card MRD has been absorbed by the government, on Visa and Mastercard the MDR is capped at 75 basis points.

Overall Estimated Market size (5-year historical and 5-year forecast)

India's Digital Payments Market Revenue, Fiscals 2018-2027 (₹ billion)



Source: News Releases, Frost & Sullivan Report

The digital payment market is expected to grow at a CAGR of approximately 22% from 2023 to 2027, boosted by digital currency and supporting technologies such as AI and ML.

Retail Digital Spend on Merchants (online and offline)

Digital transactions increased to 99% of non-cash retail purchases during the pandemic in the Fiscal 2023 period, with credit transfers being the most popular method, from 97.0% in Fiscal 2020 (based on RBI data).

Number of transactions

Retail merchants in India have worked hard to adapt to ever-changing consumer expectations such as finance, home delivery, and the shift to omnichannel store models. Furthermore, India's strong regulatory structure, as well as its powerful value and retail payment systems, are contributing to the rapid increase in the value of retail digital payment transactions.

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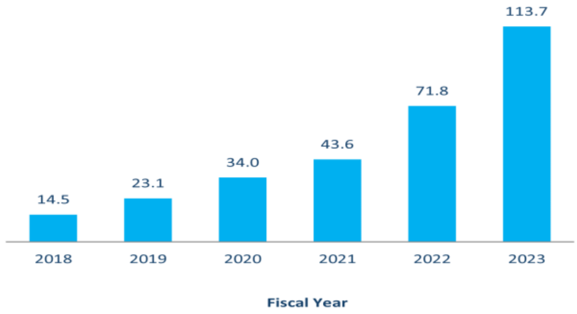
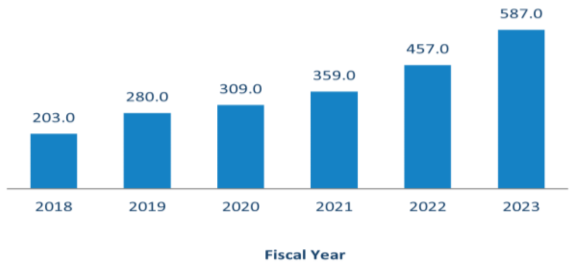
Retail Digital Transaction Volume, India, Fiscals 2018-2023 (billion)



Source: RBI, Frost & Sullivan Report

Retail Digital Transaction Value, Fiscals 2018-2023 (₹ billion)



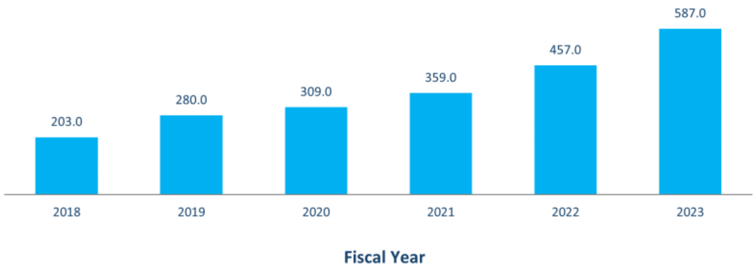
Source: RBI, Frost & Sullivan Report

Value of transactions

The RBI's pilot study in Fiscals 2018-2019 explored retail payment patterns of individuals in six cities (Delhi, Kolkata, Bengaluru, Mumbai, Chennai, and Guwahati) and discovered that convenience was the biggest influence in the use of digital payments. Indeed, the ability to pay from anywhere and at any time, without having to line up outside an ATM, has been a driving force behind the growth of retail digital transaction value.

Average Size per transaction

Average Retail Digital Transaction Value, Fiscals 2018-2023 (₹)



Source: RBI, Frost & Sullivan Report

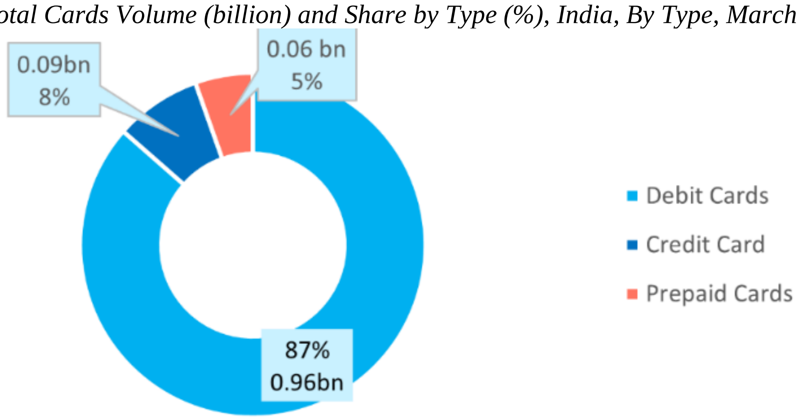
In Fiscal 2023, the average per-transaction surpassed ₹587 which was an increase of 28% from Fiscal 2022.

Overview of Card Market in India

The usage of credit and debit cards for payment is gaining popularity. With the rise in the contactless transaction limit and credit cards providing quick and safe access to credit, customers have additional opportunities to utilize their cards for everyday payments. This is projected to accelerate in places other than metros because of legislative measures such as PIDF and offline payments, which aim to increase the usage of digital payments in locations with poor internet access.

Number of Cards and Split by Types

Total Cards Volume (billion) and Share by Type (%), India, By Type, March 2023



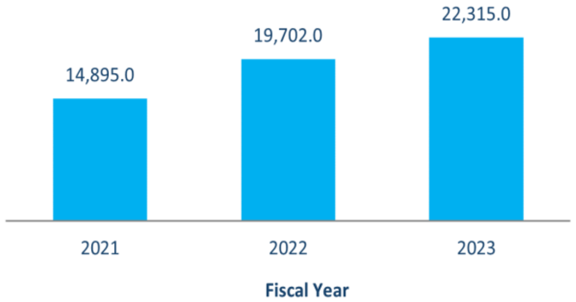
Source: RBI Bulletin, Frost & Sullivan Report

Payment card issuances are expected to reach a 16-month high as the economy recovers. Furthermore, banking activity has increased, and banks are increasingly aggressive in contacting their target clientele. Furthermore, with increasing mobility came a rise in access card issuances, which climbed significantly in 2023.

Value of Transactions (Debit Cards, Credit Cards and Prepaid Cards)

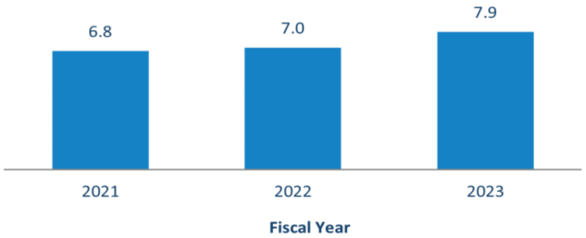
In Fisal 2023, the total card-based transactions surpassed ₹22 billion, which is approximately 13.3% growth compared to Fiscal 2022.

Total Cards Based Transaction Value, Fiscal 2021 vs Fiscal 2023 (₹ billion)



Source: RBI Bulletin, Frost & Sullivan Report

Total Cards (Debit Cards, Credit Cards and Prepaid Cards) Based on Retail Transaction Volume, Fiscal 2021 vs Fiscal 2023 (billion)



Source: RBI Bulletin, Frost & Sullivan Report

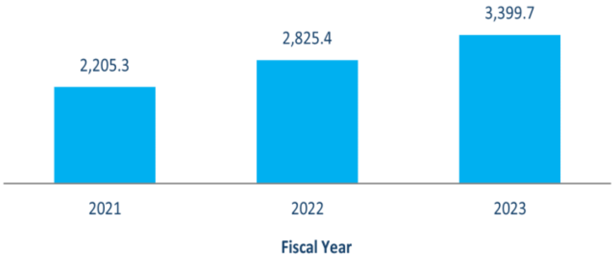
<u>Note</u>: *A prepaid card is an instrument of payment which facilitates buying of goods and services, against the value stored in the instrument. A buyer of a prepaid card can be an employer, employee/individual consumer. Gift cards are a subset of prepaid cards and can be exchanged for specified cash value of goods/services and can be given as gifts. Some other types of prepaid cards include prepaid meal cards, pay day cards, travel cards and the like.*

Number of Transactions

Card-based retail transaction volume is expected to remain lower than other payment type transactions as consumers shifted to UPI payment modes. However, volume is expected to increase as more prepaid cards are used.

Average Size Per Transaction

Average Card-Based Transaction Size Per (₹) in Fiscal 2021, 2022 and 2023



Source: RBI Bulletin, Frost & Sullivan Report

In Fiscal 2023, the average card-based transaction size is expected to be higher than in Fiscal 2022-2022, due to an increase in the card transaction value size.

Interchange Rate

From April 2023, interchange at the rate of 1.1% of the transaction value/ amount will apply to payments made to all online merchants, large merchants and small offline merchants having transaction value/ amount greater than ₹2,000. In March 2023, the NPCI issued a circular on PPI Charges for Merchant Transactions in UPI and there have been a few changes with regard to the existing rates for other transactions as well.

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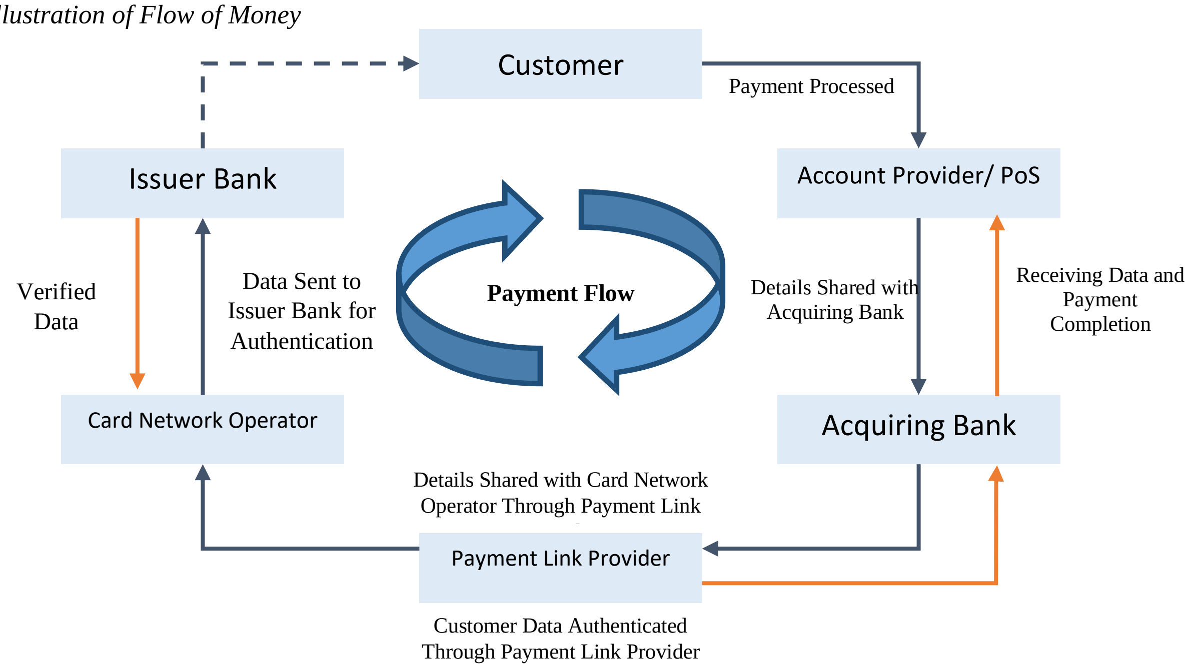
Illustration of Flow of Money



Source: Frost & Sullivan Report

DISCOUNT RATES

- Credit rating of the registered business owner
- Credit rating of the registered merchant
- Type of the business registered by the business owner.
- Total turnover of the company
- Monthly sales of the company

INTERCHANGE RATES

- Type of the Card (Premium, High Spend, Corporate or Infinite)
- Processing method of the card (key entered, swiped, phone order or online)
- Type of the industry registered for the transaction (SMEs, MSMEs, Oil and Gas, Grocery etc.)

Factors Influencing Rates

Retailers pay the discount fees, while the interchange fees are independent of discount charge. As a result, every transaction is charged, and the business performing the transaction is not required to pay an amount equal to or less than the interchange rate. The charge is determined by the terms of the payment processing agreement. In general, the percent charge for interchange rate is between 1% and 3%.

In case of debit cards, small company owners will pay a maximum MDR of 0.4% of the bill value. Owners of medium and large businesses will be charged 0.9% of the bill's total value. In addition, the RBI has established an interchange rate limit for small company owners of ₹200 per bill and ₹1,000 for everyone else.

Quick Response or QR-based payments are subject to a separate set of restrictions. The interchange rate for small firms will be 0.3% of the transaction value or ₹200, whichever is lower. The interchange rate for medium and large firms will be 0.8% of the transaction value or ₹1,000, whichever is lower.

On December 28, 2019, the finance minister declared that the interchange rate would no longer be applied for digital transactions processed using RuPay debit cards, or UPI. The policy went into effect on January 1, 2020. The government will cover interchange rate costs on transactions up to ₹2,000 conducted using debit cards, BHIM UPI, or Aadhaar-enabled payment systems.

Overview of Prepaid Card market

Prepaid Card Number and Size

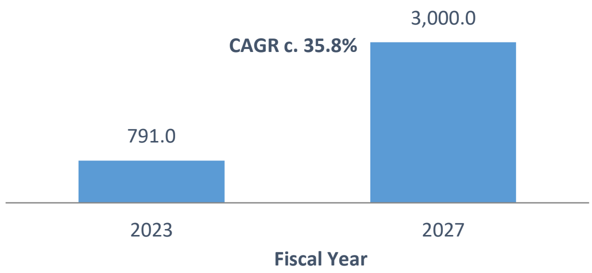
Corporate prepaid cards offer improved cash flow management, quicker employee reimbursement, more security than checks and cash, and do not affect credit score. They are commonly used as gift cards, meal cards, travel cards, and payday cards.

The Indian prepaid card market for transaction value has recently boomed and is predicted to grow at a CAGR of approximately 35.8% from 2022 to 2027 as the commercial sector rapidly adapts to the usage of prepaid cards.

In the prepaid card industry, gift cards remain the most extensively circulating card, whether used for online purchases or in retail stores. E-gift transactions have tripled in the last 3 years.

Prepaid meal cards have witnessed significant growth, and some businesses have begun to provide them to employees, to purchase snacks, meals, and groceries.

Prepaid Card Transaction Value, 2023-2027 (₹ billion)



Source: RBI, Frost & Sullivan Report

Prepaid travel cards are also becoming popular in the business world because they allow firms to load a single currency for personnel traveling to a specific location.

Payday cards are designed exclusively for freelance and blue-collar workers so they can be paid instantaneously upon completion of an assignment. Workers highly prefer this type of card as this instrument reduces their long hours waiting for their payments.

Overview of Outsourced Spend and Human Capital Management Software and Services Market in India

Introduction

Spend management tools help plan purchasing, procurement, employee travel, and expense-related activities across multiple business functions with the primary objective of saving money. An effective spend management system allows for real-time visibility of company spending across departments, aids in risk management, establishes and implements internal controls, and develops clear companywide expense-related policies.

Companies can use either a unified spend management system or fragmented programs for different functions such as employee expense management, vendor management, payroll management, tax management, procurement and purchasing, and channel partner incentivization.

As per current policies prevalent in the industry, in the absence of employee reimbursement tools, employees have to submit their reimbursement bills 5-7 days prior to their payday extending the cycle time from 5 days to around 35 days. The fintech players target to reduce this cycle period and increasing transparency and adherence, while enabling easier liquidity management to employees.

Companies offer corporate prepaid cards, gift card loyalty programs, rewards and recognition schemes, employee tax benefits programs, and multi-wallet reloadable prepaid cards to boost employee morale and maintain better control of employee spending.

Key Players in Outsourced Spend Management Software Market by Service Category, India

Travel and Expense Management Software	Vendor Management Software	Employee Rewards and Recognition
• Coupa • Edenred • Expensify • Wex • Zaggle	• Coupa • Ariba • Zoho • Zaggle • Brex • Pleo • Ramp • Spenmo	• Coupa • Edenred • Expensify • Wex • Zaggle

Source: Websites of respective companies, News Releases, Frost & Sullivan Report

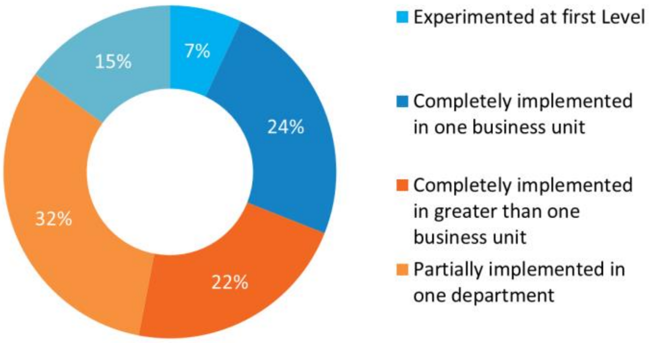
As indicated above, Coupa, Expensify, Edenred, Wex, and Zaggle are a few of the market players which offer diversified end-to-end SaaS offerings to customer organizations.

Drivers

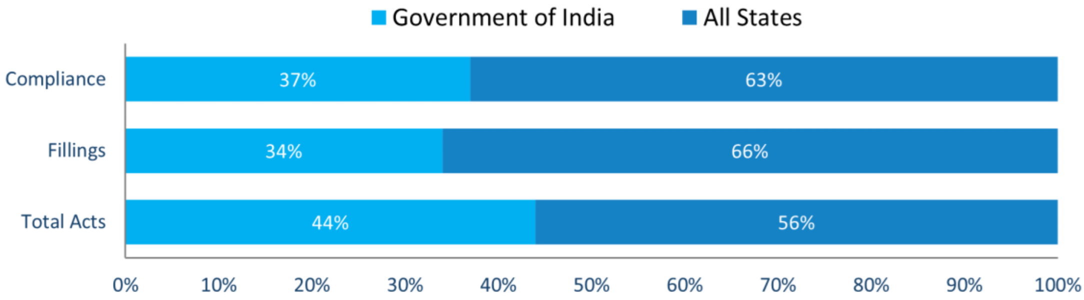
1. *Regulatory landscape*

It is challenging for an organization to independently navigate India's highly competitive business world and complex regulatory landscape of more than 1,500 acts, 69,000 compliances, and 6,000 regulatory filings across central and state governments.

Implementation level of E-procurement in already adopted E-procurement Software in Fiscal 2020 (%)



India's Compliance Statistical Overview (2020) in Fiscal 2020 (%)



Source: Press releases, Frost & Sullivan Report

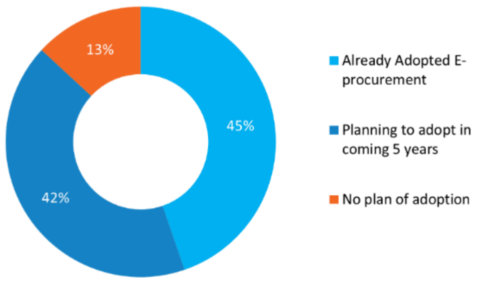
Organizations demand systems and platforms that can comprehend complicated and constantly changing state and federal compliance regulations and requirements, help them communicate to and enforce company and legislative policies on their employees, and automate classified document management operations and reporting. Automated spend and human capital management systems exercise better control over many internal transactions and ensure compliance.

2. *Significant awareness of spend management technology*

Many Indian companies have either already implemented or plan to adopt e-procurement technologies. According to a survey, firms understand the benefits of new procurement technologies such as improved sourcing of suppliers, reduction in procurement lead time, and employee strength.

The survey found that only 37% of Indian enterprises have implemented e-procurement software in one or more business units, indicating a significant opportunity in the space.

India E-Procurement Level of Adoption (2020)



Source: Symbiosis International, Frost & Sullivan Report

3. *Rising remote working practices*

The pandemic accelerated the existing trend of working from home, and this model will likely continue to reshape even after the pandemic ends. For instance, in the IT sector, many large organizations have announced that a significant percentage of their workforce will continue working from remote locations. This has created huge demand for services providers even at SME levels wherein the usage of technology was limited earlier. Therefore, the key market players are investing in R&D activities to integrate the latest technologies including AI, ML, and other emerging technologies to offer automated solutions. These highly customizable solutions that are efficient, easy to deploy, and can fulfill the needs of remote working.

4. *Increasing Digitization at Organisations and Building Automated Workflows for Efficiency*

The increased digitalization trends in organization and automated workflow are expected to be key driver to this market, Workflow automation in India has witnessed significant growth and adoption in various industries. Businesses are leveraging cutting-edge technologies like artificial intelligence, machine learning, and robotic process automation to streamline and optimize their processes. Automation enables companies to reduce manual tasks, improve efficiency, minimize errors, and enhance overall productivity. From finance and healthcare to manufacturing and customer service, Indian enterprises are automation to stay competitive in the global market. Additionally, the Government's initiatives to promote digitalization and the rise of start-ups focusing on automation solutions have further accelerated this trend. As technology continues to evolve and become more accessible, workflow automation is expected to play a pivotal role in transforming India's business landscape, driving innovation, and fostering economic growth.

Restraints

1. *Low affordability and lack of knowledge among potential users*

According to a survey conducted in 2020, only 13.1% of organizations showed no intent to adopt spend management software such as e-procurement as they had lower employee strength and could not afford the excessive cost of implementation. In addition, a lack of understanding and knowledge about digital tools for communication resulted in only 34% of India's MSMEs adopting digital means to interact with employees, customers, and suppliers in 2019. In terms of full adoption of such software-as-a-service solutions, the figure dropped to only 7% (*Source: Survey of 129,537 MSME respondents conducted by the India SME Forum).* About 70% of MSMEs cited among the restraints a lack of knowledge and guidance in using such tools, the cost of investing in these technologies, and lack of skilled talent to manage them. These factors will keep legacy systems alive and hinder market growth of e-procurement.

2. *Trends*

India Outsourced Spend Management and HCM Market Key Trends

Trend	Description
Employee Experience	The pandemic caused a significant uptick in demand for personalized yet cost-effective employee experience solutions. A recent development in HR IT is employee wellness and mental health tools for emotional wellbeing, physical fitness, dietary planning, and other assistance. Additionally, companies focus on providing a swift response to their employees' monetary affairs through various spending management applications such as travel and expense management software.
People Analytics	People analytics is a data-driven and goal-oriented way of evaluating all people processes, functions, issues, and possibilities at work to elevate these systems and achieve long-term company success. People analytics is sometimes known as talent analytics or HR analytics. It helps significantly in the transformation of HR responsibilities, HR business interactions, HR-employee relationships, and improves the quality of HR insights.
AI	Companies in India have begun to explore affordable spend management systems because they improve forecasting accuracy, which consequently improves expenditure analysis. This issue can be resolved by bringing AI technologies into spending management that can provide better and more efficient results. AI merges automation and data to produce enhanced expenditure analysis to simplify jobs or alter algorithms depending on predetermined corporate regulations. This gives a more balanced approach to budgeting.
Cloud and Mobile Deployment	Cloud adoption has registered a significant pace in recent years, especially during the COVID-19 pandemic, due to its fast and cost-effective integration and better security along with reduced risk of errors. For instance, in 2021, 22% of enterprises in India used a multi-cloud environment, and it is expected to rise to 50% in the next two years (Source: Rackspace Technologies). According to the National Association of Software and Service Companies, domestic demand for cloud computing is growing as businesses of all kinds digitalize, and prospects for small and medium-sized businesses expand. Owing to this, many companies have started offering mobile-based employee portals along with cloud-based application deployments.

Source: News Releases, Frost & Sullivan Report

3. *Need for automation of spend management*

(a) Many businesses continue to use manual procedures or outdated software solutions to record, manage, and predict expenditures. Approximately 61% of companies continue to use fragmented programs to manage various sorts of spending.

(b) Despite being the second most significant controllable expenditure for enterprises, 86% of India's firms lack adequate travel and expense management solutions.

(c) In the pursuit of greater agility, organizations are investing in automation and optimization strategies to accelerate go-to-market and improve user experience. 90% of executives feel their organizations might improve their expenditure control.

(d) In addition, 87% of respondents were interested in a unified spend management platform to enable audits across all forms of spending and enforce compliance with corporate spend regulations.

4. *Porter's 5 forces*

(a) Bargaining Power of Suppliers (Low):

(i) The bargaining power of technology suppliers is low because of the presence of major global suppliers and hundreds of local technology suppliers in India.

(ii) The bargaining power of suppliers of niche or recent technologies such as AI and ML is higher.

(b) Bargaining Power of Buyers (Moderate):

(i) Buyers can easily discover alternative suppliers of a certain product. This increases the bargaining power of buyers.

(ii) Buyers' bargaining power declines when considering the high vendor and service switching costs associated with data and technology migration.

(c) The threat of New Entrants (Moderate):

(i) Not so easily available investments in India, which can help Indian companies bring scalability and offer SaaS at competitive prices.

(ii) A high number of tech start-ups present in India increases the threat of new entrants.

(d) The threat of New Substitutes (Moderate):

(i) Recent technology stimulates the development of user-friendly products such as mobile applications and handheld devices that pose a high threat to substitutes.

(ii) The few accessible replacements are of high quality but much more costly. As a result, the danger of alternative products is low within the sector

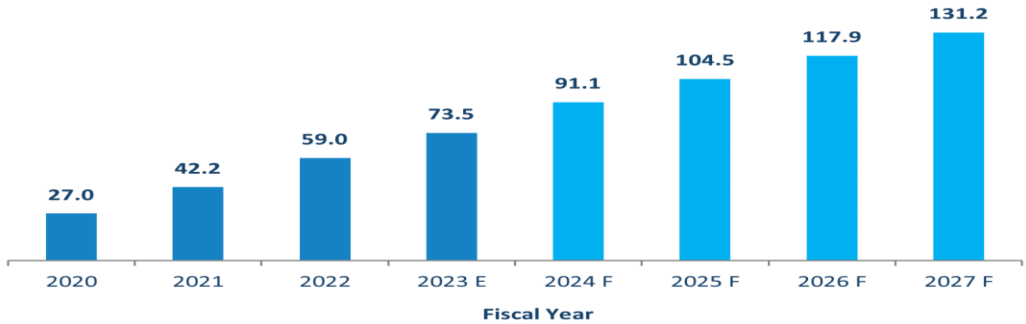
(e) Competitive Rivalry (High):

(i) Competitive rivalry in India's spend management market remains high with the rise in the number of tech start-ups

(ii) Vendors always remain under pressure to offer innovative and differentiated products and services as a customer always has a vast number of established vendor options

Overall Estimated Market size

India Outsourced Spend Management Software and Services Market Revenue, 2018 - 2030 (₹ billion)

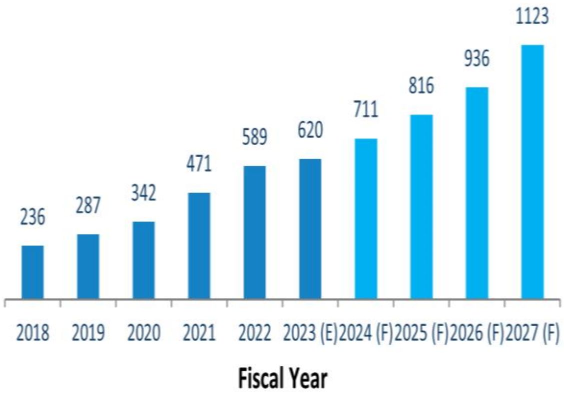


E-Estimated Revenue, F-Forecasted Revenue
Source: Websites and annual reports of respective companies, Frost & Sullivan Report

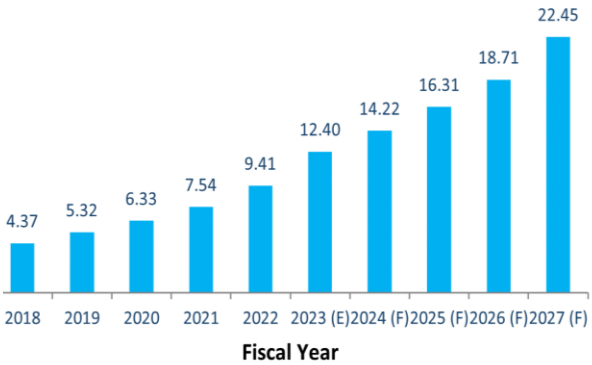
The total spend management software and services market size is inclusive of revenue from the procurement management, expense management, and payroll markets.

India’s spend management software and services market is expected to reach approximately ₹131 billion by 2027 from ₹73 billion in 2021, growing at a CAGR of approximately 25.3%. The overall market for spend management (in-house and outsourced; including procurement management, expense management, and payroll management) was estimated to be ₹82 billion in 2022 and is estimated to surpass ₹200 billion by 2027 with the share of outsourcing estimated approximately 60% in Fiscal 2022.

India’s Gift and Loyalty Program Card Transaction Value, 2018 -2027 (₹ billion)



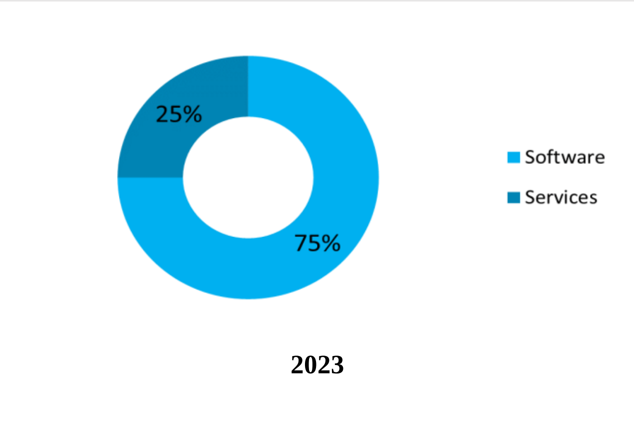
India’s Gift and Loyalty Program Card Service Revenue, 2018 -2027 (₹ billion)

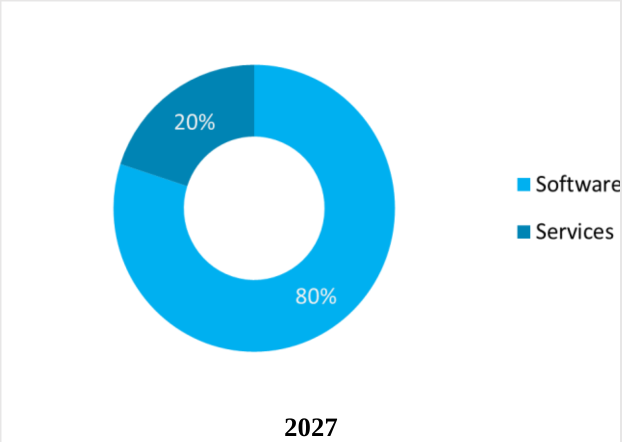


E-Estimated Value, F-Forecasted Value
Source: Websites and annual reports of respective companies, Frost & Sullivan Report

Split of Software and Services

India Outsourced Spend Management Software and Services Market Revenue Share, by Category, 2023 vs 2027 (%)





Source: Frost & Sullivan Report

India's spend management software and services market is dominated by the software segment, with a share of approximately 75% in 2023. The dominant position of this segment is mainly attributed to the growing adoption of software to manage the workforce, vendor and procurement management, and the increase of easy sourcing. Further, this segment is expected to grow faster than the services market during the forecast period of 2023-27 due to the increasing demand for technologies for process automation such as artificial intelligence and machine learning.

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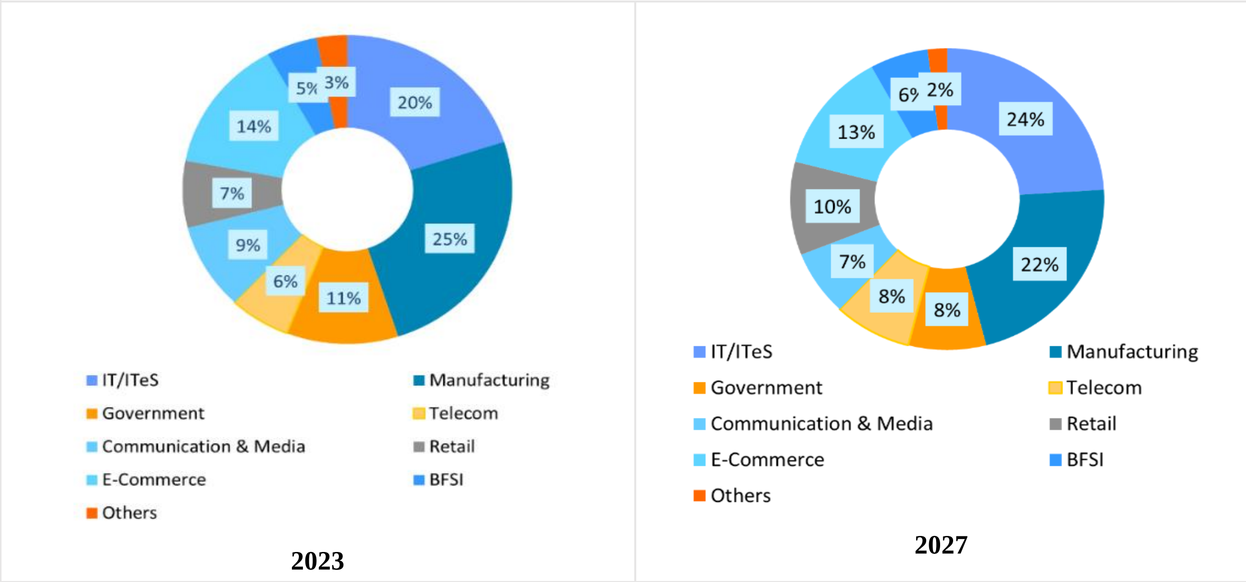
Market split by industry verticals

India Outsourced Spend Management Software and Services Market Revenue Share, by Industry, 2023 vs 2027 (%)



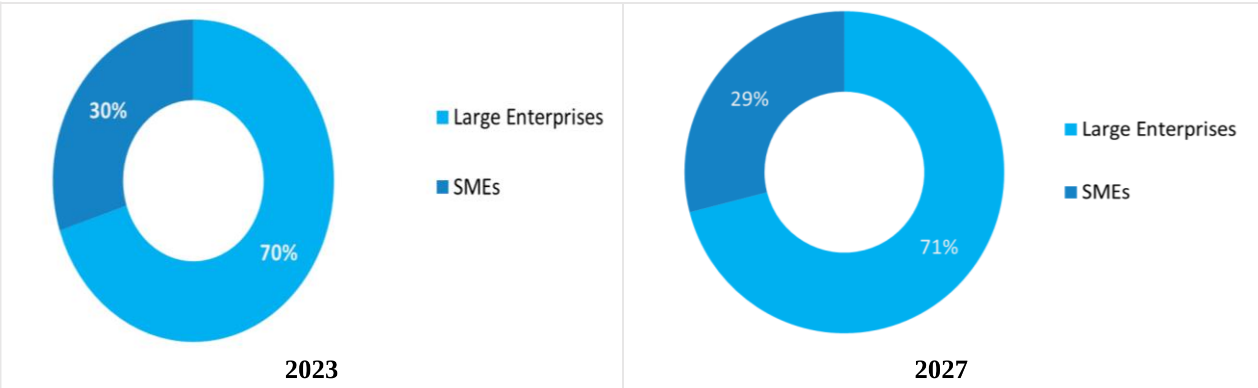
Source: Frost & Sullivan Report

Manufacturing and e-commerce industries are expected to witness a higher adoption rate of spend management software and services during the forecast period of 2023-27. This can be attributed to the increasing need for automation in vendor and procurement management, along with evolving retention policies such as loyalty programs.

Split by organization type: SMEs and Large Enterprises

However, due to the COVID-19 pandemic, SMEs are expected to limit their investment in HCM software and solutions to some extent.

India Outsourced Spend Management Software and Services Market Revenue Share, by organization type, 2023 vs 2027 (%)



Source: Frost & Sullivan Report

Large enterprises accounted for the 70% of India's spending management software and services market. This market is expected to grow at a CAGR of approximately 10% during the forecast period of 2023-27. Large workforces and the need to manage and increase employee productivity; availability of information and communications technology infrastructure; increasing investment in the technologies; continued shift towards globalization; and compliance with regulations are some of the major factors behind the larger share of the large enterprises.

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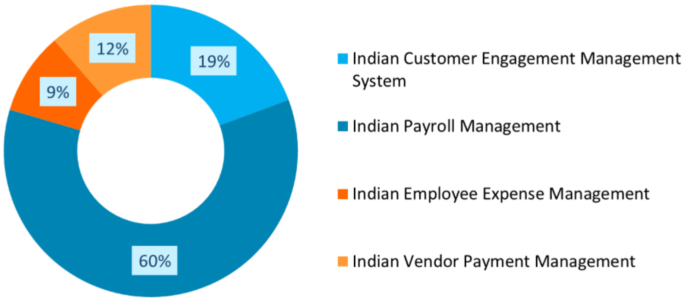
Categories of Services

Outsourced Spend Management Revenue Share by Category, 2022 (%)



Source: Frost & Sullivan Report

The combined market for all services depicted was calculated to be ₹70 billion in 2022 and is estimated to reach ₹115 billion by 2027 at a CAGR of approximately 10%.

Indian outsourced spend management and service categories

Category	Definition	Key Trends
Employee Expense Management	Employee expenses are categorized into reimbursable expenditures, non-reimbursable expenditures, and reward payments. Reimbursable expenditures usually include travel expenses (local conveyance, flight and hotel bookings, among others), meal expenses, medical expenses, telecom expenses, and fuel expenses.	• 82% of companies are either partially or entirely lacking in making the whole travel and expense process automated despite being the second-largest operational expense after payroll. • 48% of companies do not have a system to detect fraud as expenses are mapped manually.
Employee Rewards and Recognition	Employee recognition and reward system refers to a program set up by the company to reward performance and motivate employees.	• The war for talent will increase the emphasis on diversity, equity, and inclusion, as well as the rising expenses of employee benefits, putting pressure on Indian companies to revise their employee experience plans. • Most Indian organizations have employees of all ages, and this is one of the employee engagement trends that will continue to expand in the future.
Vendor payment management	A system that oversees the payment of a business's external suppliers for goods, services, or both.	• Modern, astute firms have already begun to consider automating their vendor management procedures, including vendor onboarding, to reduce compliance risks • Firms are automating vendor interactions, payments, and increasing overall compliance in the tax environment
Negotiation as a service (NaaS)	A platform that allows businesses to automate tailored commercial negotiations at scale, to secure the best deal for their consumers. It compares and evaluates proposed terms and conditions and compares them to others in the market to reach an agreement that is suitable for both sides.	• Typical Fortune 500 companies spend more than a third of their sales on categories that may be purchased through negotiated contracts • NaaS used to always require hiring an outsourcing center. However, this process is increasingly developing via the use of innovative technology.
Payroll Management	Payroll management within expense management covers employee salaries and incentives payment management in accordance with policies and regulations. It may also keep a financial record of employees' gross earnings, payroll deductions, net pay, and the employer's payroll tax due.	• Bonus payments, benefit deductions, vacation leaves, salary increases, employee recruitment and firing, checklist-driven payroll processing in under a minute, accurate reconciliation tools, generating and distributing pay slips with a single click, and a highly configurable claims module with expenses and reimbursement workflow are all possible with a payroll system • Requirement for managing an expanding workforce, as well as the rising need for replacing older systems with advanced payroll solutions to minimize the time spent on the administration; increasing adoption of a work-from-home policy, and maintaining payroll tax records and avoiding penalties are some of the major factors increasing adoption of the payroll management
Channel	A behaviour modification tool designed to	• After the Covid-19 outbreak reduced customer demand,

Category	Definition	Key Trends
partner incentivization	reward partners for achieving specific goals, excluding direct cash incentives.	Indian companies are increasing dealer and distributor incentives to push sales • Recent incentives have focused on increasing liquidity in the system, rewarding stronger sales performance, and covering dealer overhead expenses such as purchasing sanitizers and safety equipment
Gift Card Loyalty Program ("GCLP")	A benefits program that helps employees save money through financial wellness packages with outstanding rewards and corporate discounts.	• Several companies are offering incentives, while others are providing sustainable and fitness-related presents • IGP, a multicategory gifting company, has seen a 30 percent year-on-year increase in corporate gifting over the festival season over the last two years

Source: News Releases, Frost & Sullivan Report

Key Regulations

S. No.	Category	Regulation	Description	Source
1	Income Tax Regulations	Sections: 80C, 80CCC, 80CCD, 80D, 80DDB	Under these regulations, employees can select from various investment options to save a certain amount of tax. It includes investments in PPF, mutual funds, medical insurance and reimbursements, house loans, among others.	Incometaxindia.gov
2	GDPR Equivalent Regulations	Data Protection Policies	India is working to implement a data protection framework that incorporates many of the GDPR's provisions such as user consent policy, data breach policy, data fiduciary, among others. The new law, the Personal Data Protection Bill, 2019, is now before parliament and was suggested to revamp India's current data protection policy, controlled by the Information Technology Act of 2000.	PCI Security Standard council
3	Personal Data Protection for Fintech		The law has the potential to pave the way for consent-based data exchange in the financial services industry. Financial firms frequently fail to appropriately price risk owing to a lack of data on everyone. If the bill is properly implemented, users may feel more comfortable disclosing personal information, and with more data at their disposal, fintech businesses will be able to adapt their products and services better	
4	Payment Card Industry Data Security Standards (PCI DSS)	PCI Data Security	The PCI DSS is a set of security standards formed in 2004 by Visa, MasterCard, Discover Financial Services, JCB International, and American Express. Governed by the PCI Security Standards Council, the compliance scheme aims to secure credit and debit card transactions against data theft and fraud	
5	KYC Regulations	KYC Regulations	RBI advises the financial institutions to ensure KYC regulation adherence	
6	**Digital Banking/Lending**			
	Digital Payments	Payment and Settlement System Act, 2007, UPI Payments, Payment Aggregators/Gateways, PPI, Card Tokenization, E-mandate on cards	The given regulation provides information about the payment acts set by the government of India. The Payment and Settlement System Act of 2007 regulated electronic payments, with the goal of ensuring a secure and efficient payment and settlement system. it also includes payments made through UPI, Payment Gateways, PPI, and other digital payment modes	
	Digital Lending	Banking Regulation Act, 1949, RBI Act 1934, Companies Act, State wise Lenders Act, Chit Funds Act, 1982, P2P Lending	In India, lending activity, whether online or offline, is governed by RBI, and all banks (private/public), NBFCs, have to register with RBI under this act in order to undertake digital lending. In addition, Companies that do not meet the principal business criteria for registration as an NBFC with the RBI can also undertake lending activities subject to applicable provisions of the Companies Act, 2013 such as Section 186, which prescribes certain restrictions on the loan amount and minimum interest rate for such loans. Likewise, RBI has a set of guidelines for state wise lenders act, chit funds act P2P lending and among others.	https://www.rbi.org.in/Scripts/PublicationReportDetails.aspx?UrlPage=&ID=1189#S3
7	Neo-Banks	Licensing from SEBI and IRDAI with	Neo-banks offer products via the RBI, SEBI, and IRDAI. RBI has set various guidelines for outsourcing activities of	RBI

S. No.	Category	Regulation	Description	Source
		regard to financial investment products and insurance	neo-banks, engaging Business Correspondents under Master Circular on Branch Authorization, risk management, digital payment security controls, among others	
8	Product Specific Regulations	RBI, SEBI, and IRDAI directives and issuances on specific category of investment products	The fintech and Neo-banking players have to follow various product specific guidelines issued by the RBI (related to credit/loans etc.), SEBI (related to investment products), and IRDAI (related to insurance issuance and aggregation etc.)	
9	Key Operational Processes	RBI and SEBI specified processes	The market players have to adhere to the process level guidelines including customer onboarding process guidelines, grievance redressal mechanism and fair practice code, and MDR regulations among others	
10	Cloud Ecosystem	DSCI Guidelines, Ministry of Home Affairs categorization, MFA Access Controls, MeITY Data Localization Rules	Service providers with cloud ecosystems have to follow different IT guidelines to be governed under various regulations issued by the regulators.	
11	Other Fintech Guidelines	NBFC Guidelines; P2P Lending Platform Directives, 2017;	Organizations operating without a banking license are treated as NBFCs and have been further divided into categories with specific guidelines and adherence level requirements for each category. Similarly, Master Directions – NBFC – P2P Lending Platform Directions 2017, governs digital lending activities.	

Competitive Landscape Analysis

Comparison of Key Players

The Company does not have any listed direct competitors or peers in India. However, for the purpose of a fair analysis, a comparative assessment of various companies which offer one or more notionally or feature-wise similar product or service as the Company has been included. However, such companies remain unlisted with limited information available in the public domain. Some of the leading players listed in this section and actively operating in the spend management industry include Divvy, Brex, Pleo, Ramp, Coupa, Expensify, Fleetcor, Edenred, Wex, and Happay.

The benchmarking has been done based on their product offerings and key features offered by various companies.

Loyalty Cards

Loyalty Cards: Comparison of Competitors' Features

Features/Company	Zaggle	Divvy	Brex	Pleo	Ramp	Coupa	Expensify	Fleetcor	Edenred	Wex	Happay
Headquarter	India	US	US	Denmark	US	US	US	US	France	US	India
Rewards, Cashbacks, Discounts and Offers	✔	✔	✔		✔	✔	✔	✔	✔	✔	✔
Automated Reports	✔	✔	✔					✔		✔	
Real-Time Spend Tracking	✔	✔	✔	✔			✔			✔	✔
Money Withdrawal	✔										
High Security	✔	✔		✔			✔	✔	✔	✔	
Extensive network of discounted services for cardholders (AWS, Trinet, etc.)			✔		✔		✔				✔
Compatibility with various payment gateways (Apple Pay, Google Pay, etc.)				✔		✔					
Spend Limit Management (Bank/Balance)	✔	✔	✔		✔		✔			✔	✔
Integration with Other Accounts (Travel, ERP, accounting, and finance software)	✔						✔				
Flexibility to use In-Store and Online	✔			✔	✔	✔	✔	✔	✔	✔	
International Payments								✔			

Source: Websites of respective companies, Frost & Sullivan Report

The above table indicates the analysis of key features found across all players. Apart from that, individual players offer some other benefits as well such as fleet and fuel management, e-Receipt, and transaction fees management.

Spend Management

Spend Management: Comparison of Competitors' Features

Features/Company	Zaggle	Divvy	Brex	Pleo	Ramp	Coupa	Expensify	Edenred	Wex	Happay
Expense Tracking	✔	✔	✔	✔	✔	✔	✔	✔	✔	✔
Expense Reporting	✔	✔	✔	✔	✔	✔	✔	✔	✔	✔
Automatic Mileage Tracking with GPS	✔					✔			✔	✔
Smart Scanning-OCR	✔									✔
Online Reimbursement	✔	✔		✔	✔	✔	✔	✔		✔
Auto Approval of Workflows and Hierarchy	✔						✔			✔
Global compatibility (Currency/Language)						✔				✔
Travel Request Form Reporting	✔					✔	✔	✔	✔	✔
Track expenses with a Prepaid expense card	✔	✔	✔		✔		✔	✔		✔
Real-time transfer of funds to cards	✔	✔	✔				✔		✔	✔
Card Management	✔	✔	✔		✔		✔	✔		✔
Client Customization	✔					✔				✔
Multiple Funding Accounts	✔			✔	✔				✔	✔
Automatic Report and Receipt Generation	✔	✔	✔		✔		✔	✔	✔	
Integration with Other Payment Gateways (Apple Pay, Google Pay, AWS)		✔	✔		✔				✔	

Source: Websites of respective companies, Frost & Sullivan Report

Fintech Solutions

Under fintech solutions, companies primarily offer lending-related services, especially for small businesses. It includes small business loans, personal loans with low interest, short-term loans, and accounts payable services, among others.

Fintech Solutions: Comparison of Competitors' Features

Features/Company	Zaggle	Divvy	Brex	Pleo	Coupa	Edenred	Wex
Instant Loan	✔	✔	✔			✔	✔
Low-Interest Rate	✔	✔	✔			✔	✔
No Prepayment Charges	✔						
Real-time Overview				✔	✔		
Short Term Loan	✔	✔	✔				
Cash and Liquidity Management					✔		
Debt Investment Management					✔		
Multiple Account Integration				✔	✔		

Source: Websites of respective companies, Frost & Sullivan Report

Key Players and Brief Profiles (Digital Payments and Cards)

1. <u>Introduction of spend management key players</u>

Comparison of the Expense and Procurement Management Product and Service offerings of Key Players

Product	SAP Ariba	SAP Concur	Expensify	Zoho Expense	Coupa	Happay	Fyle	Zaggle
Travel		✓	✓	✓	✓	✓	✓	✓
Invoice		✓	✓	✓				✓
Payments		✓	✓	✓	✓			✔
Analytics	✓	✓		✓		✓	✓	✓

Product	SAP Ariba	SAP Concur	Expensify	Zoho Expense	Coupa	Happay	Fyle	Zaggle
Procurement	✓			✓	✓			✔
Petty Cash						✓		✔
Reimbursement			✓	✓			✓	✔
Employee Tax Benefits			✓			✓		✓
Card Management			✓			✓	✓	✓
Supplier Management	✓							✔
Sourcing Solution	✓							
Direct Spend Solutions	✓							
Financial Supply Chain	✓							
Intelligent Spend Management	✓							

Source: Websites of respective companies, Frost & Sullivan Report

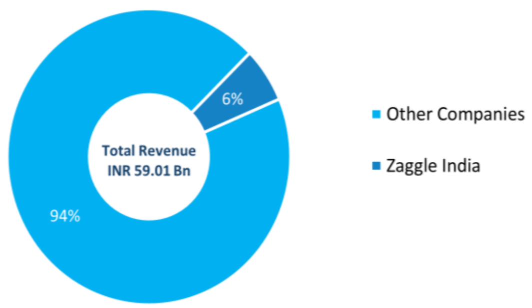
As indicated from the tables above, Zaggle is among the few uniquely positioned players offering diversified services with fintech products and services and has advantages of largest number of issued prepaid cards (in partnership with banks) and high profitability along diversified portfolio of SaaS services (including tax and payroll) and wide touchpoint reach, having one of the largest numbers of issued prepaid cards in India in partnership with certain of its banking partners with approximately 16% of the country's total prepaid transaction volume and approximately 12.7% of the country's total prepaid transaction value share as of March 2023.

Incorporated in 2011, Zaggle operates in a segment where Zaggle interacts and interfaces with its customers (i.e., businesses) and end users (*i.e.*, employees). The company demonstrated a growth at a CAGR of approximately 51.87% during the three-year period between FY2021 and FY2023, which is, in part, a result of increased usage of digital modes of payment during this period in India. Zaggle is a leading player in spend management with a differentiated value proposition and diversified user base with more than 50 million prepaid cards issued in partnership with banking partners and more than 2.27 million users served, as of March 2023.

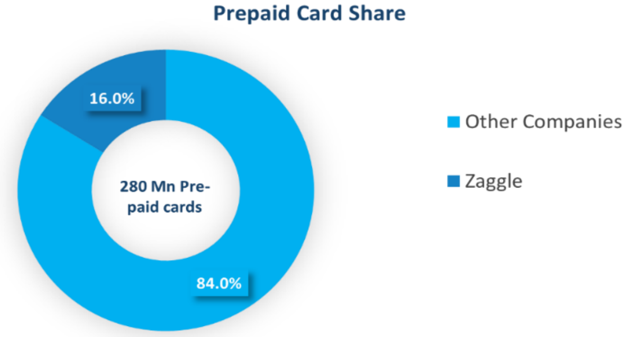
2. *Market share*

Companies such as Zaggle have created a market niche in India by offering a combined solution for spend management (through payment instruments) and employee management (through SaaS). This diversification acts as barrier to new entrants as the combined exposure adds complexity not only in terms of processes and offerings, but also in terms of guidelines adherence and internal operations. Zaggle's presence in the employee expense management prepaid card segment makes it one of the important spend management competitors in the fintech market. Zaggle is widely recognized across their customer segments in India as one of the few uniquely positioned players who can provide multi product solutions under a single platform. Further, the Company also has a prominent presence in the rapidly growing gift card and incentive market. Some of their key products include Propel (Channel and Employee Rewards / Incentives Management), Save (Expense Management and Employee Tax Benefits), and Gift Card Closed Loop Programs. Set out below is the market share of the Company compared with the overall spend management and prepaid card market, as the company actively offers products in these segments.

Revenue Share of Expense Management, Procurement Management, and Payroll Management, by Company, India, Fiscal 2022 (%)

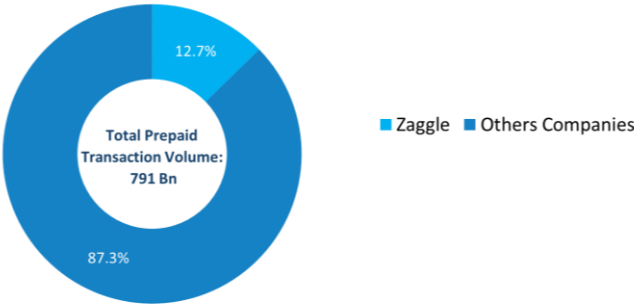


Share of Total Issued Prepaid Cards by Company, India, as of Fiscal 2023 (%)



Source: Websites and annual reports of respective companies, Investor Presentations, Frost & Sullivan Report

Share of Total Prepaid Card Transaction Volume by Company, India, as of March-23 (%)



Source: Websites and annual reports of respective companies, Investor Presentations, Frost & Sullivan Report

OUR BUSINESS

In this Prospectus, unless the context otherwise indicates, requires or implies, any reference to "the Company" or "our Company" refers to Zaggle Prepaid Ocean Services Limited, on a standalone basis, and any reference to "we", "us" or "our": (1) for any period prior to January 12, 2023, is a reference to our Company, on a standalone basis, and (2) for any period on or after January 12, 2023, is a reference to our Company together with our Subsidiary, on a consolidated basis, as of and for the relevant years covered by the Restated Financial Information.

Unless otherwise stated, or unless the context otherwise requires, the financial information of our Company used in this section has been derived from our Restated Financial Information included in this Prospectus on page 195. Our financial year ends on March 31 of each year. Accordingly, references to "Fiscal 2021", "Fiscal 2022" and "Fiscal 2023", are to the 12-month period ended March 31 of the relevant year.

As of the date of this Prospectus and since the date of its incorporation, our Subsidiary, ZTL, had not commenced any business or conducted any operations, transactions or activities. As a result, the Restated Financial Information does not include the financial performance and financial condition of ZTL, and only reflects the financial position and financial performance of our Company, as of and for the relevant years covered by the Restated Financial Information.

Some of the information in the following section, including information, with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section "Forward-Looking Statements" on page 29 for a discussion of the risks and uncertainties related to those statements and the section "Risk Factors" beginning on page 31 for a discussion of certain risks that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in, or implied by, these forward-looking statements.

We have included various operational and financial performance indicators in this Prospectus, some of which may not be derived from our Restated Financial Information or otherwise subjected to an examination, audit or review or any other procedures by our Joint Statutory Auditors. We consider and use these performance indicators as supplemental measures to review and assess our operating performance and some of them are not required by, or presented in accordance with, Ind AS. We present these key performance indicators because they are used by our management to evaluate our operating performance. These key performance indicators have limitations as analytical tools and should not be considered in isolation or as a substitute for financial information presented in accordance with Ind AS. These key performance indicators may not fully reflect our financial performance, liquidity, profitability or cash flows. Further, the manner of calculation and presentation of some of these operational and financial performance indicators, and the assumptions and estimates used in such calculation, may vary from that used by other companies in India, including peer companies and, hence their comparability may be limited. Also see "Risk Factors—36. We have included certain Non-GAAP Measures, industry metrics and key performance indicators related to our operating and financial performance in this Prospectus that are subject to inherent challenges in measurement. These Non-GAAP Measures, industry metrics and key performance indicators may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies." on page 54.

Unless stated otherwise, industry and market data used in this section has been obtained or derived from the Frost & Sullivan Report, prepared and issued by Frost & Sullivan pursuant to an engagement letter dated February 9, 2022 and addendum to such engagement letter dated August 19, 2023, and exclusively commissioned and paid for by us in connection with the Offer. The industry related information included herein includes excerpts from the Frost & Sullivan Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be material for the proposed Offer), that has been left out or changed in any manner. Unless otherwise indicated, all financial, operational, industry and other related information derived from the Frost & Sullivan Report and included herein with respect to any particular year refers to such information for the relevant calendar year. The Frost & Sullivan Report is available at the following web-link: www.zaggle.in/investor-relations from the date of Red Herring Prospectus until the Bid/Offer Closing Date. For more information, see "Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation" and "Risk Factors—38. Industry information included in this Prospectus has been derived from an industry report commissioned and paid for by us exclusively in connection with the Offer." on pages 25 and 55, respectively.

The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Prospectus, including the information contained in "Risk Factors", "Industry Overview", " Restated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 31, 121, 195 and 245, respectively, as well as financial and other information contained in this Prospectus as a whole.

OVERVIEW

Incorporated in 2011, we operate in a segment where we interact and interface with our Customers (*i.e.*, businesses) and end Users (*i.e.*, employees) and are among a small number of uniquely positioned players with a diversified offering of fintech products and services, having one of the largest number of issued prepaid cards in India in partnership with certain of our banking partners (which constituted approximately 16.0% of India's total prepaid transaction volume, as of March 31, 2023), a diversified portfolio of SaaS, including tax and payroll software, and a wide touchpoint reach (*Source: Frost & Sullivan Report*). We are a leading player in spend management, with more than 50 million prepaid cards issued in partnership with banking partners and more than 2.27 million users served, as of March 31, 2023. We offer a differentiated value proposition and diversified user base (*Source: Frost & Sullivan Report*).

We are sector-agnostic, and our network of corporate customers ("**Customers**") covers the banking and finance, technology, healthcare, manufacturing, FMCG, infrastructure and automobile industries, among others, where we have relationships with brands such as TATA Steel, Persistent Systems, Vitech, Inox, Pitney Bowes, Wockhardt, MAZDA, PCBL (RP – Sanjiv Goenka Group), Hiranandani group, Cotiviti and Greenply Industries.

We are placed at the intersection of the SaaS and fintech ecosystems, and our SaaS platform is designed for: (i) business spend management (including expense management and vendor management); (ii) rewards and incentives management for employees and channel partners; and (iii) gift card management for merchants, which we refer to as customer engagement management system ("**CEMS**"). Our core product portfolio include:

- '**Propel**', a corporate SaaS platform for channel rewards and incentives, employee rewards and recognition;
- '**Save**', a SaaS-based platform and a mobile application to offer expense management solution for business spend management facilitating digitised employee reimbursements and tax benefits;
- '**CEMS**', a customer engagement management system that enables merchants to comprehensively manage their customer experiences including rewarding merchants through gift card and loyalty benefits;
- '**Zaggle Payroll Card**', a prepaid payroll card that allows our Customers to pay contractors, consultants, seasonal and temporary employees, and unbanked wage workers as an alternative to direct deposits to bank accounts or cash payments; and
- '**Zoyer**', an integrated data driven, SaaS based business spend management platform with embedded automated finance capabilities in core invoice to pay workflows.

'Propel', through its automated rewards and recognition platform, solves everyday business problems for our Customers, enabling them to drive growth and unlock value in their business operations. Propel allows our Customers to have an increased engagement with their employees and channel partners, contributing to their business performance. 'Save' enables our Customers to digitise, aggregate and manage their business and employee spends, enabling efficiencies through automated workflows. 'Zoyer' embeds automation, intelligence and payments into core invoice to pay workflows, providing insights into enterprise wide spends, allowing digitised management of cash outflows and improving business performance.

Fintech players in India are increasingly focusing on the employee-oriented services market as this segment of customers is easy to acquire and retain at lower costs (*Source: Frost & Sullivan Report*). The overall market for spend management software and services (in-house and outsourced; including procurement management, expense management, and payroll management) was estimated to be ₹82 billion in Fiscal 2022 and is expected to surpass ₹200 billion by Fiscal 2027, with the share of outsourced spend management estimated to be around 60.0% during that period (*Source: Frost & Sullivan Report*). Our primary Customers provide us with access to their employees, channel partners and customers (together, the "**Users**"), giving us the benefit of a diversified User base. As of March 31, 2023, we had 1,832 corporate accounts and 579 SMB accounts. As of March 31, 2023, March 31, 2022 and March 31, 2021, our average User base per business was 943, 983 and 828 Users, respectively. As of March 31, 2023, we had issued 10.83 million active cards (*i.e.*, cards that had not expired as of that date) to 2,411 Customers across India. These Customers used our software to manage spends related to their employees, business, channel partners and customers. According to the Frost & Sullivan Report, as of March 31, 2023, we had served more than 2.27 million Users.

We offer an ecosystem-based approach across SaaS and fintech, with low customer acquisition and retention costs in the business-to-business ("**B2B**") segment. Our approach revolves around cross-selling, up-selling, and offering our products and services in partnership with other players in the operating ecosystems. Through our arrangements with partner banks and fintechs, our Customers are able to offer their employees, channel partners and consumers a suite of SaaS and fintech solutions. We offer an integrated value proposition through our SaaS platform, providing a combination of payment instruments as well as an integrated mobile application that digitises business and employee spends. Application programming interface ("**API**") integrations on the platforms provided to our Customers offer them enhanced convenience and an efficient user experience through a simplified dashboard. This enables a clear, distinct and integrated access to our products, and gives us an opportunity to promote and offer our third-party associations through the same dashboard. Our ability to offer diversified SaaS offerings to an existing customer base enables us to launch new products and cross-sell products to our wide User base. Accordingly, we have partnered with, and have entered into arrangements with, DBS Bank, Fibe (formerly, EarlySalary) and Tata Securities to offer their products and value-added services ("**VAS**"), including insurance, investment and tax planning, to our Users on our platform.

Our offerings have features such as a configurable platform for each Customer, allowing for partner on-boarding and automated workflows to track spends and reconciliations, which has helped maintain a consistent Customer retention rate, with only 1.54%, 0.37% and 1.17% of Customers terminating their contracts during Fiscals 2023, 2022 and

2021, respectively. As part of our offering, we have collaborated with certain key banking partners, including IndusInd Bank Limited, Yes Bank Limited and NSDL Payments Bank Limited (together, the "**Preferred Banking Partners**"), and have issued more than 50 million co-branded prepaid cards since inception of our business.

Set forth below is a breakdown of our Customer and User base, as of the dates indicated.

Particulars	As of March 31,		
	2023	2022	2021
Customer base			
Corporate accounts (more than 250 Users)	1,832	1,318	797
SMB accounts (up to 250 Users)	579	435	295
User base	2,274,138	1,723,350	904,713

We have also received various industry awards across employee engagement, card systems, and the broader fintech spectrum. For instance, in 2021, we won the "Best Employee Engagement Program (Multi Industry)" at the Human Excellence Awards. We were also recognised for "Epitomizing Excellence in the BFSI Industry" at the 50 Most Trusted BFSI brands awards by Marksmen Daily, and we won the award for the "Best Digital Card" at the "BW Businessworld Festival of Fintech Conclave Awards, 2021". We were recognised as the "Most Preferred Workplace, 2022" by Marksmen Daily and also received a recognition from the Telangana Government for building a robust and sustainable SaaS and fintech business. We were awarded a certificate of appreciation at the "India Start-up Festival 2022" by Sri Sathya Sai Grama Muddenahalli, Bengaluru. We received "Best B2B Payment Solution Provider" at the "10th Payments Industry Awards, 2023". In addition, we received "Best Payments Solutions of the Year", at BW Businessworld Festival of Fintech Conclave Awards, 2023. For further details in relation to our awards and recognition, see "*History and Certain Corporate Matters—Key awards, accreditations and recognitions*" on page 174.

Key Performance Indicators

We utilise a set of financial and non-financial key performance indicators that our management reviews in evaluating the performance of our business. Our management believes that the presentation of these key performance indicators in this Prospectus are important to understanding our performance from period to period and also have an impact on our results of operations. These key performance indicators may or may not be compatible with similarly titled metrics presented by others operating in our industry. These indicators are not intended to be a substitute for, or superior to, any measures of performance prepared in accordance with Ind AS, and may not fully reflect our financial performance, liquidity, profitability or cash flows.

Also see "*Risk Factors—36. We have included certain Non-GAAP Measures, industry metrics and key performance indicators related to our operating and financial performance in this Prospectus that are subject to inherent challenges in measurement. These Non-GAAP Measures, industry metrics and key performance indicators may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies.*" on page 54.

The table below sets forth certain key financial performance indicators as of and for the periods indicated.

S. No.	Metric	As of and for the financial year ended March 31,		
		2023	2022	2021
1.	Revenue from operations (*₹ million*)	5,534.60	3,712.55	2,399.66
2.	Gross profit(1) (*₹ million*)	2,181.38	2,151.15	1,944.48
3.	Gross margin(2) (%)	39.41	57.94	81.03
4.	EBITDA(3) (*₹ million*)	480.96	598.54	276.27
5.	Profit/ (loss) after tax for the year (*₹ million*)	229.01	419.21	193.30
6.	EBITDA Margin(4) (%)	8.69	16.12	11.51
7.	Net Profit Ratio/Margin(5)	4.14	11.29	8.06
8.	Return on Equity (RoE)(6) (%)	46.98	(1,178.22)	(42.44)
9.	Debt to Equity Ratio(7)	2.48	(18.12)	(1.52)
10.	Interest Coverage Ratio(8)	6.30	18.00	6.21
11.	Debt Service Coverage Ratio(9)	2.66	5.17	4.63
12.	Current Ratio(10)	1.49	1.46	0.55
13.	Net Capital Turnover Ratio(11)	9.52	19.05	(8.00)
14.	Return on Net Worth(12) (%)	46.98	(1,178.22)	(42.44)

Notes:

(1). *Gross profit includes subscription fees, Program Fees, Propel platform revenue/gift cards, merchant revenue and value added services fees earned reduced by customer support, software support, network charges, costs of propel points/gift cards and other direct costs. Merchant revenues refers to the commission paid by merchants to us for increasing footfall in their stores and driving spends to such merchants.*

Value added services fees refers to the fees our Company earns by offering third party services to our existing User base through our app/platform. For example: a finder's fee for a loan disbursed through a VAS partner to a User from one of the corporates/SMBs.

(2). *Gross margin refers to gross profit as a percentage (%) of total revenues earned during a financial year.*

(3). *EBITDA refers to earnings before interest, taxes, depreciation and amortisation. EBITDA excludes other income but includes reversal of provision for doubtful debts.*

(4). *EBITDA Margin refers to EBITDA during a given period as a percentage of revenue from operations during that period.*

(5). *Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by our revenue from operations.*

(6). *Return on equity (RoE) is equal to profit for the year divided by the Total Equity during that period and is expressed as a percentage.*

(7). *Debt to equity ratio is calculated by dividing the debt (i.e., borrowings (current and non-current) and current maturities of long-term-borrowings) by Total Equity (which includes issued capital and all other equity reserves).*

(8). *Interest Coverage Ratio measures our ability to make interest payments from available earnings and is calculated by dividing cash profit after tax plus interest payment by interest payment. Cash profit after tax is the sum of profit before tax and depreciation and amortisation expense but excludes current tax.*

(9). *Debt Service Coverage Ratio measures our ability to meet principal and interest payment obligations from available earnings and is calculated by dividing the sum of (i) earnings available for debt-service, i.e., the profit after tax, (ii) depreciation, (iii) interest, (iv) loss on sale of assets; by the sum of (i) interest and (ii) principal repayment (which excludes repayment of optionally convertible debentures pursuant to the term loan availed from ICICI Bank Limited) during the year.*

(10). *Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.*

(11). *Net Capital Turnover Ratio quantifies our effectiveness in utilizing our working capital and is calculated by dividing our revenue from operations by our working capital (i.e., current assets less current liabilities).*

(12). *Return on Net Worth (RoNW) is a measure of profitability (expressed in percentage) and is defined as net profit after tax attributable to our equity shareholders divided by our Total Equity for the year.*

See "*Management's Discussion and Analysis of Financial Condition and Result of Operations—Non-GAAP Measures*" on page 247 for the reconciliation and the manner of calculation of our key financial performance indicators. Also see "*Risk Factors—1. Our recent revenue growth rates may not be indicative of our future financial performance. We have limited operating history at our current scale. Failure to effectively manage our growth could materially and adversely affect the success of our business and/or impact our margins and profitability.*" on page 32.

Set forth below are some of our key operational performance indicators* as of and for the periods indicated.

S. No.	Metric	Unit	As of and for the financial year ended March 31,		
			2023	2022	2021
1.	Platform fee / SaaS fee / Service fee(1)	₹ million	242.32	166.30	129.23
2.	Program Fees(2)	₹ million	1,694.53	2,007.03	1,954.89
3.	Propel platform revenue/gift cards(3)	₹ million	3,597.75	1,539.22	315.54
4.	Total Customers catered to	#	2,411	1,753	1,092
5.	Aggregate Users on the platform(4)	#	2,274,138	1,723,350	904,713
6.	Average Users per account(5)	#	943	983	828
7.	Customer Acquisition and Retention Cost(6)	₹ million	327.40	185.83	136.17
8.	Acquisition and Retention Cost per Customer(7)	₹ million	0.50	0.28	0.20
9.	Cash back expense per ₹1 earned from revenue from operations(8)	₹	0.18	0.32	0.58
10.	Churn(9)	%	1.54	0.37	1.17
11.	Average revenue per customer	₹ million	2.30	2.12	2.20
12.	Number of new Customers added during the year	#	685	665	670

Notes:

** As certified by P R S V & Co. LLP, Chartered Accountants pursuant to their certificate dated September 18, 2023. The Audit committee in its resolution dated September 8, 2023 has confirmed that the Company has not disclosed any KPIs to any investors at any point of time during the three years preceding the date of this Prospectus other than as disclosed in this section.*

(1). *Platform fee / SaaS fee / Service fee refers to all fee income received by our Company from the Customers, including the fixed monthly subscription fees paid by our Customers on a per User basis and any one-time setup fees and any other fees that may be levied from time to time by our Company to the Customers.*

(2). *Program fees refers to the sum of (i) interchange fees (including residual income) earned on the spend that customers of the Company's corporate customers employees and channel partners make on the cards and excludes amounts collected on behalf of its Preferred Banking Partners; and (ii) any other income which the Company receives from its Preferred Banking Partners and third-party Payment Networks such as Visa; and (iii) inactivity fees which is earned on the balance amount left on the cards.*

(3). *Propel platform revenue/gift cards refers to revenue which is received from our Customers for issuing reward points (Propel points) to Customers' employees and channel partners.*

(4). *Aggregate Users on the platform refers to the total number of Users served by our Company as of date.*

(5). *Average Users per account refers to the total number of Users divided by total number of Customers.*

(6). *Customer Acquisition and Retention Cost refers to digital marketing campaign costs, business promotion costs, feet on the street (FOS) and strategic partnership team salaries costs and other advertisement and marketing costs incurred for all the new customers added in the business in the period.*

(7). *Acquisition and Retention Cost per Customer is calculated as customer acquisition and retention cost divided by the number of new Customers added during the period.*

(8). *Cash back expense per ₹1 earned from revenue from operations is calculated as revenue from operations divided by expenses towards incentives and cash back.*

(9). *Churn refers to corporates and SMB customers discontinuing their subscription and other services on our platform.*

For further information, see "*Basis for Offer Price*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 110 and 245, respectively.

STRENGTHS

Differentiated SaaS-based fintech platform, offering a combination of payment instruments, mobile application and API integrations

Software typically helps businesses improve efficiency and productivity. Spend management tools help plan purchasing, procurement, employee travel and expense-related activities across multiple business functions with the primary objective of saving money. An effective spend management system allows real-time visibility of spending across departments, aids in risk management, establishes and implements internal controls and develops clear organisation-wide expense-related policies. (*Source: Frost & Sullivan Report*)

India's spend management software and services market is expected to reach ₹131 billion by 2027 from an estimated ₹73 billion in 2021, growing at a CAGR of approximately 25.3%. The overall market for spend management (in-house and outsourced; including procurement management, expense management, and payroll management) was estimated to be ₹82 billion in 2022 and is estimated to surpass ₹200 billion by 2027 with the share of outsourcing estimated approximately 60% in Fiscal 2022. India's spend management software and services market is dominated by the software segment, with a share of 75% in Fiscal 2023, which is primarily attributed to the growing adoption of the software to manage the workforce, vendor and procurement management, and increase in easy sourcing. Further, this segment is expected to grow faster than the services market during the forecast period between 2023 and 2027 due to the increasing demand for technologies for process automation such as artificial intelligence and machine learning. (*Source: Frost & Sullivan Report*)

Our SaaS offerings (comprising of Propel, Save, CEMS and Zoyer) for businesses includes business and employee spend management, employee benefits management, employee incentives, channel rewards and incentives, employee rewards and recognition and employee tax benefits. We combine our unified SaaS-based platform with a comprehensive product stack that digitises business and employee spend management and rewards for businesses, along with our offering of payment instruments, such as the Zaggle Payroll Card, Kuber Gift Card (a gift card that works at both online and offline outlets where Visa cards are accepted in India) and Zinger Multi-wallet Card (a reloadable card with multiple wallets that works at both online and offline outlets where Visa cards are accepted in India). Our ecosystem allows for parties with complementary services to connect, creating a network effect for businesses, employees, channel partners, customers, merchants and banks. One of our key fintech offerings, 'Save', includes a physical as well as virtual prepaid card by way of our mobile application, with an ability to create multiple wallets for a single User that can be used at any online or offline terminal accepting Visa cards across India. One of our other fintech offerings, 'Propel', is a corporate SaaS platform for channel rewards and incentives, employee rewards and recognition.

Our mobile application provides our Customers and Users with a real time view of card details, account balance, transactions (including transfers to bank accounts), card security, easy expense management by allowing for bills to be uploaded, approved, and paid for corporate spending and such other benefits. Our platform can be used for setting spending limits for employees according to their role and designation, prohibit designated spends (for alcohol), transactions at non-designated merchant establishments (for example in a restaurant or bar), enabling an organisation to efficiently manage corporate spending. Furthermore, API integrations (which are hosted through the cloud) with our banking partners, card networks and merchants provide us with access to their user base.

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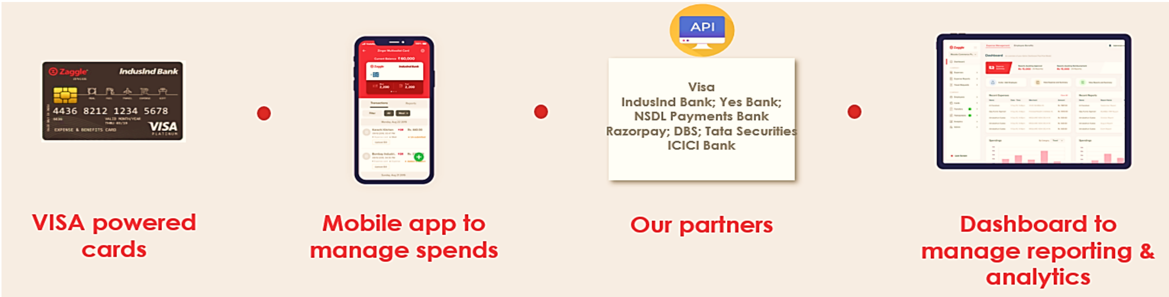
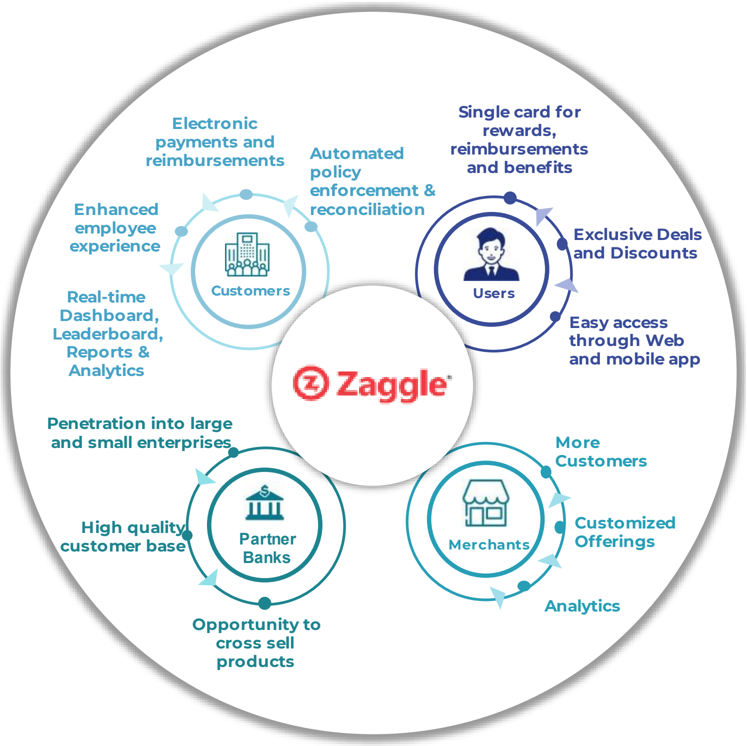
Our omni-channel technology offering is depicted below.



In-house developed technology and strong network effect

We are among the few uniquely positioned players offering diversified services with fintech products and services and have advantages of having one of the largest number of issued prepaid cards in partnership with certain of our banking partners and high profitability along with a diversified portfolio of SaaS services (including for tax and payroll) and a wide touchpoint reach (*Source: Frost & Sullivan Report*). We provide a composite SaaS and fintech offering under a single application and payment instrument. We also offer CEMS, customer engagement management system that enables merchants to comprehensively manage their customer experiences including rewarding them through gift card and loyalty benefits. The API integrations with our customers' enterprise resource planning ("**ERP**") and other internal platforms provide our Customers and Users with ease of access and utility under a single application. The APIs are representational state transfer ("**REST**") based which makes them configurable and are designed with the developers in mind for easy consumption and quick integration. Moreover, the deep integration with our Customers' technology stack results in more customised interactions for our Users, thereby enhancing our Customer loyalty and retention. Our experience and expertise have helped us develop strong relationships with our Customers over a long period of time. As of March 31, 2023, we had 2,411 Customers in India with varying sizes, User bases, operating histories, sectors and annual turnovers. Some of our well-known Customers include Tata Steel, Wockhardt, Pitney Bowes, AON, Inox and PCBL (RP – Sanjiv Goenka Group).

The benefits provided by our platform to each of the stakeholders enhance their usage of our platform, thus forming a strong network effect. The benefits of our offerings across stakeholders are depicted in the graphic set forth below.



Business model with diverse sources of revenue and low customer acquisition and retention costs

Our revenue from operations increased by 49.08% to ₹5,534.60 million in Fiscal 2023 from ₹3,712.55 million in Fiscal 2022, by 54.71% to ₹3,712.55 million in Fiscal 2022 from ₹2,399.66 million in Fiscal 2021 and by 251.17%

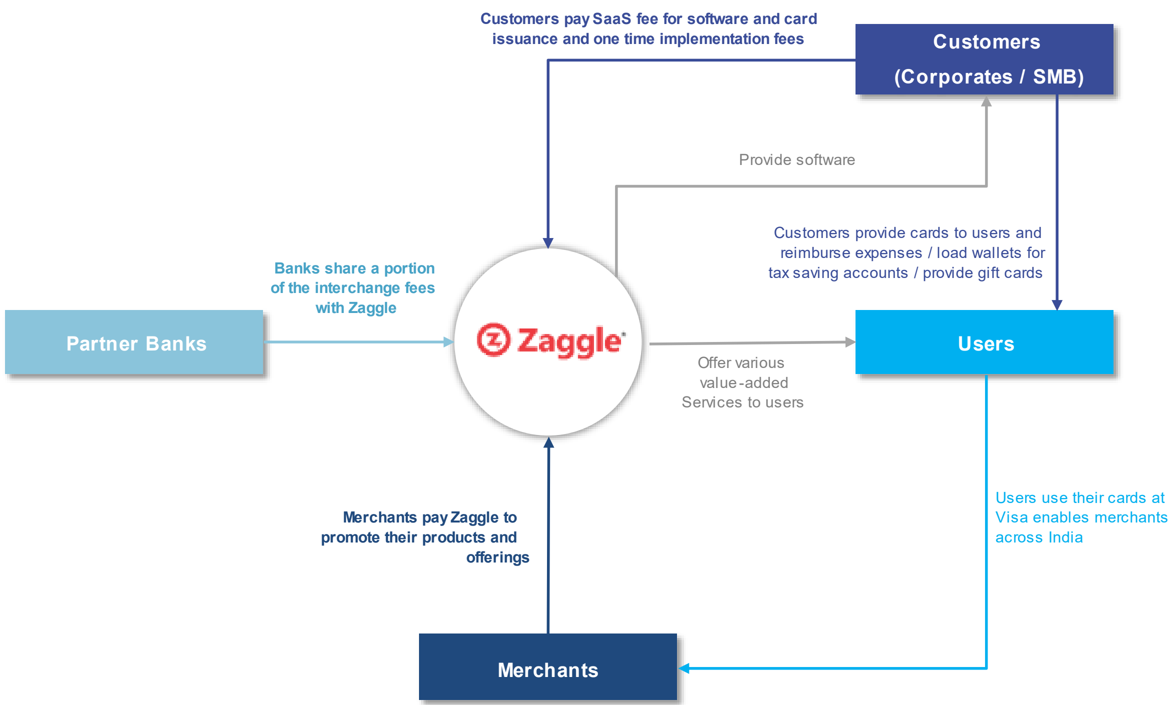
to ₹2,399.66 million in Fiscal 2021 from ₹683.33 million in Fiscal 2020, which demonstrated growth at a CAGR of 51.87% during the three-year period between Fiscal 2021 and Fiscal 2023. We were profitable in Fiscals 2023, 2022 and 2021 and our profit after tax ("**PAT**") in Fiscals 2023, 2022 and 2021 was ₹229.01 million, ₹419.21 million and ₹193.30 million, respectively, demonstrating growth in scale across our businesses which was primarily attributable to an increase of 151.37% in our User base from 904,713 Users as of March 31, 2021 to 2,274,138 Users as of March 31, 2023, along with a corresponding increase in spending by our Users that facilitated an increase in the interchange fees received due to an overall increase in the scale of our business, commensurate with the growth in the digital payments industry. This has enabled us to diversify our streams of revenue.

India has the fastest-growing digital payments industry in the world and India's fintech ecosystem has grown rapidly and its market revenue is estimated to reach approximately ₹8,341.0 billion in Fiscal 2027 as a result of supporting government policies which have fostered a cashless society and rising investments. India had the highest fintech adoption rate of 87.0% in Fiscal 2023, compared to other countries. India's digital payments industry is expected to grow at a CAGR of 22.0% from 2023 to 2027, primarily attributable to digital currency and supporting technologies such as artificial intelligence and machine learning for convenience (*Source: Frost & Sullivan Report*).

We charge our Customers a platform fee, SaaS fee and service fee for implementing our product offerings. We earn fees from periodic subscriptions from our Customers for the usage of our software that has represented 4.38%, 4.48% and 5.39% of our revenue from operations in Fiscals 2023, 2022 and 2021, respectively. We also generate revenue by monetizing 'Propel Points' which are reward points that are calculated, issued and redeemed on our platform. Program Fees is one of the largest components of our total revenue from operations, which in turn primarily consists of our portion of interchange fees which are spend-based fees that our banking partners earn for the transactions carried out by the Users of prepaid cards at offline and/or online merchant points of sale and which we receive from our banking partners. In addition to the revenue stream from subscription fees (including add-on charges, if any), we have also begun to earn merchant commissions and commission on VAS sales.

We work with lending and wealth management partners such as DBS Bank, Fibe (formerly, EarlySalary) and Tata Securities to offer their loan and wealth management products to our Users. Under the terms of our contracts, we earn a referral fee for each successful loan or financial product availed but take no credit risks on our balance sheet which is borne by the partner who also conducts the KYC and underwriting processes.

Set forth below is a depiction of our multimodal revenue streams and customer acquisition.



Our model is a key differentiator which implements our strategy of acquiring large User bases through our corporate and SMB Customers that enables us to limit our costs incurred on the acquisition of new Users relative to other B2C/retail focused players. We incurred sales, advertisement, business promotion and marketing expense of ₹200.64 million, ₹129.67 million and ₹114.11 million in Fiscals 2023, 2022 and 2021, respectively. Furthermore, our platform is also equipped for cross-selling and up-selling opportunities. For examples, see "—*Case Studies*" on page 160.

Diversified customer relationships across sectors along with preferred banking and merchant partnerships

We have a diversified Customer base covering leading brands across multiple industry verticals. We have been successful in developing relationships with some of the well-known names. For instance, we have been successful in building continuing relationship with the following Customers:

Name of Customer	Years of relationship
Persistent Systems	10
Hiranandani Realtors	5
Vitech	4
PCBL (RP – Sanjiv Goenka Group)	4
Cotiviti	3
Tata Steel	3
AON	3
Greenply	3
Pitney Bowes	2

We have been serving some of these Customers since 2013. As of March 31, 2023, we had more than 2.27 million Active Users with 579 SMB accounts and 1,832 corporate accounts. Our Customer base as of March 31, 2023 was 151.37% higher than our Customer base of 904,713 Active Customers as of March 31, 2021. We have a strong customer retention capability with the churn rate for Customers terminating their contracts with us being consistently low at 1.54%, 0.37%, 1.17% in Fiscals 2023, 2022 and 2021, respectively. With our integrated offerings, we have been successful in reducing the negative impact of low switching costs associated with a SaaS business. Our ability to offer Customers subscription-based services helps provide a recurring revenue stream.

To further develop our fintech capabilities, we have partnered with Payment Networks such as Visa and other fintechs such as Razorpay. We have issued more than 50 million prepaid cards in collaboration with certain of our Preferred Banking Partners since the inception of our business that work at both online and offline outlets where Visa cards are accepted in India.

Seasoned management team with deep domain expertise supported by a professional workforce

We are led by our Promoter and Executive Chairman, Raj P Narayanam, who established our business in 2011 and has experience in the technology and fintech industry. Our Promoter, Managing Director and Chief Executive officer, Avinash Ramesh Godkhindi has experience in the banking industry and has been awarded the "Inspiring CEO" award by the Economic Times in 2022. Our Promoters play a pivotal role in providing us strategic guidance and direction. We believe that our Promoters have been instrumental in our growth, and that their vision and expertise will continue to provide us with a significant competitive advantage as we seek to expand our business and operations.

Our senior management team is supported by our educated and professionally qualified workforce, comprising professionals with extensive knowledge, understanding and experience in the fintech, banking, technology, infrastructure and healthcare industries. For instance, our Chief Financial Officer, Venkata Aditya Kumar Grandhi, has experience in the financial services industry. Our senior management team has domain and industry expertise as well as the ability to launch products and lead teams, that will be advantageous as we seek to grow our businesses, including the introduction of new products and verticals. Furthermore, this industry expertise provides our senior management with the vision to steer the long-term strategic direction of our business.

Our Board consists of Directors with a diverse mix of experience in various sectors, and also comprises three experienced independent directors. The committees of our Board, such as the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee, the Stakeholders Relationship Committee and the Corporate Social Responsibility Committee, work in tandem and supervise the activities of our executive leadership.

For further details, see "*Our Management*" on page 177.

STRATEGIES

The key elements of our strategy are summarised below:

Continue to increase our Customer base of corporate accounts, SMB accounts, start-ups and merchants

Set forth below are details of our Customers using our products and services, as of the dates indicated.

Particulars	As of March 31,		
	2023	2022	2021
Number of Customers	2,411	1,753	1,092

Particulars	As of March 31,		
	2023	2022	2021
Increase in number of Customers from the prior financial year end *(%)*	37.54	60.53	-

Set forth below are details of our Active Users, total Users and average User base per business, as of the dates indicated.

Particulars	As of March 31,		
	2023	2022	2021
Active Users*	2,274,138	1,723,350	904,713
Increase in number of Users from the prior financial year end *(%)*	31.96	90.49	185.90
Total Users	2,997,816	2,643,545	1,646,781
Average User base per business	943	983	828

** Active Users are Users who have used our products or services on any of our platforms during the relevant year.*

As of March 31, 2023, India's workforce was estimated to be approximately 528.0 million. From 2018 to 2023, approximately 55.9 million new subscribers joined the Employees' Provident Fund scheme. (*Source: Frost & Sullivan Report*), giving us significant opportunities and headroom for future growth. The number of new company registrations in India is expected to grow at a CAGR of approximately 28.0% from 2022 to 2027. India's prepaid market was expected to be approximately ₹3,000 billion by Fiscal 2027, growing at a CAGR of approximately 35.8% from approximately ₹791 billion in Fiscal 2023, with increased online payments for e-commerce. Further, India's digital payments industry is expected to grow at a CAGR of 22.0% from 2023 to 2027 (*Source: Frost & Sullivan Report*). We intend to continue to leverage our strong customer relationships, and invest in our direct and indirect sales and marketing capabilities, to continue to acquire new Customers in India, with 534 new corporate accounts and 151 new SMB accounts added in Fiscal 2023, compared with 524 new corporate accounts and 141 new SMB accounts added in Fiscal 2022 and 475 new corporate accounts and 195 new SMB accounts added in Fiscal 2021.

Continue to scale and expand by increasing user penetration and cross selling within our existing Customer base

Our Customer base of approximately 2,411 organisations as of March 31, 2023 represents a growth opportunity for us through potential access to their employees, partners, and their customers. Expansion in these organisations is driven by adding Users, increasing adoption of our products by other departments within the organisation, displaying the offerings to our customers through a variety of third-party products, such as offerings from DBS Bank and Fibe (formerly, EarlySalary) that help increase User base penetration and loyalty towards our brand. Our multi-product platform offers significant cross-sell opportunities such as insurance, investments, loans, retail and corporate credit cards and purchase cards, among others.

By offering our products and services to different departments within an existing Customer, we continue to grow our User base by increasing penetration within our existing Customers. We believe that the annual amount of spending per employee is expected to increase in the coming years. As the annual amount of spending per employee increases, and more of our Customers offer our cards and solutions to an increased number of their employees and channel partners, we anticipate that the funds disbursed through our platform or wallets will increase, and in turn the amount spent by such Users at various merchants available through our platform or who support our wallets, resulting in better growth of our business and operations.

Continue to innovate to introduce new products and use cases

Since inception, we have expanded our offerings from corporate gifting to digitizing corporate gifting, to reward and recognition of employees and channel partners of businesses, to employee tax benefits, to employee reimbursement, to employees' expense management solutions, to addressing a variety of spends that businesses incur including vendor payments, to reselling of software to banks and financial institutions. We cross-sell corporate credit cards and purchase cards along with other value-added services through our Preferred Banking Partners. Through our partnership with Fibe (formerly, EarlySalary), we are able to provide our Users with additional services on our platform such as availing advance salaries. Our partnerships with our Preferred Banking Partners enable our SMB Customers to seek access to working capital for their business operations. We recently introduced Zakey, a contactless payment device in the form of a "key fob", in partnership with our Preferred Banking Partners. Through Zakey, Users can make cashless and contactless payments at various locations such as cafeterias, fuel outlets and fast food counters for up to ₹5,000 without entering a PIN and by tapping the key fob on the POS machine. The Zaggle app can used to view transaction history and Zakey can be locked and unlocked through the Zaggle app. Zakey can be also utilised for corporate gifting to employees of our Customers and channel partners given its hassle free set up usage. We intend to extend our technology platform with a view that the continued efforts of our technology team could offer a higher value proposition for certain Customers and could result in an increased adoption of our products by both new and existing Customers.

We plan to continue scaling our offerings through effective cross-sell and up-sell opportunities to offer new products to our existing Customers. For examples of such cross-selling and up-selling, see "—*Case Studies*" on page 160. Our Customer base and partnerships with our Preferred Banking Partners, financial institutions and merchants, provides us with the ability to cross-sell and up-sell our products and services to a large User base. For further details, see "*Objects of the Offer—Details of the Objects—2. Expenditure towards development of technology and products*" on page 103.

Leverage strategic partnerships with financial institutions and merchants

Our partnerships are categorised into two broad categories: (i) growth; and (ii) VAS.

To drive growth, we have partnered with industry participants and financial institutions such as DBS Bank and Razorpay who offer our products 'Save', 'Propel' and 'Zoyer' to their customers. We intend to leverage on the insights of our partners to provide and build new solutions for our Customers and Users, while acquiring new Customers, merchants and Users with the support of our partners including the development of new technologies and ideas.

We also have VAS partnerships for services such as insurance, investment and tax planning. For example, we have tied up with Tata Securities for marketing their products and to provide our Users with access to investment products. In addition to using our own sales and marketing teams, we plan to leverage our partner networks while adding new partners to explore additional go-to-market opportunities and grow our Customer base. We have partnered with Fibe (formerly, EarlySalary) to market their loan products to our user base.

Going forward, we also intend to enable our Preferred Banking Partners to penetrate into large and small businesses, attracting a wider Customer base that provides an opportunity to cross-sell their offerings.

Pursue selective strategic acquisitions and investments to grow our business

We intend to actively pursue strategic investments and acquisitions that are complementary to our business and in the fintech space that we operate in. These acquisitions could include companies providing access to software for payroll management, vendor payments, corporate credit cards, gift and loyalty cards, other products and services that may be seen as a VAS for our Users to enhance their experience and increase User retention and loyalty, other SaaS companies and companies that provide us access to newer target demographics and markets within India and in international geographies that are positioned to support our business model and products. Our corporate development team consists of professionals who evaluate potential M&A opportunities that might enable us to further enhance our current market share and/ or product offering or offer a new segment on the digital spend management platform.

While we intend to enhance our penetration in existing markets as they continue to grow, we are also working towards expanding our footprint globally. In June 2022, we commissioned a study by Aranca of 16 international markets for potential expansion and have shortlisted the United States, the United Kingdom and Brazil, each of which exhibits a large target audience, high fintech adoption, economic stability, and a large addressable market for our offerings. We may undertake certain investments in certain target markets by incorporating new entities, contingent on various factors including the regulatory requirements of such geographies, either in the form of equity or debt or a combination of both, or in any other manner as may be decided by our management. We also intend to collaborate with various vendors to expand our portfolio of offerings, increasing our acceptability with Customers.

OUR BUSINESS OPERATIONS

Our Value Proposition

We provide differentiated offerings for corporate accounts as well as the SMB accounts:

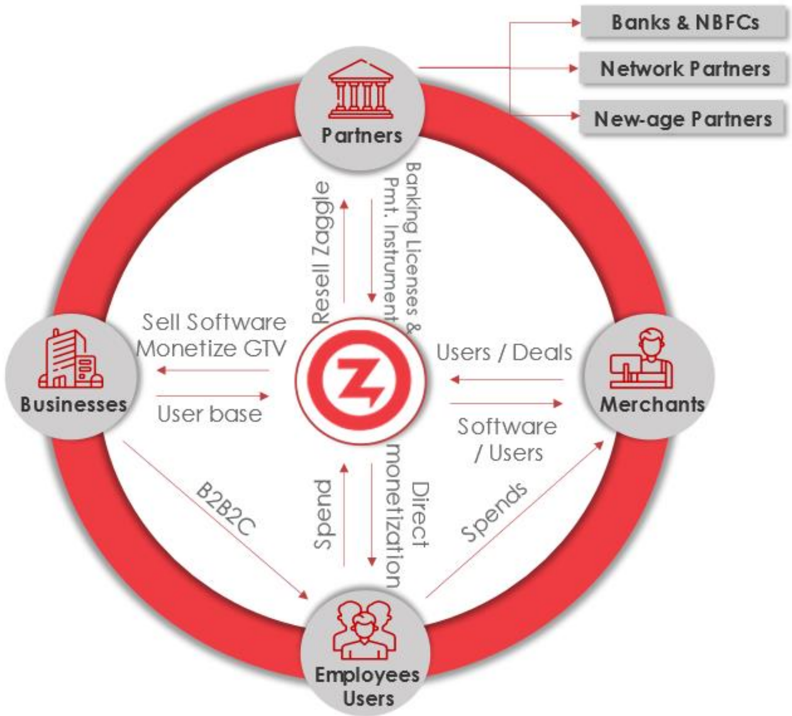
1. **Corporate accounts** (*i.e.*, organisations with more than 250 Users): We acquire our corporate account Customers through inbound, outbound and partner demand generation. We focus on serving divisions or departments within these accounts. We had approximately 1,832 corporate account Customers as of March 31, 2023, compared to approximately 1,318 and 797 as of March 31, 2022 and March 31, 2021, respectively. Program fees generated from corporate account Customers accounted for 98.82%, 99.31% and 99.51% of our revenue from operations in Fiscals 2023, 2022 and 2021, respectively.

2. **SMB accounts** (*i.e.*, organisations with 250 or fewer Users): We acquire our SMB account Customers through inbound and partner demand generation as well as through our digital marketing initiatives which are low-cost, low-touch, and self-service. SMB Customers are acquired through the platform digitally and, in many cases, the number of interactions required to onboard a SMB customer are significantly lower than a Corporate account. We had approximately 579 SMB accounts as of March 31, 2023, compared to

approximately 435 and 295 as of March 31, 2022 and March 31, 2021, respectively. Program Fee generated from SMB account Customers accounted for 1.18%, 0.69% and 0.49% of revenue from operations in Fiscals 2023, 2022 and 2021, respectively.

The Zaggle Eco-system

We provide our offerings to our Customers and Users who include employees, channel partners and customers, while partnering with merchants, banks and NBFCs, providing a strong value proposition to each stakeholder. Our integrated, technology-first business model is depicted in the graphic below.



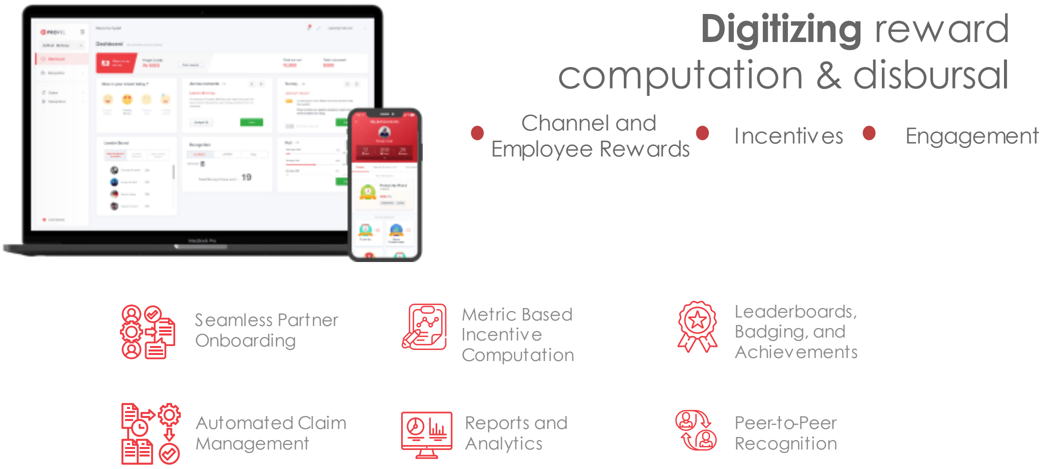
Our product and service offerings

Our products and services span across the SaaS and fintech value chain and are at different stages of growth, market penetration, customer adoption, product development, and monetisation. Our key product and service offerings are briefly described below.

1. **Propel**: Corporate SaaS platform for channel rewards and incentives, employee rewards and recognition. Propel has contributed 61.04%, 69.61% and 81.63% to our revenue from our Program Fee in Fiscals 2023, 2022 and 2021, respectively. The key features of Propel include:

    - 'real-time dashboard' to monitor reward spends;
    - 'on-the-go point redemption' program through the mobile application;
    - peer-to-peer recognition with in-built gamification tools to drive increased adoption of the system and framework;
    - employee rewards with nomination workflow;
    - ability to set targets, measure and reward based on the achievement with metric-based rewards;
    - configurable platform with multiple custom rules and settings;
    - library of plug and play frameworks for employee and channel programs; and
    - reports and analytics to drive recognition, engagement and performance.

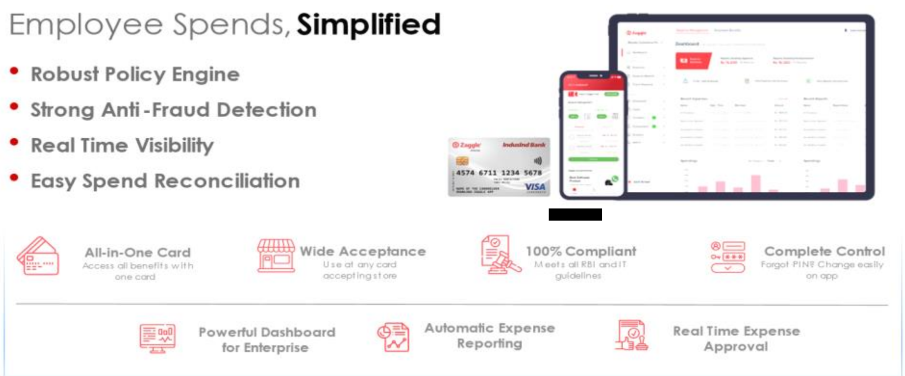
The key offerings of Propel are depicted in the graphic set forth below.



2. **Save**: A SaaS-based platform and mobile application for employee expense management with automated workflows, along with a digitised employee reimbursements solution and employee benefits module. Save has contributed 38.96%, 30.39% and 18.37% to our revenue from operations during Fiscals 2023, 2022 and 2021, respectively. Key features of Save include:

- ability to submit expense receipts on the Zaggle mobile application, which allows Users to click a digitised picture of receipts to facilitate processing. Our OCR technology extracts data from the receipts, generating a report that is automatically shared with the relevant party for approvals;
- reduction of the employee reimbursement cycle time and associated processing costs, along with centralised visibility and audit trails;
- real-time visibility into company-wide expenses, bringing all employees and expenses on one platform;
- integration with accounting and ERP systems, helping to save time on repetitive tasks with one-click imports;
- AI-powered fraud detection leverages historical data to look for aberrations such as duplicate claims, policy exceptions or overstated expenses;
- ability to define expense policies and approval settings, customise spending limits and workflows to enable payments;
- offer employees the ability to avail of multiple tax benefits such as meal allowance, fuel allowance, broadband and telecom on a single multi-wallet card and application; and
- corporate dashboard to manage and track all spends of employees classified by project codes and cost codes.

The key offerings of Save are depicted in the graphic set forth below.



3. **CEMS**: Launched in Fiscal 2022, the customer engagement management system enables merchants to comprehensively manage their customer experiences including rewarding them through gift card and loyalty benefits. Key features of CEMS include:

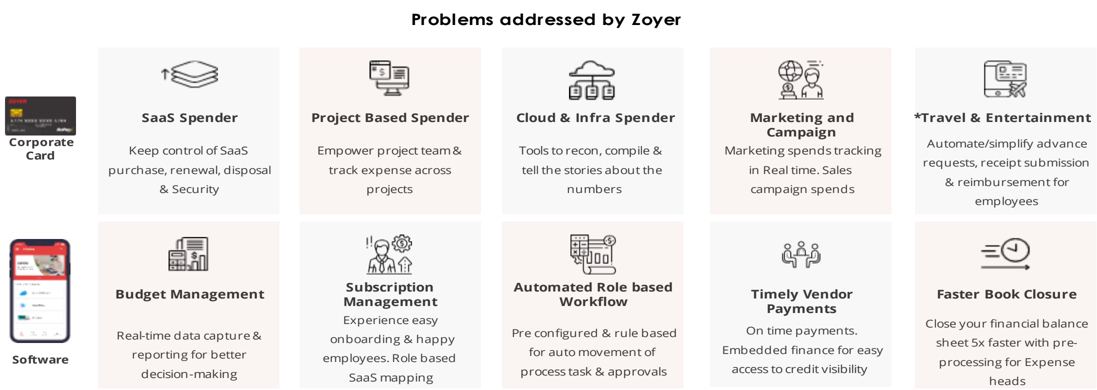
- onboard online, offline and online and offline merchants including registrations on a per store level to be able to send communication and offers at a store level as well as a brand level;
- manage user registration and onboarding for every new consumer of the merchant;
- design and implement marketing campaigns for merchants on the platform;
- send communications to the Users through online channels such as emails and SMS, among other things, for latest deals, offers and coupons depending on factors including seasonality and festive occasions;
- send personalised offers to individuals based on their behaviour and preferences as well as for occasions such as birthdays and anniversaries;
- manage issuance, redemption and revalidation, among other things, of gift cards issued for the merchant;
- conceptualise, implement and effectively run loyalty programs for merchants depending on their business objectives and requirements;
- ability to manage fraud and risk for the merchants for their campaigns, deals, offers, gift cards and loyalty programs;
- ability to onboard merchants and manage User life cycle; and

  enable and facilitate reconciliation and settlement for the merchant within a store, across stores and across online and offline formats.

4. **Zaggle Payroll Card**: The Zaggle Payroll Card is a prepaid payroll card that allows our Customers to pay contractors, consultants and seasonal and temporary employees as an alternative to direct deposits to bank accounts or cash payments. We launched the 'Zaggle Payroll Card' in Fiscal 2022 and are yet to recognise any revenues under this offering. Key features of the Zaggle Payroll Card include:

- reloadable cards that can be used at all Visa merchants – at retail stores, e-commerce platforms as well as for cash withdrawals at ATMs;
- administrative convenience, as cards can be uploaded through online fund transfer. Users can receive payments on bank holidays and weekends as card loading is independent of banking hours;
- elimination of cash or cheque-based payments and associated paperwork, along with the facility to transfer money to the bank account;
- automated salary payments with the "Schedule Payments" feature;
- dedicated account manager; and
- safer in comparison to cash payments as card can be blocked and reissued if lost. SMS and e-mail (if subscribed) alerts are available for every transaction undertaken on the card.

5. **Zoyer**: Zoyer is an integrated data-driven business spend management platform with embedded finance capabilities. We launched Zoyer in Fiscal 2022 and are yet to recognise any revenues under this offering. The key offerings of Zoyer are depicted in the graphic set forth below.



Key features of Zoyer include:

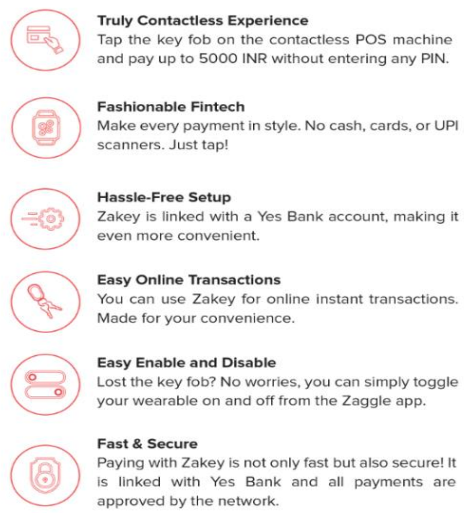
- touchless invoice automation that digitises and automates the invoice lifecycle from the time of receipt through capture, matching, coding and approvals;

- integrated payables and credit cards that help businesses capture early payment discounts, earn cash back rebates on spends and deliver real-time visibility into cash flows;
- 'Zoyer Pay' is a feature that supports a range of payment options, enabling businesses to make payments using their preferred instrument such as online bank transfer, credit card, purchase cards, prepaid cards IMPS, RTGS, NEFT and UPI;
- timely payments and self-service mobile app for enrolment, raising and tracking invoice progress and proactive payment notifications that help deepen supplier engagement;
- configurable dashboards that provide an instant, big picture view into spend and status of payables; and
- API-first approach and architecture for seamless integration with existing ERP and accounting systems as well as payment processors, banks and third-party value-added service providers.

6. **Zakey**: Zakey is a contactless payment device in the form of a key fob, which we have launched in Fiscal 2023, in partnership with our Preferred Banking Partners. We are yet to recognise any revenues under this offering. Key features of Zakey include:

    - Through Zakey, Users can make cashless and contactless payments at various locations such as cafeterias, fuel outlets and fast food counters up to ₹5,000 without entering a PIN by tapping the key fob on the POS machine.
    - The Zaggle app can used to view transaction history, load money onto the device, upload bills against any expense, and also lock and unlock the device through the Zaggle app.

The key offerings of Zakey are depicted in the graphic set forth alongside.



7. **ZatiX**: ZatiX is an analytics platform, which helps businesses to bring in greater cost efficiencies.

Case studies

1. In January 2021, we offered our 'Save' offering to a drug discovery, drug development and manufacturing solutions company ("**Customer 1**"). 'Save' automated employee eligibilities and verification, providing a set of reports and dashboards in compliance with the internal policies laid down by Customer 1. The employee reimbursements were automated and seamlessly processed with the elimination of additional manual processes. Within a year, Customer 1 also onboarded our 'Propel' offering increasing the User base from 65 Users in December 2019 to 929 Users in November 2022.

2. In May 2021, we offered our 'Propel' offering to a multinational telecommunications company ("**Customer 2**"). 'Propel' successfully increased employee engagement and our API integrations with Customer 2's HRMS helped us foster a relationship of around two years with Customer 2 as of the date of this Prospectus.

3. In May 2021, we onboarded 13 group entities of an Indian diversified financial services firm ("**Customer 3**") with 'Save Employee Flexi' with a pipeline to add more. We increased our User base from the business from 70 in May 2021 to over 1,544 in November 2022.

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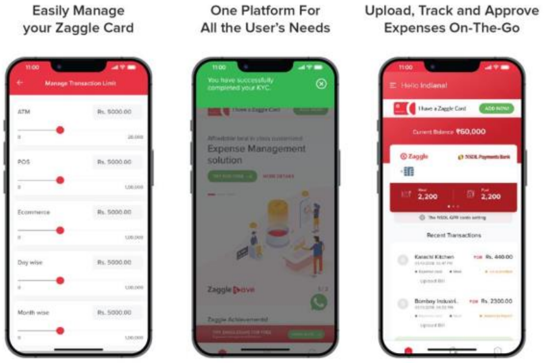
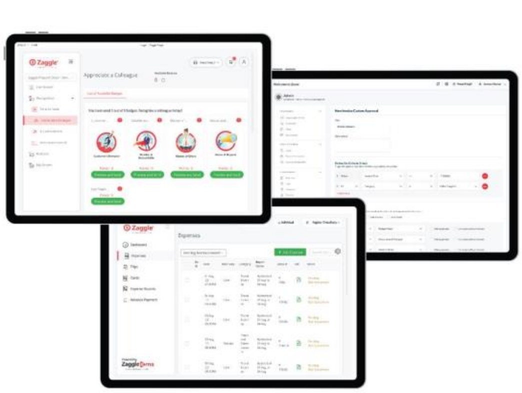
Our Online Platform and Zaggle App

Our online platform includes our mobile application and website. Our online presence is anchored by our Zaggle app, which is an integrated application allowing Users to report their expenses, manage allowances, and redeem rewards from a single application.



We had 2.27 million, 1.72 million and 0.90 million aggregate Users, as of March 31, 2023, March 31, 2022 and March 31, 2021, respectively. Our current platform handles a large volume of Users. A technology scale-up is currently in progress. While certain enhanced features have been rolled out in Fiscal 2023, certain other enhanced features may be rolled out in Fiscal 2024.

The Zaggle app allows the User to submit and track the status of the expense report submitted, notifying instantly once the report is approved. Any expenses made on behalf of an organisation using personal debit/ credit card/ cash can also be submitted on the Zaggle app for reimbursement. Users can add any of their Zaggle cards to the application at any given point of time to track their card spends, block or unblock their cards and set their PINs.



Our platform provides enhanced convenience and an efficient user experience through a simplified dashboard

Research and Development

Our product development and information technology teams are responsible for R&D activities including the launch of new products, selection of markets and development of product features. Our product development team focuses on the following areas for new product development requirements:

- Market research;
- Customer surveys;
- Analysing consumer data;
- Analysing competitors' data;
- Testing product builds;
- Technology research; and
- Innovative ways in which new features can be implemented.

A recent example is development and launch of our product 'Zoyer', a business spends SaaS offering to corporates and SMB Customers which was launched in Fiscal 2022. 'Zoyer' was built after market research of the business spend software market, its size, existing competitors and their offerings followed by a user survey to understand the need for the solution, Customers' willingness to pay for such a product, pricing point for such products, pain points in business operations and current workflows, etc. Based on research inputs, 'Zoyer' was designed with various features, user journeys and workflow automation. We introduced some features to extract invoice, purchaser order, goods receipt note (GRN) details using artificial intelligence tools. Zoyer now offers invoice-to-payment processes. We plan to continue scaling our offerings through effective cross-sell and up-sell opportunities and have a systematic "land-and-expand" framework to offer additional products to our existing customers.

Our product development team has the qualifications and industry expertise. At first instance, a business goal is set, followed by designing research programs to achieve such business goals. One of the key roles of these personnel is to talk to multiple stakeholders both within and outside the Company to understand the needs of business and customers, assess the scope of the project and come up with a budget to execute various research projects. We intend on investing in technical teams with relevant skill-sets to build, support, manage and enhance our existing products and also build new products which will allow us to address a wider spectrum of spends that businesses incur, invest in the required tools and platforms to improve our existing products and develop new products. For further details, see "*Objects of the Offer—Details of the Objects—2. Expenditure towards development of technology and products*" on page 103.

We consider our technology platform to be an enabler and a pillar to our business strategy. As a fintech player in the spend management space, we are building a platform servicing a segment where we interact and interface with our Customers (*i.e.*, businesses) and end Users (*i.e.*, employees) and which demands a robust technological capability to foster seamless interactions across our different channels among different stakeholders that engage on our platform. Seamless engagement demands scale, performance, security and omni-channel experience. The design of the cloud native platform is an integral and critical feature of our technology that is aligned to our business strategy.

Since inception, our journey to a multi-product strategy has expanded from corporate gifting to digitizing corporate gifting, to reward and recognition of employees and channel partners of businesses, to employee tax benefits, to employee reimbursement, to employees expense management solutions, to addressing a variety of spends that businesses incur including vendor payments, to reselling of software to banks and financial institutions. In recent years, we also expanded our offerings from providing a SaaS platform of business spend management software to CEMS and corporate purchase and credit cards. We intend to extend our technology platform with a view that the continued efforts of our technology team could offer a higher value proposition for certain customers and could result in an increased adoption of our products by both new and existing Customers. We believe that product and technology innovation is at the core of our success and, accordingly, we focus on enhancing our product offerings. We constantly strive to innovate in SaaS solutions by introducing new products for Customers, developing the existing technology in-house and investing in revenue maximization technologies. In our endeavour to enhance our product offerings, we develop new products and new features in existing products, improving existing processes, software and services, and all other enhancements resulting in incremental revenue from existing SaaS solutions offered.

We also rely on third-parties who provide transaction Processing, card printing, logistics and call centre support services, among others. They form part of the chain that enables us to provide our goods and services to the Users.

In Fiscals 2023, 2022 and 2021, we capitalised R&D costs of ₹151.04 million, ₹40.00 million and ₹0.50 million, respectively, in accordance with Ind AS 26, towards the development of Save, Propel and Zoyer. Our revenue from operations grew at a CAGR of 51.87% between Fiscals 2021 to 2023 which reflects the market acceptance of our products. In order to achieve growth, we have constituted in-house product development and technology teams that focus on developing new and innovative products.

Business promotion

We have historically made substantial investments in business promotion through our marketing efforts, which involve a combination of: (i) online channels, such as digital brand and performance advertising campaigns, paid search engine marketing, and using other digital marketing tools; (ii) offline channels, such as print, television and mass-media campaigns; (iii) targeted communication through continuous engagement on social media platforms and personalised messages/push notifications; (iv) driving internal rewards program for and increasing the size of the sales team; and (v) certain other measures for customer acquisition including cash back incentives and promotions.

Our business promotion expenses include expenses towards brand awareness programs, coupons, giveaway gifts, displays and exhibitions, customers' engagement activities and advertisement and digital marketing. Business promotion costs are incurred to increase sales (acquire new Customers and end-Users) and drive User spends. Our business promotion expense was ₹200.64 million, ₹129.67 million and ₹114.11 million during Fiscals 2023, 2022 and 2021, respectively. Our business promotion expenses increased by 54.73% to ₹200.64 million in Fiscal 2023 from ₹129.67 million in Fiscal 2022, and by 13.64% to ₹129.67 million in Fiscal 2022 from ₹114.11 million in Fiscal 2021, primarily due to the type of Customers we targeted (including the mid-market and SMBs Customers) as well as a higher number of Customers we intended to retain, during this period. We intend to continue our focus on business promotion activities to reach out to new as well as existing Customers in order to strengthen our engagement with them as well as promote our brand in order to continue to increase our User base and to drive adoption of our products and drive spends. For further details see, "*Objects of the Offer—Details of the Objects—1. Expenditure towards Customer acquisition and retention*" on page 102. We run multiple social media and Google ads campaigns for different Zaggle products. Apart from the campaigns, we also build calendars for social media placements. Social media content is usually divided into user centric content, brand content, and product content. We continuously seek to increase reach and engagement through social media by sharing more informative and interesting content in the form of videos, normal posts and carousel posts.

Also see "*Risk Factors—6. Failure to effectively develop and expand our direct sales capabilities could affect our ability to expand usage of our products within our Customer and User base and achieve broader market acceptance of our products.*" and "*Risk Factors—20. One of our objects of the Offer is expenditure towards Customer acquisition and retention, the outcome of which cannot be ascertained. Further, our marketing efforts may not attract additional*

Customers on a cost-effective basis, or we may be unable to manage our marketing and advertising expenses." on pages 37 and 46, respectively.

Employees

As of March 31, 2023, we had 273 employees. None of our employees are represented by a labour union. We have not experienced any work stoppages since our incorporation. Set forth below is a breakdown of our employees by function as of March 31, 2023.

Function	Number
Sales	101
Information technology	83
Operations	34
Product development	15
Finance and accounts	7
Marketing	4
Human resources	7
Administrative	8
Chief x Officer ("**CXO**")	7
Executive assistants to CXO team	4
Legal and compliance	3
Total	273

Also see "*Risk Factors—8. We are dependent on our Promoter and our Executive Chairman, Raj P Narayanam and our Promoter, Managing Director and Chief Executive officer, Avinash Ramesh Godkhindi, our Key Managerial Personnel or senior management personnel and the loss of, or our inability to hire, retain, train, and motivate qualified personnel could adversely affect our business, results of operations and financial condition.*" on page 39.

Health, Safety and Environmental Matters

We are committed to the well-being of our employees and we organise support for aiding their emotional and physical well-being. In Fiscal 2021, we organised wellness programs as well as provided COVID-19 support to our employees such as conducting free vaccination drives for all our employees and their family members at our offices; making efforts to spread awareness about getting vaccinated against COVID-19; supplying COVID-19 safety kits to COVID frontline workers in Telangana, including the Hyderabad Police Force, and supplying ICU-grade smart and portable ventilators to Medicover Hospital, Hyderabad to help treat COVID-19 patients, among other things.

We are committed to ensuring that the appropriate resources are provided, and that appropriate actions are taken, to implement and maintain sustainable health, safety and environmental practices and effective management systems. In addition, we organise financial wellness events at our offices to educate employees on various investing tools and risk mitigation strategies.

Corporate social responsibility

We have adopted a CSR policy in compliance with the requirements of applicable law and have undertaken various CSR initiatives. Our Board has also constituted the CSR Committee. For further details, see "*Our Management—Committees of our Board*" on page 181.

Our CSR activities are primarily focused on integrating the interests of the business with that of the communities in which it operates. We believe that this approach also reaffirms the view that businesses are an integral part of society and have a critical and active role to play in the sustenance and improvement of healthy ecosystems, in fostering social inclusiveness and equity, and in upholding the essentials of ethical practices and good governance. Our CSR activities include, among other things, promoting education and gender equality, eradicating hunger, poverty and malnutrition, promoting health care and protecting national heritage, art and culture as specified in Schedule VII of the Companies Act. We see our CSR strategy as a means of further aligning our business to the global and India centric sustainable development agenda.

Property and facilities

As of March 31, 2023, we operated out of a combination of leased premises and co-working spaces. Our facilities located in Hyderabad, Mumbai, Pune and Ahmedabad are leased premises while the facilities located in Kolkata, Noida and Gurugram are co-working spaces. Except for our property situated at Shankarpally Village, Telangana which is under construction as of the date of this Prospectus, we do not own the underlying property for any of our offices in India.

Our Registered Office is located at 301, III floor, CSR Estate, Plot No.8, Sector - 1 HUDA Techno Enclave, Madhapur Main Road, Rangareddi, Hyderabad 500 081, Telangana, India. Our Corporate Office is located at B1-004, Ground Floor, Boomerang Building, C.T.S. No. 4A, Chandivali Farm Road, Andheri (East), Taluka Kurla, District Mumbai Suburban, Mumbai 400 072, Maharashtra, India.

The durations of our leases range from three to 10 years, and we are required to pay security deposits and specified monthly rentals for the duration of the relevant agreement, subject to periodic escalations at agreed rates. The details of properties taken on lease by us as of March 31, 2023 are set forth below.

S. No.	Location*	Date	Period of lease	Security deposit	Lease rent on a monthly basis	Aggregate area leased	Lease arrangements with related parties
			(years)	*(₹)*	*(₹)*	*(sq. ft.)*	*(Yes/No)*
1.	Ahmedabad, Gujarat	August 1, 2021	3	50,000	25,538	535	No
2.	Mumbai, Maharashtra	January 1, 2023	5	12,500,000	1,700,000	8,600	No
3.	Mumbai, Maharashtra	May 15, 2023	5	88,000	22,000	222	No
4.	Pune, Maharashtra	July 25, 2022	3	277,440	56,440	680	No
5.	Hyderabad, Telangana	January 5, 2018	10	4,000,000	400,000	6,500	No
6.	Bengaluru, Karnataka	November 1, 2022	3	1,400,000	145,000	3200	No

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** This information excludes co-working spaces located in Noida, Gurugram and Kolkata.*

Also see "*Risk Factors—30. Certain properties on which our offices operate are neither owned by us nor leased to us on a perpetual basis. Any breach of the terms or non-renewal of the leave and license agreements may lead to disruptions and affect our business operations.*" on page 51.

Intellectual Property

As of the date of this Prospectus, we had 51 trademark registrations. The registered trademarks in our name include, amongst others, "*Zaggle*", "*Zaggle, the Prepaid Ocean*", "*Zaggle Stored Value Discount Card*", "*Zaggle Wave*", "*Zaggle Zinger*", and "*BoMB*" under various classes including Class 24, 25, 35, and 42. 7 of our trademark applications, including 10 of those relating to our key brand, "Zaggle" have been objected or opposed. In addition to the above, our Company has also registered certain domain names, including www.zaggle.in.

Further, we have filed a trademark application for obtaining copyright for our logo, 'Zaggle' which is currently pending. For details regarding our intellectual property, see *"Government and Other Approvals—V. Intellectual Property*" and "*Risk Factors—34.Our business depends on our reputation, brand identity, intellectual property and knowhow and any harm to them may adversely affect our business, cash flows, results of operations and financial condition*" on pages 287 and 53, respectively.

Insurance

We maintain insurance coverage under the following insurance policies: cyber liability insurance and group health insurance to cover the various risks related to our business. While we believe that the level of insurance we maintain would be reasonably adequate to cover the normal risks associated with the operation of our business, we do not have insurance policies to cover all possible events. As of March 31, 2023, our total insured assets were nil and total uninsured assets were ₹23.48 million.

Also see "*Risk Factors—29. Our insurance coverage may not be adequate to cover all future costs and losses the incurrence or magnitude of which are unforeseen or unpredictable and could result in an adverse effect on our business and results of operations.*" on page 51.

Business Continuity Plan

We have a business continuity plan, which includes replication of data at multiple locations and back-up connectivity in case of connectivity failure. As a disaster-recovery measure, we regularly back-up critical data on the data cloud in multiple locations. The back-ups are done automatically on a periodic basis. We have a dedicated team of engineers for reviewing and maintaining the continuity of our systems.

Information Security and Data Privacy

We place importance on information security and data privacy and classify IT security in seven key layers. Protecting critical assets, such as the personal data of our Customers and their employees, and the relevant infrastructure to Process and store this data, is a priority. Protection of such assets starts from how the data is handled, backed up, retained, encrypted on rest as well as during transit. We develop the applications that handle this data using secure guidelines and procedures, and we undertake vulnerability assessments and other testing to ensure gaps are identified and fixed in a timely manner. Sensitive data is accessed at various endpoints, such as desktops, laptops, mobile and servers, which are equipped with protection, including antivirus and antimalware software. Furthermore, when given data is transmitted over the network it also requires protection from unauthorised access and encryption. All data flows in and out of the application environment requires strong firewalls to detect and protect any incoming or outgoing threats. These processes are managed by our IT team, and in addition to our comprehensive IT policies, we also rely on legal protection, background checks, and regular training of personnel on IT security and risks. We have also obtained the valid compliance certificates including the PCI-DSS version 3.2.1 issued by QRC Assurance and Solutions Private Limited, the ISO/IEC 27001:2013 issued by Certiva Limited, and the General Data Protection assessment issued by the QRC Assurance and Solutions Private Limited.

The following table sets forth a list of policies that cover the seven layers of IT security and data protection.

S. No.	Layer	Protection mechanism
1.	Critical Assets	Asset management policy
2.	Data Security	Card holder data security policy and procedure Secure data transmission policy Data encryption and decryption policy and procedure Data classification, retention, and disposal policy Information security policy Cryptographic policy Backup and recovery policy
3.	Application Security	Remote access policy and procedure Software development environment policy Secure coding guidelines Software development life cycle policy Change management policy and procedure Configuration standard for application/database
4.	Endpoint Security	Antivirus policy Clear desk and clear screen policy Desktop hardening policy Incident management policy Password policy Patch management policy
5.	Network Security	Logical access control policy Network security policy and procedure Configuration standard for security groups Remote access policy and procedure Logging and monitoring policy
6.	Perimeter Security	Physical and environmental security policy Privacy policy Vulnerability management policy
7.	Human Security	Human resource policy Employee privacy policy Employee personal data protection policy Data subject right information security policy Work from home policy

The privacy and data security laws and regulations to which we are subject, as well as their interpretation, are evolving and expected to continue to change over time. We continue to monitor the current landscape of privacy and security laws, as well as pending and emerging legislation, both in India and abroad. It is not possible to predict whether or when such legislation may be adopted in additional jurisdictions and certain proposals, if adopted, could harm our business through a decrease in consumer registrations and revenues, or through a change in marketing strategies.

Additionally, we may be subject to foreign privacy and data protection requirements including the General Data Protection Regulation 2016/679 issued by the European Union. More generally, the various privacy and data security legal obligations that apply to us may evolve in a manner that relates to our practices or the features of our mobile application or website. We may need to take additional measures to comply with the new and evolving legal obligations and to maintain and improve the information security posture practices/measures in an effort to avoid information security incidents or breaches affecting personal or sensitive personal information or data.

Also see "*Risk Factors—26. Our sites, networks, and systems may in the future experience security incidents or breaches, or we may be unable to comply with the relevant data protection or privacy laws, which could potentially damage our reputation and adversely affect our business, cash flows, results of operations and financial condition.*", "*Risk Factors—27. Real or perceived software errors, interruptions, failures, vulnerabilities, or bugs in our products, defects, or outages of our technology platform or IT systems and any potential inadequacies in our redundancies,* *business continuity plans or disaster recovery plans, could impair our ability to effectively provide our products, services and solutions.*" and "*Risk Factors—28. Service disruptions or failures of our Company's or our third-party service providers' information systems and networks as a result of computer viruses, misappropriation of data or other bad acts, natural disasters, extreme weather, accidental releases of information or other similar events may disrupt our business, damage our reputation, expose us to regulatory investigations, actions, litigation, fines and penalties or have a negative impact on our results of operations including but not limited to loss of revenue or profit, loss of Customers or sales and other adverse consequences.*" on pages 49, 50 and 50, respectively.

Competition

Based on a comparison of various product offerings and key features, we compete with domestic and international companies in the spend management, fintech solutions and loyalty cards industry, including Divvy, Brex, Pleo, Ramp, Coupa, Expensify, Fleetcor, Edenered, Wex and Happay. Some of these companies have greater financial resources, geographical presence and substantially larger bases of users and/or clients than we do, which may provide them with significant competitive advantages. We are however among the few uniquely positioned players offering diversified services with fintech products and services and with advantages of being the issuer of the largest number of prepaid cards (in partnership with banks) and high profitability along with a diversified portfolio of SaaS services (*Source: Frost & Sullivan Report*).

Also see "*Risk Factors—9. We operate in a highly competitive industry, and an inability to compete successfully could materially and adversely affect our business, financial condition, results of operations and future prospects.*" on page 39.

KEY REGULATIONS AND POLICIES IN INDIA

The following description is an overview of certain laws and regulations in India, which are relevant to our Company, as of the date of this Prospectus. The information in this section has been obtained from various legislations, including rules, regulations and policies promulgated by regulatory and statutory bodies, which are available in the public domain. The description of laws, regulations and policies set out below is not exhaustive and is only intended to provide general information to investors and is neither designed nor intended to be a substitute for professional legal advice. The statements below are based on the current provisions of Indian law and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

Laws in relation to our business

The Payment and Settlement Systems Act, 2007 ("PSSA")

The PSSA 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" is 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. Our company falls under the category of "system participant" which is defined under PSSA as any person participating in a payment system and includes the system provider. Additionally, a "system provider" has been defined to mean a person who operates an authorised payment system. Under the PSSA, it is mandatory to secure authorisation from the RBI for commencement and/or operation of a payment system. The RBI may conduct or get conducted audits and inspections of a payment system or participants and it will be the duty of the system provider and the system participants to assist the RBI to carry out such an audit or inspection. Additionally, the RBI has a right to access any information relating to the operation of any payment system and system provider and all the system participants are required to provide access to such information to the RBI. 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.

Additionally, the Payment and Settlement Systems Regulations, 2008 (the "**PSS Regulations**") have been enacted to give effect to the provisions of the PSSA. The PSS Regulations contain the instructions directing the manner in which applications and authorisations under the PSSA are to be made. The PSS Regulations make it mandatory for system provider to submit returns, documents and other information, as may be required by the RBI, from time to time.

Reserve Bank of India Master Directions on Prepaid Payment Instruments, 2021

Pursuant to the PSSA, the Master Direction on Prepaid Payment Instruments, 2021 (the "**Master Directions**") have been issued by the RBI. PPIs are instruments that facilitate purchase of goods and services, including financial services, remittances facilities, etc., against the value stored in such instruments. PPI Issuers operate or participate in a payment system for issuing PPIs to individuals or organisations. No entity is allowed to set up and operate payment systems for issuance of PPIs without prior approval or authorisation of RBI.

In case of co-branding arrangements between a bank and non-bank entity, the bank is the PPI issuer. The role of the non-bank entity is limited to marketing or distribution of the PPIs or providing access to the PPI holder to services that are offered by the PPI issuer. 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.

Reserve Bank of India Master Directions on Credit Card and Debit Card – Issuance and Conduct, 2022

The RBI has issued Master Directions on Credit Card and Debit Card - Issuance and Conduct Directions, 2022 on April 21, 2022 ("**RBI Card Master Directions**"), which provide a comprehensive set of instructions in relation to, *inter alia*, the issue of credit cards and debit cards, co-branded cards, telemarketing, billing, to be complied by the card issuers.

In accordance with the RBI Card Master Directions, a prior approval from the RBI is not required for the issuance of co-branded debit or credit cards. Any co-branded credit or debit card is required to indicate that it has been issued under a co-branding arrangement, and the co-branding partner is not allowed to market the card as its own product. Such co-branding partner is obligated to limit itself to marketing and distributing of the cards and all such marketing and distribution material must reflect the name of the card-issuer clearly.

The Information Technology Act, 2000 (the "IT Act")

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 unauthorised 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. 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, Ministry of Electronics and Information Technology, Government of India ("**DoIT**"), in April 2011, notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 (the "**Reasonable Security Practices 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.

In accordance with the Reasonable Security Practices Rules, certain classes of bodies corporate are required to have security practices and standards in place in respect of personal information, including sensitive personal data or information. Additionally, such body corporates are required to maintain a comprehensive documented information security programme and information security policies containing managerial, technical, operational and physical security control measures commensurate with the information assets being protected with the nature of business. In the alternative, Reasonable Security Practices Rules are deemed to be complied with if the requirements of the international standard "IS/ISO/IEC 27001" on "Information Technology – Security Techniques – Information Security Management System – Requirements" including any codes of best practices for data protection of sensitive personal data or information approved by the Government of India and formulated by any industry association of whose membership such body corporate holds, are complied with.

The Digital Personal Data Protection Act, 2023 (the "DPDP Act")

The DPDP Act was enacted in August 2023 with an aim to provide for the processing of digital personal data in a manner that recognises both the right of individuals to protect their personal data and the need to process such personal data for lawful purposes.

The DPDP Act defines a data principal to mean an individual to whom the personal data relates. A person may process the personal data of a data principal only in accordance with the provisions of the DPDP Act and for lawful purposes provided the data principal has consented to it. A data fiduciary is any person who alone or in conjunction with others determines the purpose and means of processing of the personal data. The general obligations of a data fiduciary involve, inter alia, the protection of personal data in its possession or under its control, including in respect of any processing undertaken by it by taking reasonable security safeguards to prevent personal data. A data fiduciary is also required to erase any personal data upon the data principal withdrawing consent or as soon as the specified purpose of the data is no longer being served, whichever is earlier, and to cause its data processor to erase any personal data made available by the data fiduciary as well unless required that personal data is required to be retained by law.

The DPDP Act introduces the concept of deemed consent in instances where the data principal provides personal data (i) to the data fiduciary voluntarily and for a legitimate purpose; (ii) for performance of function under any law, or service or benefit to the data principal; (iii) in compliance with a judgment or order; (iv) responding to medical emergency involving threat to life or immediate threat to health of the data principal; (v) for provision of medical treatment or health services during an epidemic, outbreak of diseases or any other public threat to public health; (vi) for taking measures to ensure safety during any disaster or any breakdown of public order; (vii) for purposes related to employment including prevention of corporate espionage, maintenance of confidentiality of trade secrets, intellectual property, classified information, recruitment, termination of employee. he data can only be processed for the specific purpose for which it is deemed to be given and must be necessary for fulfilling the purpose for which it has been provided.

The DPDP Act also establishes the Data Protection Board of India (the "**DP Board**") which inter alia, has the power to act on complaints made by data principles on instances of personal data breaches and other violations under the DPDP Act. The DP Board is also empowered to impose monetary penalties upon breaches of the provisions of the DPDP Act.

Consumer Laws

The Consumer Protection Act, 2019 (the "Consumer Protection Act")

The Consumer Protection Act was enacted with the aim to provide protection to consumers and facilitate efficient resolution of consumer disputes. It replaced the erstwhile Consumer Protection Act, 1986. The Consumer Protection Act seeks to protect consumers who buy goods or avail services through offline or online transactions. The Consumer Protection Act broadly lists down six consumer rights, which include, among others, the right to be protected against marketing of goods products or services which are hazardous to life and property, right to be informed about quality and standard of goods, products and services in order to protect the consumer against unfair trade practices, right to seek redress against unfair or restrictive trade practices or unscrupulous exploitation of consumers as well as the right to consumer awareness. The scope of unfair trade practices has been expanded to include representations or statements by means of electronic record. The Consumer Protection Act further provides for the establishment of consumer protection councils, a central consumer protection authority, and consumer disputes redress commissions, and lays down scope of powers and responsibilities of all such bodies. It also provides for mediation as an alternate dispute resolution mechanism for the resolution of consumer disputes and makes provisions for the establishment of a consumer mediation cell.

The Consumer Protection Act provides for punishment of offences including non-compliance by any person with directions of the central consumer protection authority, or for false or misleading advertisement or for offences in relation to, among others, the manufacture, sale and storage of adulterants or spurious goods. Offences under the Consumer Protection Act are punishable with fines as well as imprisonment.

Intellectual Property Legislations

The Trade Marks Act, 1999 (the "Trade Marks Act")

Trade marks enjoy protection under both statutory and common law and Indian trade mark law permits the registration of trade marks for both goods and services. The Trade Marks Act governs the statutory protection of trademarks and the prevention of the use of fraudulent marks in India. Under the provisions of the Trade Marks Act, an application for trade mark registration may be made before the Trade Mark Registry by any person claiming to be the proprietor of a trade mark, whether individual or 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. The Trade Marks Act prohibits registration of deceptively similar trademarks and provides for penalties for infringement, falsifying and falsely applying trademarks. Further, pursuant to the notification of the Trade Mark (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. The Trade Mark (Amendment) Act, 2010 also seeks to simplify the law relating to transfer of ownership of trade marks by assignment or transmission and to conform Indian trade mark law with international practice.

Copyright Act, 1957 and the rules thereunder

The Copyright Act, 1957, along with the Copyright Rules, 2013, (collectively, "**Copyright Laws**") protect literary, dramatic works, musical and artistic works including photographs and audio visual works (cinematograph films and video). Software, both in source and object code, constitutes a literary work under Indian law and is afforded copyright protection and the owner of such software becomes entitled to protect his works against unauthorised use and misappropriation of the copyrighted work or a substantial part thereof. 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.

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 had enacted the Foreign Exchange

Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 which regulates 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 should 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.

Laws relating to employment

The employment of workers, subject to the nature of activity, is regulated by a wide variety of generally applicable labour laws. The following is an indicative list of labour laws, which may be applicable to us, due to the nature of our business activities:

(i) Contract Labor (Regulation and Abolition) Act, 1970;

(ii) Relevant state specific shops and commercial establishment legislation;

(iii) Employees' Compensation Act, 1923;

(iv) Employees' Provident Funds and Miscellaneous Provisions Act, 1952;

(v) Employees' State Insurance Act, 1948;

(vi) Minimum Wages Act, 1948;

(vii) Payment of Bonus Act, 1965;

(viii) Payment of Gratuity Act, 1972;

(ix) Payment of Wages Act, 1936;

(x) Maternity Benefit Act, 1961;

(xi) Industrial Disputes Act, 1947;

(xii) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;

(xiii) The Child Labor (Prohibition and Regulation) Act, 1986;

(xiv) The Equal Remuneration Act, 1976;

(xv) The Code on Wages, 2019*;

(xvi) The Occupational Safety, Health and Working Conditions Code, 2020**;

(xvii) The Industrial Relations Code, 2020[∞]; and

(xviii) The Code on Social Security, 2020[#].

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* *The Government of India enacted 'The Code on Wages, 2019' which received the assent of the President of India on August 8, 2019. It proposes to subsume four separate legislations, namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. The provisions of this code will be brought into force on a date to be notified by the Central Government, with certain of the provisions thereunder notified already. In pursuance of the code, the Code on Wages (Central Advisory Board) Rules, 2021 have been notified, which prescribe, inter alia, the constitution and functions of the Central Advisory Board set up under the Code on Wages, 2019.*

** *The Government of India enacted 'The Occupational Safety, Health and Working Conditions Code, 2020' which received the assent of the President of India on September 28, 2020. Section 142 of the Code on Social Security, 2020 has been brought into force from May 3, 2021 by the Ministry of Labor and Employment through a notification dated April 30, 2021 and other provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume several separate legislations, including the Factories Act, 1948, the Contract Labor (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996.*

[∞] *The Government of India enacted 'The Industrial Relations Code, 2020' which received the assent of the President of India on September 28, 2020. The provisions of this code are proposed to be brought into force on a date to be notified by the Central Government. It proposes to subsume three separate legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946.*

[#] *The Government of India enacted 'The Code on Social Security, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code are proposed to be brought into force on a date to be notified by the Central Government. It proposes to subsume several separate legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganised Workers' Social Security Act, 2008.*

Laws relating to taxation

In addition to the material legislations mentioned above, 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.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief History of our Company

Our Company was incorporated as 'Zaggle Prepaid Ocean Services Private Limited' at Hyderabad as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated June 2, 2011 issued by the Registrar of Companies, Andhra Pradesh at Hyderabad. Subsequently, our Company was converted into a public limited company under the Companies Act, 2013, pursuant to a resolution passed by our Board and a special resolution passed by our Shareholders at the EGM, each held on August 22, 2022 and consequently the name of our Company was changed to 'Zaggle Prepaid Ocean Services Limited' and a fresh certificate of incorporation dated September 13, 2022 was issued by the Registrar of Companies, Telangana at Hyderabad.

Changes in our Registered Office

There has been no change in the registered office of our Company since the date of its incorporation, other than as set out below.

Date of change	Details of change in the registered office	Reasons for change
July 10, 2015	Change of the registered office address from TGV Mansion, 3rd floor, 6-12-1012, Khairatabad, Hyderabad 500 004, Telangana to Plot no. 87, Apparel Export Park, Medchal Mandal, Gundlapochampally, Rangareddi 501 401, Telangana, India	Administrative efficiency
June 12, 2017	Change of the registered office address from Plot no. 87, Apparel Export Park, Medchal Mandal, Gundlapochampally, Rangareddi 501 401, Telangana to H No. 8-2-334/18, II Floor, Salguti House, Road No. 3, Banjara Hills, Hyderabad 500 034, Telangana, India	Administrative efficiency
May 10, 2018	Change of the registered office address from H No. 8-2-334/18, II Floor, Salguti House, Road No. 3, Banjara Hills, Hyderabad 500 034, Telangana to 301, III Floor, CSR Estate, Plot No.8, Sector 1, HUDA Techno Enclave, Madhapur Main Road, Hyderabad, Rangareddi 500 081, Telangana, India	Administrative efficiency

Main Objects of Our Company

The main objects of our Company contained in its Memorandum of Association are as disclosed below:

1. "*To carry on in India and elsewhere the business of management, administration, organisation, dealing in, providing consultancy, advising, and other services in the field of prepaid cards, vouchers, coupons, smartcards, purchase on merchant establishment and others to be used including on internet for food, beverages, meals, healthcare, childcare, fuel, gifts, entertainment, travel, goods, services and any other permitted use of a prepaid card or electronic payment or transfer system, subject to authorization by the Reserve Bank of India under Payment and Settlement Systems Act, 2007 and other applicable laws.*

2. *To run, organize, deal, trade, import, export, develop, deploy, implement, and provide various technologies for various kinds of customer loyalty bonus rewards programs, employee rewards and recognition programs, merchant loyalty bonus reward programs, software, hardware, employees loyalty programs, smart cards, electronic patient record cards, merchant shopping terminals, utility bill payments, micro credit cards and enrolling members for customer loyalty bonus reward programs, various kinds of shopping vouchers, food vouchers, gift vouchers, electronic gift vouchers, bonus vouchers, meal vouchers, and other related technologies and products, subject to authorization by the Reserve Bank of India under Payment and Settlement Systems Act, 2007 and other applicable laws.*

3. *To carry on the business of buying, trading, consignment, distributing, retailing, exporting, importing, making, assembling, repairing, servicing, manufacturing, branding, and in dealing in promotional merchandise, novelties and gifts of all kinds and of every nature and description made of any substance, either in electronic mode or physical mode.*

4. *To carry on the business of designing, developing, operating, maintaining, and marketing, all kinds/forms of payment systems including issue of prepaid instruments (e wallets, mobile-wallets, cash cards, smart cards, gift cards, e-vouchers, e-coupons), digital wallets (cards, UPI etc.), reward points solutions, expense management system, spend management system, reward & recognition system, account payable, account receivable, business finance manager, API integration, co-branded services, provide support and consultancy in the field of payment instruments services, electronic and virtual payment systems, transaction processing, and to act as service providers, distributors, agents, representative of persons operating in the*

line of prepaid and other payment system services, and allied activities and provision of information Technology, accounting, marketing and other support services in relation thereto, in accordance with the relevant regulatory requirements and subject to necessary approvals from the regulators and/or authorities.

5. *To carry on the business of providing technological solutions involving Information Technology (software) consultancy, system study, selections of computer hardware and software, software developments, computer training and maintenance, software services which includes custom design, software porting integration services, annual maintenance contracts, product support and support of administration services, both at the customer location and/or through remote delivery systems and to deliver high quality, reliable innovative and effective software solutions to customers in the field of software, intermediate products and development tools or any kind of software, overseas development, executing service contracts, product support, provide online services, system integration, import and export of software and development in any other related activities.*"

The main objects, as contained in the Memorandum of Association, enable our Company to carry on the business, presently being carried out.

Amendments to the Memorandum of Association

The amendments to the Memorandum of Association of our Company in the 10 years immediately preceding the date of this Prospectus are as detailed below:

Date of Shareholders' resolution	Nature of amendment
October 23, 2019	Clause II of the Memorandum of Association was amended to reflect the change in the name of the State of Andhra Pradesh to the State of Telangana consequent to bifurcation of State of Andhra Pradesh pursuant to Andhra Pradesh Reorganisation Act, 2014.
January 22, 2022	Clause V of the Memorandum of Association was amended to reflect the increase in the authorised share capital of our Company from ₹20,000,000 divided into 2,000,000 equity shares of ₹10 each to ₹51,037,850 divided into 5,103,785 equity shares of ₹10 each pursuant to the Scheme of Amalgamation.
	Clause III A of the Memorandum of Association was amended to reflect the inclusion of the following clause to the main objects of the Company: "*3. To carry on the business of buying, trading, consignment, distributing, retailing, exporting, importing, making, assembling, repairing, servicing, manufacturing, branding, and in dealing in promotional merchandise, novelties and gifts of all kinds and of every nature and description made of any substance, either in electronic mode or physical mode.*"
July 27, 2022	Clause III A of the Memorandum of Association was amended to reflect the inclusion of the following clause to the main objects of the Company: "*4. To carry on the business of designing, developing, operating, maintaining, and marketing, all kinds/forms of payment systems including issue of prepaid instruments (e wallets, mobile-wallets, cash cards, smart cards, gift cards, e-vouchers, e-coupons), digital wallets (cards, UPI etc.), reward points solutions, expense management system, spend management system, reward & recognition system, account payable, account receivable, business finance manager, API integration, co-branded services, provide support and consultancy in the field of payment instruments services, electronic and virtual payment systems, transaction processing, and to act as service providers, distributors, agents, representative of persons operating in the line of prepaid and other payment system services, and allied activities and provision of information Technology, accounting, marketing and other support services in relation thereto, in accordance with the relevant regulatory requirements and subject to necessary approvals from the regulators and/or authorities.* *5. To carry on the business of providing technological solutions involving Information Technology (software) consultancy, system study, selections of computer hardware and software, software developments, computer training and maintenance, software services which includes custom design, software porting integration services, annual maintenance contracts, product support and support of administration services, both at the customer location and/or through remote delivery systems and to deliver high quality, reliable innovative and effective software solutions to customers in the field of software, intermediate products and development tools or any kind of software, overseas development, executing service contracts, product support, provide online services, system integration, import and export of software and development in any other related activities.*"
	Clause V of the Memorandum of Association was amended to reflect the increase in the authorised share capital of our Company from ₹51,037,850 divided into 5,103,785 equity shares of ₹10 each to ₹120,000,000 consisting of 12,000,000 equity shares of face value of ₹10 each.

Date of Shareholders' resolution	Nature of amendment
	The Memorandum of Association was amended to comply with the format prescribed under the Companies Act, 2013.
	Clause V of the Memorandum of Association was amended to reflect the sub-division of equity shares of face value of ₹10 each to equity shares of face value of ₹1 each.
August 22, 2022	Clause I of the Memorandum of Association was amended to reflect the change in name of our Company from "Zaggle Prepaid Ocean Services Private Limited" to "Zaggle Prepaid Ocean Services Limited".
August 11, 2023	Clause 5 of the Memorandum of Association was amended to reflect the increase in the authorised share capital of our Company from ₹120,000,000 consisting of 120,000,000 equity shares of face value of ₹1 each to ₹150,000,000 consisting of 150,000,000 equity shares of face value of ₹1.

Major Events

Set out below are some of the major events in the history of our Company. For further details, see "*Our Business*" on page 147.

Calendar year	Activity
2015	Launched Zaggle app and started focusing on customer loyalty programs
2019	• Launched a prepaid card powered by IndusInd Bank Limited • Launched a channel incentive and engagement platform, namely, "PROPEL" • Launched an expense management card platform, namely, "Save"
2020	Partnered with Yes Bank Limited for issuance of cobranded prepaid cards
2021	• Partnered with Razorpay, Tata Securities and Fibe, formerly EarlySalary for offering VAS products including for insurance, investing and tax planning, to enhance User experience and maintain Customer/ User retention • Partnered with NSDL Payments Bank Limited for issuance of cobranded prepaid cards
2022	• Launched an integrated data-driven business spend management platform with embedded finance capabilities, namely, "Zoyer" • Launched a wearable contactless payment device, in partnership with one of our Preferred Banking Partners, namely, "Zakey"
2023	• Partnered with Yes Bank Limited for issuance of cobranded corporate credit cards, integrated with "ZatiX", an analytics platform

Key awards, accreditations and recognitions

Set out below are certain key awards, accreditations and recognitions received by our Company.

Calendar year	Awards and accreditations
2019	• Certificate of compliance with 'ISO/IEC 27001:2013' issued by Certiva Limited • Awarded the "Best Prepaid Card of the year" at Payments and Cards Awards at the 7th Payment and Cards Summit by Kamikaze • Awarded the "Best Prepaid Card Solution" at India Digital Awards by Internet and Mobile Association of India
2021	• Awarded the "Best Digital Card" at the BW Businessworld Festival of Fintech Conclave Awards • Awarded the "Best Employee Engagement Program (Multi Industry)" at the Human Excellence Awards 2021 • Recognised for "Epitomizing Excellence in the BFSI Industry 2021" at the 50 most trusted BFSI brands awards by Marksmen Daily • Awarded the "Best Employee Engagement Award in B2B Sector" at the 29th Edition of the World HRD Congress and Awards by Times Ascent
2022	• Recognised as the "Most Preferred Workplace 2022" by Marksmen Daily • Recognized by the Telangana Government for building a robust and sustainable SaaS and fintech business • Awarded the "Certificate of Appreciation" at the India Startup Festival 2022 by Sri Sathya Sai Grama Muddenahalli, Bengaluru

Calendar year	Awards and accreditations
2023	• Awarded "Best B2B Payment Solution Provider" at the 10th Payments Industry Awards • Awarded "Winner" in the "Best Payments Solutions of the Year" category at the BW Businessworld Festival of Fintech Conclave Awards

Other Details Regarding Our Company

Significant financial or strategic partnerships

Our Company does not have any significant strategic or financial partners, as of the date of this Prospectus. Our Company's business partners are described in "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 147 and 245, respectively,

Defaults or Rescheduling/Restructuring of Borrowings from Financial Institutions/Banks

No payment defaults or rescheduling/restructuring have occurred in relation to any borrowings availed by our Company from any financial institutions or banks, nor have any such borrowings or loans been converted into Equity Shares.

Time and Cost Overruns

Our Company has not experienced any time and cost overruns in respect of our business operations, as of the date of this Prospectus.

Launch of key products or services, entry into new geographies or exit from existing markets

For details of key products or services launched by our Company, see "*Our Business*" and "*—Major Events*" on pages 147 and 174. Except as disclosed in this section, our Company has not entered into new geographies or exited from existing markets, as of the date of this Prospectus.

Our Subsidiary

As of the date of this Prospectus, our Company does not have any subsidiaries other than our wholly-owned subsidiary in the United Kingdom, ZTL.

ZTL was incorporated on January 12, 2023 as a private company under the UK Companies Act, 2006 with the company number 14589213. Its registered office is located at 6th Floor, 9 Appold Street, London, EC2A 2AP, United Kingdom. ZTL's issued share capital is 1 share of £1.

As of the date of this Prospectus, Raj P Narayanam was the sole director of ZTL.

Upon incorporation, ZTL had allotted one ordinary share of £1 in accordance with the UK Companies Act, 2006, which was held by our Company, however, such shares remained unpaid until the date of this Prospectus and no bank account had been opened by ZTL until that date. As a consequence, since its incorporation and as of the date of this Prospectus, ZTL had not commenced any business or conducted any operations, transactions or activities. ZTL was incorporated on January 12, 2023 and, hence, does not have any accumulated profits or losses from previous years and, as a result, there are no accumulated profits or losses of ZTL that have not been accounted for by our Company in the Restated Financial Information. Also see "*Risk Factors—37. The Restated Financial Information included in this Prospectus does not reflect the financial condition or financial performance of our Subsidiary, ZTL.*" on page 55.

On August 26, 2023, ZTL applied to the registrar of companies in the United Kingdom to strike its name off the register, in compliance with applicable provisions of the UK Companies Act 2006 (the "**Strike-off Application**"), as a consequence of which ZTL will be dissolved in accordance with applicable law in the United Kingdom.

Common Pursuits between our ZTL and our Company

As of the date of this Prospectus, there were no common pursuits between ZTL and our Company.

Business Interests of ZTL in our Company

Except as disclosed in "*Offer Document Summary—Summary of related party transactions*" and Note 30 to our Restated Financial Information included in "*Restated Financial Information*" on pages 20, 226 and 195, respectively, ZTL does not have, or proposes to have, any business interest in our Company.

Details Regarding Material Acquisitions or Divestments of Business/ Undertakings, Mergers, Amalgamation, any Revaluation of Assets, etc. in the Last 10 Years

Except as disclosed below, we have not made any material acquisitions or divestments of any business/undertaking, and have not undertaken any merger, amalgamation or any revaluation of assets in the 10 years preceding the date of this Prospectus:

Acquisition of Magixo as a wholly-owned subsidiary of our Company

Pursuant to the resolution passed by our Board at their meeting dated May 31, 2021 and the Shareholders' at their extraordinary general meeting dated June 21, 2021, our Company acquired 425,128 equity shares bearing face value of ₹10 each of Magixo, for an aggregate total consideration of ₹12.84 million from Vinita Raj Narayanam (wife of Raj P Narayanam) and eYantra. As a result, Magixo became a wholly-owned subsidiary of our Company.

Scheme of Amalgamation of our erstwhile wholly-owned subsidiary, Magixo, with our Company

Our Company filed a Scheme of Amalgamation under Section 233 of the Companies Act, 2013, read with Rule 25 the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016 before the Office of the Regional Director, South East Region, Hyderabad (the "**Scheme of Amalgamation**"). The Scheme of Amalgamation was approved by our Board and our Shareholders at their meetings dated November 15, 2021 and January 22, 2022, respectively.

The rationale of the Scheme of Amalgamation was to: (i) consolidate our businesses at a single level in order to achieve economies of scale and other benefits such as reducing the multiplicity of legal and regulatory compliances; (ii) provide greater integration and flexibility to our Company and strengthen its position in the industry, in terms of asset base, revenues, product and service range; and (iii) bring management focus and streamline the management structure thereby enhancing the efficiency and control of both companies.

The Scheme of Amalgamation was approved by the Joint Director, Office of the Regional Director, South East Region, Hyderabad on March 1, 2022. With effect from the appointed date, *i.e.*, November 1, 2021, the entire business and the whole of the undertaking (including properties, assets, liabilities, debt, duties, responsibilities and obligations) of Magixo stands transferred to our Company on an ongoing concern basis. Since Magixo was a wholly-owned subsidiary of our Company, no shares were issued under the Scheme of Amalgamation.

Shareholders' agreements and other material agreements

There are no other arrangements or agreements, deeds of assignment, acquisition agreements, shareholders' agreements, inter-se agreements, any agreements between the Company, the Promoters and the Shareholders, agreements of like nature and clauses/ covenants which are material to the Company. Further, there are no other clauses/ covenants that are adverse or prejudicial to the interest of the minority and public shareholders of the Company.

Holding company, joint ventures and associates

As of the date of this Prospectus, our Company does not have any holding company, joint ventures and associates.

Guarantees given by the Promoter Selling Shareholders

As of the date of this Prospectus, no guarantee has been issued by the Promoter Selling Shareholders to any third party.

Agreements with Key Managerial Personnel, Senior Management, Directors, Promoters, or any other employee

Our Company has not entered into any agreements with Key Managerial Personnel, Senior Management, Directors, Promoters, or any other employee either by themselves or on behalf of any other person, with any shareholder or any other third party, with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

OUR MANAGEMENT

Board of Directors

In accordance with the Companies Act and our Articles of Association, our Company is required to have not more than 15 Directors. As of the date of this Prospectus, our Board comprises six Directors, of which two are Executive Directors, one is a Non-Executive Director, and three are Independent Directors (including one woman Independent Director).

The following table sets forth details regarding our Board as of the date of this Prospectus.

Name, DIN, designation, address, occupation, term, period of directorship and date of birth	Age (years)	Other directorships
Raj P Narayanam ***DIN**:* 00410032 ***Designation**:* Executive Chairman ***Address:*** The Trails Villa #2, Lancohills Road, Kanaka Durga Temple, Manikonda, Pokalawada, Hyderabad, Puppalaguda, K.V. Rangareddy 500 089, Telangana, India ***Occupation*:** Business ***Term:*** Five years with effect from June 1, 2023 ***Period of Directorship**:* Since April 30, 2012 ***Date of birth**:* August 31, 1970	53	• Zaggle Technologies Limited
Avinash Ramesh Godkhindi ***DIN:*** 05250791 ***Designation:*** Managing Director and Chief Executive Officer ***Address**:* C-2103, Oberoi Splendor, Jogeshwari Vikroli Link Road, Opp Majas Depot, Jogeshwari East, Mumbai 400 060, Maharashtra, India ***Occupation*:** Service ***Term:*** Three years with effect from May 7, 2021 ***Period of directorship*:** Since May 7, 2012 ***Date of birth**:* June 14, 1978	45	Nil
Arun Vijaykumar Gupta ***DIN:*** 05131228 ***Designation:*** Non-Executive Director ***Address:*** Flat No. 5005/5006, Oberoi Esquire Tower C, Yashodham, Goregaon East, Mumbai 400 063, Maharashtra, India ***Occupation*:** Business ***Term:*** Liable to retire by rotation ***Period of directorship:*** Since September 26, 2022 ***Date of birth:*** June 1, 1971	52	• Route Mobile Limited • Absolute Sports Private Limited
Aravamudan Krishna Kumar	68	• MTAR Technologies Limited • Delphi-TVS Technologies Limited

Name, DIN, designation, address, occupation, term, period of directorship and date of birth	Age (years)	Other directorships
DIN: 00871792 ***Designation:*** Independent Director ***Address:*** Flat B-603, B Block, 6th Floor, Fortune Towers, Madhapur, Shaikpet, Hyderabad 500 081, Telangana, India ***Occupation*:** Professional ***Term:*** Five years with effect from September 26, 2022 ***Period of directorship:*** Since September 26, 2022 ***Date of birth:*** November 18, 1954		• TVS Wealth Private Limited • Sathguru Catalyser Advisors Private Limited • SBI Payment Services Private Limited • Suraksha Asset Reconstruction Limited • Diaspora Leaders Foundation
Abhay Deshpande Raosaheb ***DIN:*** 00427314 ***Designation:*** Independent Director ***Address:*** Richmond Villa, Villa - 73, Sun City, Rajendranagar, Hyderabad 500008, Telangana, India ***Occupation*:** Professional ***Term:*** Five years with effect from August 22, 2022 ***Period of directorship:*** Since August 22, 2022 ***Date of birth:*** August 18, 1971	52	• Rapidue Technologies Private Limited • Payswiff Technologies Private Limited • Recykal Foundation • Anubhuti Welfare Foundation
Prerna Tandon ***DIN:*** 09652432 ***Designation:*** Independent Director ***Address:*** 301, Brigade Heritage, 4/2, Cookson Street, Richards Town, Bengaluru 560 005, Karnataka, India ***Occupation*:** Management professional/ corporate executive ***Term:*** Three years with effect from September 26, 2022 ***Period of directorship:*** Since September 26, 2022 ***Date of birth:*** October 17, 1966	56	Nil

Relationship between our Directors

None of our Directors are related to each other.

Brief Biographies of our Directors

Raj P Narayanam is the Executive Chairman of our Company. He has been on the Board of our Company since April 30, 2012. He completed post graduate diploma in business management with specialisation in finance from the FORE School of Management, New Delhi. He has also completed his post graduate diploma on “Computer Systems” from Advance Computer Education and a certified online course on “Scaling a Business: How to Build a USD 1 Billion+ Unicorn” from The Wharton School, University of Pennsylvania. Further, he has completed an online programme and has been awarded the post graduate certificate in digital marketing from MICA, The School of Ideas. He has experience in the technology and fintech industry. He has also made varying levels of investments in certain companies at different points in time.

Avinash Ramesh Godkhindi is the Managing Director and Chief Executive officer of our Company. He has been on the Board of our Company since May 7, 2012. He holds a bachelors’ degree in engineering from Bangalore University, Bengaluru and a masters’ degree in business administration from the University of Chicago, Chicago. He has been awarded the "Inspiring CEO" award by the Economic Times in 2022. Prior to this, he worked as an Assistant Vice President at Citibank N.A., India.

Arun Vijaykumar Gupta is a Non-Executive Director of our Company. He has been on the Board of our Company since September 26, 2022. He holds a bachelors' degree in commerce from the P.D. Lion's College of Commerce and Economics, University of Bombay. Currently, he is a director at Route Mobile Limited.

Aravamudan Krishna Kumar is an Independent Director of our Company. He has been on the Board of our Company since September 26, 2022. He holds a bachelors' degree in arts and economics (honors' course) from the University of Delhi, Delhi. He is a certified associate of the Indian Institute of Bankers and has experience in the banking industry. Prior to this, he worked at the State Bank of India.

Abhay Deshpande Raosaheb is an Independent Director of our Company. He has been on the Board of our Company since August 22, 2022. He holds a bachelors' degree in computer science and engineering from the Dr. Babasaheb Ambedkar Marathwada University, Aurangabad, Maharashtra. He has experience in the IT industry and is currently a director at Payswiff Technologies Private Limited.

Prerna Tandon is an Independent Director of our Company. She has been on the Board of our Company since September 26, 2022. She holds a masters' degree in business administration from the Panjab University, Chandigarh. Prior to this, she has worked as the vice president – operations at Infosys BPO Limited and vice president – productivity and digitization leader at Genpact India.

Terms of Appointment of the Executive Chairman and Managing Director

1. **Raj P Narayanam**

   Pursuant to a resolution dated May 24, 2023 passed by our Board of Directors and resolution dated June 23, 2023 passed by our Shareholders, Raj P Narayanam was most recently re-appointed as the Executive Chairman of our Company for a period of five years with effect from June 1, 2023.

   The terms of appointment of Raj P Narayanam as the Executive Chairman of our Company include a monthly remuneration of ₹0.85 million together with allowance, perquisites, reimbursement of medical expenses and bonus payable as per the policy of the Company from time to time.

2. **Avinash Ramesh Godkhindi**

   Pursuant to a resolution dated April 30, 2021 passed by our Board of Directors, Avinash Ramesh Godkhindi was most recently re-appointed as the Managing Director and Chief Executive Officer of our Company for a period of three years with effect from May 7, 2021.

   Pursuant to a resolution dated April 7, 2022 passed by our Board of Directors, the terms of appointment of Avinash Ramesh Godkhindi as the Managing Director and Chief Executive Officer of our Company include a fixed annual remuneration of ₹7.20 million, payable monthly, together with an annual performance variable remuneration of ₹2.00 million.

Payment or Benefit to Directors

Details of the compensation including sitting fees, professional fees, or other remuneration, paid to our Directors by our Company in Fiscal 2023 are disclosed below.

1. *Compensation to the Executive Directors*

   a. **Raj P Narayanam**

      The total remuneration paid by our Company to Raj P Narayanam, the Executive Chairman of our Company, during Fiscal 2023 was ₹10.20 million.

   b. **Avinash Ramesh Godkhindi**

      The total remuneration paid by our Company to Avinash Ramesh Godkhindi, the Managing Director and Chief Executive Officer of our Company, during Fiscal 2023 was ₹8.20 million.

2. *Compensation to the Non-Executive Director*

   Arun Vijaykumar Gupta was paid sitting fees amounting to ₹0.35 million in Fiscal 2023.

3. *Compensation to the Independent Directors*

Each Independent Director is entitled to receive sitting fees of ₹0.07 million per meeting for attending each meeting of our Board and ₹0.04 million per meeting for attending each meeting of our committees. Our Company reimburses or bears all reasonable and properly documented expenses incurred in the course of performing their role as an Independent Director.

The details of the sitting fees paid to the Independent Directors during Fiscal 2023 are disclosed below:

S. No.	Name of the Director	Sitting fees	Commission
		(₹ million)	
1.	Aravamudan Krishna Kumar	0.93	Nil
2.	Abhay Deshpande Raosaheb	Nil	Nil
3.	Prerna Tandon	0.53	Nil

There is no contingent or deferred compensation payable to any of our Directors.

Shareholding of our Directors in our Company

As per our Articles of Association, our Directors are not required to hold any qualification shares.

For details of the shareholding of our Directors in our Company, see "*Capital Structure—Details of the Shareholding of our Directors, our Key Managerial Personnel, our Senior Management, our Promoters and Promoter Group*" on page 95.

None of our Directors have been granted any employee stock options of our Company.

Arrangement or Understanding with Major Shareholders, Customers, Suppliers or Others

None of our Directors have been appointed pursuant to any arrangement or understanding with major Shareholders, customers, suppliers or others.

There are no contracts appointing or fixing the remuneration of the Directors of our Company entered into within, or prior to the two years immediately preceding the date of this Prospectus.

Interest of Directors

1. All of our Directors may be deemed to be interested to the extent of (i) sitting fees, if any, payable to them for attending meetings of our Board and committees of our Board and other remuneration or commission, if any, payable or reimbursement of expenses to them under our Articles of Association or to the extent of services rendered as an officer or employee of our Company, (ii) Equity Shares and stock options, if any, already held by them or their relatives or any firms, companies and trusts in which our Directors are interested as a director, member, partner or trustee, in our Company, or that may be Allotted to them in the Offer in terms of the Red Herring Prospectus and this Prospectus and any dividend payable to them and other benefits arising out of such shareholding, (iii) transactions entered into in the ordinary course of business with companies in which our Directors hold directorship, and (iv) their directorship on the board of directors of, and/or their shareholding in our Company, as applicable.

2. Except Raj P Narayanam who is one of our Promoters, our Executive Chairman, initial subscriber to the MoA and first director under the Articles, and Avinash Ramesh Godkhindi, who is also the Promoter of our Company, none of our Directors are interested in the promotion or formation of our Company.

3. Except for any dividend that may be payable to our Executive Chairman, Raj P Narayanam, our Managing Director and Chief Executive Officer, Avinash Ramesh Godkhindi and our Independent Directors, Abhay Deshpande Raosaheb and Prerna Tandon, in their capacity as Shareholders of our Company, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of our Directors except the normal remuneration and sitting fees for services rendered as a director of our Company.

4. Our Company has not entered into any service contracts with our Directors providing for benefits upon termination of their employment.

5. None of our Directors is a party to any bonus or profit-sharing plan by our Company.

6. Our Directors have no interest in any property acquired by our Company preceding the date of this Prospectus or proposed to be acquired by our Company or of our Company.

7. Our Directors are not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to our Directors or to such firm or company in cash or shares or otherwise 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 or company in which he is interested, in connection with the promotion or formation of our Company.

8. None of our Directors have any interest in our business other than as disclosed in this section and in "*Promoters and Promoter Group*" and Note 30 to our Restated Financial Information included in "*Restated Financial Information*" on pages 190 and 226, respectively.

9. None of the Directors have any interest in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Confirmations

None of our Directors is or was a director of any listed company during the five years immediately preceding the date of this Prospectus, whose shares have been, or were suspended, from being traded on any of the stock exchanges in India during the term of their directorship in such company.

None of our Directors is, or was a director of any listed company, which has been, or was delisted from any stock exchange in India during the term of their directorship in such company.

Except in the capacity as a Shareholder of the Company pursuant to which dividend that may be payable and the normal remuneration paid or payable for services rendered as our Director, Abhay Deshpande Raosaheb and Prerna Tandon are not connected to the Company in the two years preceding the date of this Prospectus.

Changes in our Board during the Last Three Years

S. No.	Name	Date of Change	Reason
1.	Aravamudan Krishna Kumar	September 26, 2022	Appointment
2.	Abhay Deshpande Raosaheb	August 22, 2022	Appointment
3.	Arun Vijaykumar Gupta	September 26, 2022	Appointment
4.	Prerna Tandon	September 26, 2022	Appointment

Borrowing Powers of our Board

Pursuant to our Articles of Association and the board and shareholders' resolutions dated September 26, 2022 and September 27, 2022, respectively, and in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder, our Board is authorised to borrow such monies which together with the money already borrowed does not exceed the limit of ₹5,000 million.

Corporate Governance

The provisions relating to corporate governance prescribed under the SEBI Listing Regulations will be applicable to us immediately upon listing of the Equity Shares on the Stock Exchanges. We are in compliance with the requirements of corporate governance with respect to composition of Board and constitution of the committees of the Board, including the audit committee, stakeholder's relationship committee, nomination and remuneration committee and risk management committee by our Company and formulation and adoption of policies, as prescribed under the SEBI Listing Regulations.

Our Board has been constituted in compliance with the Companies Act and the SEBI Listing Regulations. The Board of Directors function either as a full board, or through various committees constituted to oversee specific operational areas.

Committees of our Board

In addition to the committees of our Board described below, our Board may constitute committees for various functions from time to time.

Audit Committee

The members of our Audit Committee are:

(a) Abhay Deshpande Raosaheb (*Chairman*);

(b) Aravamudan Krishna Kumar; and

(c) Raj P Narayanam.

Our Audit Committee was constituted by our Board pursuant to a resolution dated September 29, 2022. The terms of reference of the Audit Committee were approved by our Board pursuant to a resolution dated September 29, 2022.

The scope and functions of the Audit Committee are in accordance with Section 177 of the Companies Act and Regulation 18 of the SEBI Listing Regulations and its terms of reference are as disclosed below.

(a) overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;

(b) recommending to the Board the appointment, re-appointment, replacement, remuneration and terms of appointment of the statutory auditors of the Company;

(c) reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;

(d) approving payments to the statutory auditors for any other services rendered by the statutory auditors;

(e) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

    (i) matters required to be included in the Director's responsibility statement and in the Board's report in terms of clause (c) of Sub-Section 3 of Section 134 of the Companies Act;

    (ii) changes, if any, in accounting policies and practices and reasons for the same;

    (iii) major accounting entries involving estimates based on the exercise of judgment by management;

    (iv) significant adjustments made in the financial statements arising out of audit findings;

    (v) compliance with listing and other legal requirements relating to financial statements;

    (vi) disclosure of any related party transactions; and

    (vii) qualifications and modified opinions in the draft audit report.

(f) reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

(g) scrutinizing of inter-corporate loans and investments;

(h) undertaking or supervising valuation of undertakings or assets of the Company, wherever it is necessary;

(i) evaluation of internal financial controls and risk management systems;

(j) formulating a policy on related party transactions, which shall include materiality of related party transactions;

(k) approving transactions of the Company with related parties, or any subsequent modification thereof and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;

(l) reviewing, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;

(m) reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed initial public offer by the Company;

(n) establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;

(o) reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;

(p) 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;

(q) discussing with internal auditors on any significant findings and follow up thereon;

(r) 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;

(s) discussing 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;

(t) looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

(u) approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;

(v) reviewing the functioning of the whistle blower mechanism;

(w) ensuring that an information system audit of the internal systems and process is conducted at least once in two years to assess operational risks faced by the Company;

(x) formulating, reviewing and making recommendations to the Board to amend the Audit Committee charter from time to time;

(y) reviewing the utilisation of loans and/ or advances from/investment by the holding company in any subsidiary exceeding ₹1,000.00 million or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;

(z) considering and commenting on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;

(aa) investigating any activity within its terms of reference, seeking information from any employee, obtaining outside legal or other professional advice and securing attendance of outsiders with relevant expertise, if it considers necessary;

(bb) reviewing compliance with the provisions of SEBI Insider Trading Regulations at least once in a financial year and verify that systems for internal control are adequate and are operating effectively;

(cc) Reviewing:

(i) any show cause, demand, prosecution and penalty notices against the Company or its Directors which are materially important including any correspondence with regulators or government agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies;

(ii) any material default in financial obligations by the Company; and

(iii) any significant or important matters affecting the business of the Company.

(dd) Performing such roles as may be delegated by the Board and/or prescribed under the Companies Act and SEBI Listing Regulations or other applicable law.

The Audit Committee shall have powers, including the following:

(a) to investigate any activity within its terms of reference;

(b) to seek information from any employee;

(c) to obtain outside legal or other professional advice;

(d) to secure attendance of outsiders with relevant expertise, if it considers necessary as may be prescribed under the Companies Act, 2013 (together with the rules thereunder) and SEBI Listing Regulations; and

(e) to have such powers as may be prescribed under the Companies Act and the SEBI Listing Regulations.

The Audit Committee shall mandatorily review the following information:

(a) management's discussion and analysis of financial condition and result of operations;

(b) statement of significant related party transactions (as defined by the Audit Committee), submitted by management;

(c) management letters/letters of internal control weaknesses issued by the statutory auditors;

(d) internal audit reports relating to internal control weaknesses;

(e) the appointment, removal and terms of remuneration of the chief internal auditor;

(f) the examination of the financial statements and the auditors' report thereon;

(g) statement of deviations, including:

    (i) quarterly statement of deviation(s), including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations; and

    (ii) annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations; and

(h) the financial statements, in particular, the investments made by any unlisted subsidiary.

The Audit Committee is required to meet at least four times in a year with a maximum interval of 120 days between two meetings in accordance with the SEBI Listing Regulations. The Audit Committee has the authority to investigate into any matter in relation to the items specified under the terms of reference or such other matter as may be referred to it by our Board for such purpose.

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

(a) Aravamudan Krishna Kumar (*Chairman*);

(b) Abhay Deshpande Raosaheb; and

(c) Arun Vijaykumar Gupta.

The Nomination and Remuneration Committee was constituted by our Board pursuant to a resolution dated September 29, 2022. The terms of reference of the Nomination and Remuneration Committee were approved by our Board pursuant to a resolution dated September 29, 2022.

The scope and functions of the Nomination and Remuneration Committee are in accordance with Section 178 of the Companies Act, Regulation 19 of the SEBI Listing Regulations, and its terms of reference are as disclosed below.

(a) identifying and nominating, for the approval of the Board and ultimately the shareholders, candidates to fill Board vacancies as and when they arise as well as putting in place plans for succession, in particular with respect to the Chairman of the Board and the Chief Executive Officer;

(b) formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;

(c) while formulating the above policy, ensuring that:

    (i) the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;

    (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

    (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

(d) formulating criteria for evaluation of independent directors and the Board;

(e) devising a policy on diversity of our Board;

(f) identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance and specifying the manner for effective evaluation of performance of 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 reviewing its implementation and compliance. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;

(g) determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

(h) recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of our Company;

(i) recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;

(j) recommending to the Board, all remuneration, in whatever form, payable to senior management;

(k) performing such functions as are required to be performed by the compensation committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;

(l) engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;

(m) analysing, monitoring and reviewing various human resource and compensation matters;

(n) reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

(o) framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:

    (i) The SEBI Insider Trading Regulations; or

    (ii) The SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended; and

(p) performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, Companies Act, each as amended or other applicable law.

The Nomination and Remuneration Committee is required to meet at least once every year in accordance with the SEBI Listing Regulations.

Stakeholders Relationship Committee

The members of the Stakeholders' Relationship Committee are:

(a) Arun Vijaykumar Gupta (*Chairman*);

(b) Prerna Tandon; and

(c) Avinash Ramesh Godkhindi.

The Stakeholders' Relationship Committee was constituted by our Board pursuant to a resolution dated September 29, 2022. The terms of reference of the Stakeholders' Relationship Committee were approved by our Board pursuant to a resolution dated September 29, 2022.

The scope and functions of the Stakeholders' Relationship Committee are in accordance with Section 178 of the Companies Act and Regulation 20 of the SEBI Listing Regulations, and its terms of reference are as disclosed below:

(a) redressal of grievances of the shareholders, debenture holders and other 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. and assisting with quarterly reporting of such complaints;

(b) reviewing measures taken for effective exercise of voting rights by the shareholders;

(c) investigating complaints relating to allotment of shares, approving transfer or transmission of shares, debentures or any other securities; reviewing adherence to the service standards adopted by the Company in respect of various services being rendered by the registrar and share transfer agent and recommending measures for overall improvement in the quality of investor services;

(d) reviewing 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;

(e) formulating procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;

(f) approving, registering, refusing to register transfer or transmission of shares and other securities;

(g) giving effect to dematerialisation of shares and re-materialisation of shares, sub-dividing, consolidating and/or replacing any share or other securities certificate(s) of the Company, compliance with all the requirements related to shares, debentures and other securities from time to time;

(h) issuing duplicate share or other security(ies) certificate(s) *in lieu* of the original share/security(ies) certificate(s) of the Company; and

(i) performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations and the Companies Act or other applicable law.

Risk Management Committee

The members of the Risk Management Committee are:

(a) Raj P Narayanam (*Chairman*);

(b) Abhay Deshpande Raosaheb; and

(c) Avinash Ramesh Godkhindi.

The Risk Management Committee was constituted was constituted by our Board pursuant to a resolution dated November 19, 2022. The terms of reference of the Risk Management Committee were approved by our Board pursuant to a resolution dated November 19, 2022.

The Risk Management Committee is authorised to perform the following functions:

(a) to formulate a detailed risk management policy which shall include:

  (i) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee;

  (ii) Measures for risk mitigation including systems and processes for internal control of identified risks; and

  (iii) Business continuity plan.

(b) to ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(c) to monitor and oversee implementation of the risk management policy of the Company, including evaluating the adequacy of risk management systems;

(d) to periodically review the risk management policy of the Company, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

(e) to keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

(f) to set out risk assessment and minimization procedures and the procedures to inform the Board of the same;

(g) to frame, implement, review and monitor the risk management policy for the Company and such other functions, including cyber security;

(h) to review the status of the compliance, regulatory reviews and business practice reviews;

(i) to review and recommend the Company's potential risk involved in any new business plans and processes;

(j) to review the appointment, removal and terms of remuneration of the chief risk officer, if any; and

(k) to perform such other activities as may be delegated by the Board and/or prescribed under any law to be attended to by the Risk Management Committee.

Corporate Social Responsibility Committee

The members of the Corporate Social Responsibility Committee are:

(a) Raj P Narayanam (*Chairman*);

(b) Abhay Deshpande Raosaheb; and

(c) Avinash Ramesh Godkhindi.

The Corporate Social Responsibility was constituted by our Board pursuant to a resolution dated September 29, 2022. The terms of reference of the Corporate Social Responsibility were approved by our Board pursuant to a resolution dated September 29, 2022.

The Corporate Social Responsibility is authorised to perform the following functions:

(a) formulating and recommending to the Board, the policy on CSR (the "**CSR Policy**"), indicating the CSR activities to be undertaken as specified in Schedule VII of the Companies Act;

(b) identifying corporate social responsibility policy partners and corporate social responsibility policy programmes;

(c) recommending the amount of expenditure to be incurred on the CSR activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;

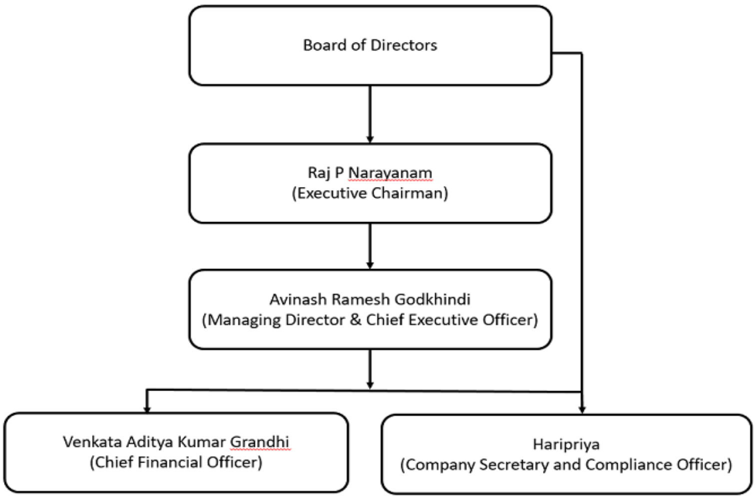
(d) formulating the annual action plan of the Company;

(e) delegating responsibilities to the CSR team and supervising proper execution of all delegated responsibilities;

monitoring the CSR Policy and CSR programmes and their implementation by the Company from time to time and issuing necessary directions as required for proper implementation and timely completion of CSR programmes; and

(f) performing such other activities as may be delegated by the Board and/or prescribed under any law to be attended to by the Corporate Social Responsibility Committee.

Management Organisation Structure



Key Managerial Personnel and Senior Management

Key Managerial Personnel

In addition to Raj P Narayanam, our Executive Chairman and Avinash Ramesh Godkhindi, our Managing Director and Chief Executive Officer whose details are provided in "*—Brief Biographies of our Directors*" on page 178, the details of our other Key Managerial Personnel in terms of the SEBI ICDR Regulations, as of the date of this Prospectus, are set out below.

Venkata Aditya Kumar Grandhi is the Chief Financial Officer of our Company. He joined our Company as vice president-finance and accounts on May 9, 2022 and was promoted as the Chief Financial Officer on August 25, 2022. He is a member of the Institute of Chartered Accountants of India, New Delhi. Prior to joining our Company, he worked at Spandana Sphoorty Financial Limited as vice president investor relations-finance. In Financial Year 2023, he was paid a compensation of ₹3.49 million by our Company.

Hari Priya is the Company Secretary and Compliance Officer of our Company. She joined our Company on January 18, 2022. She holds a bachelor's degree in commerce from Devi Ahilya Vishwavidyalaya, Indore, a bachelor's degree in law from Osmania University, Hyderabad and is a member of the Institute of Company Secretaries of India, New Delhi. Prior to joining our Company, she worked with Axis Clinicals Limited as assistant general manager-company secretary, Gayatri Projects Limited as assistant company secretary and Spandana Sphoorty Financial Limited as deputy company secretary and manager–corporate affairs. In Financial Year 2023, she was paid a compensation of ₹3.70 million by our Company.

Senior Management

Except Venkata Aditya Kumar Grandhi, who is our Chief Financial Officer and Hari Priya, who is our Company Secretary and Compliance Officer whose details are set out above, our Company does not have any persons forming part of Senior Management in terms of the SEBI ICDR Regulations, as of the date of this Prospectus.

Status of Key Managerial Personnel and Senior Management

All the Key Managerial Personnel and Senior Management are permanent employees of our Company.

Relationship between our Key Managerial Personnel and Senior Management and Directors

None of our Key Managerial Personnel and Senior Management are related to each other or to our Directors.

Shareholding of the Key Managerial Personnel and Senior Management

For details of the shareholding of our Key Managerial Personnel and Senior Management in our Company, see "*Capital Structure—Details of the Shareholding of our Directors, our Key Managerial Personnel, our Senior Management, our Promoters and Promoter Group*" on page 95.

For details of employee stock options held by our Key Managerial Personnel and Senior Management, see "*Capital Structure—Employee Stock Option Scheme*" on page 95.

Bonus or Profit-Sharing Plan of our Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel or Senior Management are party to any bonus or profit-sharing plan of our Company other than performance based discretionary incentives given to the Key Managerial Personnel and Senior Management.

Arrangement or Understanding with major Shareholders, customers, suppliers or others

There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel or Senior Management were selected as members of our management.

Interest of the Key Managerial Personnel and Senior Management

Other than as disclosed in *"—Interests of Directors*" on page 180, none of our Key Managerial Personnel or Senior Management have any interest in our Company, other than to the extent of (i) the remuneration or benefits to which they are entitled in accordance with the terms of their appointment or reimbursement of expenses incurred by them during the ordinary course of business, and (ii) the Equity Shares and employee stock options held by them, if any, and any dividend payable to them and other benefits arising out of such shareholding.

None of our Key Managerial Personnel or Senior Management have been paid any consideration of any nature by our Company other than remuneration in the ordinary course of their employment.

Other than as disclosed, our Company has not paid any compensation or granted any benefit to any of our Key Managerial Personnel or Senior Management (including contingent or deferred compensation) in all capacities in

Financial Year, 2023. Further, there is no deferred or contingent compensation payable to any of our Key Managerial Personnel or Senior Management for Financial Year, 2023.

Changes in the Key Managerial Personnel and Senior Management during the Last Three Years

The changes in our Key Managerial Personnel and Senior Management in the three immediately preceding years are set forth below.

Name	Designation	Date of Change	Reason for Change
Vidya Niwas Khetawat	Chief Strategy Officer	August 24, 2023	Re-designation*
Hari Priya	Compliance Officer	November 19, 2022	Appointment
Venkata Aditya Kumar Grandhi	Chief Financial Officer	August 25, 2022	Appointment
Vidya Niwas Khetawat	Chief Strategy Officer	August 25, 2022	Re-designation
Hari Priya	Company Secretary	January 18, 2022	Appointment
Vidya Niwas Khetawat	Chief Financial Officer	December 10, 2021	Appointment

** Re-designation from Chief Strategy Officer to Chief Investor Relations Officer.*

Payment or Benefit to Key Managerial Personnel and Senior Management

No amount or benefit has been paid or given within the preceding two years or is intended to be paid or given to any officers of our Company, including our Key Managerial Personnel and Senior Management, other than normal remuneration and any employee stock options, for services rendered as officers of our Company and other than as disclosed in "*Offer Document Summary—Summary of related party transactions*" and Note 30 to our Restated Financial Information included in "*Restated Financial Information*" on pages 20 and 226, respectively.

Other than statutory benefits upon termination of their employment in our Company on retirement and, none of our Key Managerial Personnel or Senior Management has entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Employee Stock Option/Purchase Schemes

For details on the ESOP Scheme, see "*Capital Structure—Employee Stock Option Scheme*" on page 95.

PROMOTERS AND PROMOTER GROUP

Our Promoters

The Promoters of our Company are Raj P Narayanam and Avinash Ramesh Godkhindi. For details, of the build-up of our Promoters' shareholding in our Company, see "*Capital Structure—Build-up of Promoters' equity shareholding in our Company*" on page 89.

Details of the Promoters

Raj P Narayanam is also our Executive Chairman. For a complete profile of Raj P Narayanam, *i.e.*, his date of birth, age, residential address, educational qualifications, professional experience, his business and financial activities, special achievements, positions / posts held in the past, other directorships, other ventures and special achievements, see "*Our Management*" on page 177.

His PAN is ACAPN4582G.

Other than as disclosed in "*Our Management*" and "*—Promoter Group*" on pages 192 and 177, respectively, Raj P Narayanam is not involved in any other venture.

Avinash Ramesh Godkhindi is also our Managing Director and Chief Executive Officer. For a complete profile of Avinash Ramesh Godkhindi, *i.e.*, his date of birth, age, residential address, educational qualifications, professional experience, his business and financial activities, special achievements, positions / posts held in the past, other directorships, other ventures and special achievements, see "*Our Management*" on page 177.

His PAN is AEXPG3044H.

Other than as disclosed in "*Our Management*" and "*—Promoter Group*" on pages 177 and 192 respectively, Avinash Ramesh Godkhindi is not involved in any other venture.

Our Promoters are not involved in any other companies, firms, trusts or other ventures that are in the same line of business or activity as our Company.

Our Company confirms that the PAN, Aadhaar card numbers and driving license numbers of the Promoters was submitted to the Stock Exchanges at the time of filing of the Draft Red Herring Prospectus.

Interests of Promoters in promotion of our Company

Our Promoters are interested in our Company to the extent: (i) that they have promoted our Company; (ii) that they are appointed as directors on the Board of the Company and the remuneration, sitting fees or reimbursement of expenses payable by our Company to them; (iii) of the Equity Shares held by them in our Company and dividend payable, if any, and other distributions in respect of the Equity Shares held by them; and (iv) of any transactions or business arrangements undertaken by our Company with our Promoters, or their relatives or entities in which our Promoters hold shares, as applicable. For details regarding the shareholding of our Promoters in our Company, see "*Capital Structure*", "*Our Management—Interests of Directors*" and note 15(v) included in Annexure VI to our Restated Financial Information included within "*Restated Financial Information*" on pages 86, 180 and 221, respectively.

Interests of Promoters in property of our Company

None of our Promoters have any interest in any property acquired by our Company within the three years immediately preceding the date of this Prospectus or proposed to be acquired by our Company, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Business Interests

No sum has been paid or agreed to be paid to our Promoters or to any firm or company in which such Promoter is interested as a member, in cash or shares or otherwise by any person either to induce them to become or to qualify them as a Director (as applicable) or otherwise for services rendered by them or by such Promoters or such firm or company in connection with the promotion or formation of our Company.

For details of related party transactions entered into by our Company with our Promoters during the financial year immediately preceding the date of this Prospectus, see "*Offer Document Summary—Summary of related party transactions*" and Note 30 to our Restated Financial Information included in "*Restated Financial Information*" on pages 20 and 226, respectively.

Payment or Benefits to our Promoters or Promoter Group

There has been no payment of benefits to our Promoters or the Promoter Group during the two years immediately preceding the date of filing of this Prospectus, nor is there any intention to pay or give any benefit to our Promoters or any members of our Promoter Group by the Company, other than as stated in note 30 included in Annexure VI to our Restated Financial Information included within "*Restated Financial Information*" on page 195.

Our Company has not entered into any contract, agreement or arrangements during the two years immediately preceding the date of this Prospectus and does not propose to enter into any such contract in which our Promoters or the Promoter Group are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made other than as disclosed in *"History and Certain Corporate Matters—Shareholders' agreements and other material agreements"* and note 30 included in Annexure VI to our Restated Financial Information included within "*Restated Financial Information*" on pages 176 and 226, respectively.

Material guarantees given by our Promoters to third parties

Our Promoters have not given any material guarantees to third parties with respect to the specified securities of our Company, on behalf of the Company.

Companies or firms with which our Promoters have disassociated in the last three years

Except as disclosed below, our Promoters have not disassociated themselves from any company or firm in the three years immediately preceding the date of this Prospectus.

Raj P Narayanam

Name of company or firm from which Promoter has disassociated	Reasons for and circumstances leading to disassociation	Date of disassociation
Zikzuk Technologies Private Limited	Divestment of stake	May 4, 2021

Avinash Ramesh Godkhindi

Name of company or firm from which promoter has disassociated	Reasons for and circumstances leading to disassociation	Date of disassociation
Zikzuk Technologies Private Limited	Divestment of stake	May 4, 2021

Change in the Management and Control of our Company

Except as disclosed below, there has been no change in the management or control of our Company in the last five years preceding the date of this Prospectus.

One of our Promoters, Raj P Narayanam, acquired 57,500 equity shares aggregating to 57.50% of the Company from eYantra on March 15, 2019. Further, Raj P Narayanam held 73.98% of the shareholding of eYantra prior to such acquisition. Avinash Ramesh Godkhindi is not the original promoter of our Company and he became a Promoter, in terms of the SEBI ICDR Regulations, in the five years immediately preceding the date of this Prospectus. For details of acquisition of shareholding by our Promoters, please see "*Capital Structure—Details of Build-up, Contribution and Lock-in of Promoters' Shareholding and Lock-in of other Equity Shares—Build-up of Promoters' equity shareholding in our Company*" on page 89.

Our Board has, pursuant to a resolution dated December 14, 2022, identified Raj P Narayanam and Avinash Ramesh Godkhindi as the only Promoters of the Company.

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Promoter Group

The following table sets forth the details of the persons who form a part of our Promoter Group:

***A. Natural persons forming part of the Promoter Group*:**

Name of the Promoter	Name of the Relative	Relationship with the Promoter
Raj P Narayanam	Vinita Raj Narayanam	Wife
	Shreya Raj Narayanam	Daughter
	Narayanam Madhusudhana Rao	Brother
	Jayachandran Madhavi	Sister
	Sukhdev Raj Kanet	Father-in-law
	Bimal Raj Kanet	Mother-in-law
	Rishi Raj Kanet	Brother-in-law
	Anjana Ramesh Thakker	Sister-in-law
Avinash Ramesh Godkhindi	Ramesh Dattatraya Godkhindi	Father
	Rajeshwari Ramesh Godkhindi	Mother
	Nikhath Fathima	Wife
	Roshan Ahad Godkhindi	Son
	Manish Godkhindi	Brother
	Meghna Ramesh Godkhindi	Sister
	Sumedha Rao	Sister
	Kolar Ameer Pasha	Father-in-law
	Sadiqa Khanum	Mother-in-law
	Shaik Nizamuddin	Brother-in-law
	Zahara Nishat	Sister-in-law
	Tahera Kauser	Sister-in-law

***B. Entities forming part of our Promoter Group*:**

Nature of the entities	Name of the entities
Companies	Eyantra Ventures Limited* _________ **Eyantra Ventures Limited (formerly, Punit Commercials Limited) was incorporated as a public limited company under the Companies Act, 1956, and a certificate of incorporation dated November 22, 2022 was issued by the Registrar of Companies, Telangana at Hyderabad, pursuant to name change. Its CIN is L72100TG1984PLC167149, and its registered office is situated at 201, 1st Floor, SM Reddy Complex, Image Garden Road, Cyber Hills Colony, VIP Hills, Madhapur, Hyderabad, Telangana, 500081, India.*
	Digeratie XP Private Limited* _______ **Digeratie XP Private Limited was incorporated as a private limited company under the Companies Act, 2013, and a certificate of incorporation dated February 24, 2018 was issued by the Registrar of Companies, Delhi at New Delhi. Its CIN is U74999MH2018PTC305576, and its registered office is situated at B/16, New Heritage CHSL, Kandarpada, Dahisar West, Mumbai City, Mumbai 400 068, Maharashtra, India.*
	Digeratie TCX Private Limited* _________ ** Digeratie TCX Private Limited was incorporated as a private limited company under the Companies Act, 2013, and a certificate of incorporation dated January 22, 2020 was issued by the Registrar of Companies, Delhi at New Delhi. Its CIN is U74999MH2020PTC336436, and its registered office is situated at Shop No. B-16, New Heritage CHSL Ltd, Kandarpada, Dahisar (West), Dahisar East, Mumbai 400 068, Maharashtra, India.*
	Prismberry Technologies Private Limited* _________ ** Prismberry Technologies Private Limited was incorporated as a private limited company under the Companies Act, 2013, and a certificate of incorporation dated November 12, 2019 was issued by the Central Registration Centre, Registrar of Companies, Delhi at New Delhi. Its CIN is U72900DL2019PTC357814, and its registered office is situated at 4/55, Roop Nagar, 3rd Floor, North Delhi, New Delhi 110 007, India.*
HUFs	Phani Raj Narayanam HUF
Trusts	NRM and Sons Trust
	NPR and Daughters Trust

OUR GROUP COMPANIES

Pursuant to the Materiality Policy passed by our Board on August 29, 2023, our Board has noted that in accordance with the SEBI ICDR Regulations and for the purpose of identification and disclosure in this Prospectus, Group Companies of our Company shall include: (i) companies (other than the subsidiary) with which there were related party transactions, in accordance with Ind AS 24, as disclosed in the Restated Financial Information; and (ii) any other company as considered material by our Board pursuant to the Materiality Policy.

In relation to (ii) above, according to the Materiality Policy, for the purpose of disclosure in this Prospectus, companies with which there were transactions in the most recent period to be included in this Prospectus, which individually or in the aggregate, exceed 10% of the total revenue of the Company, in accordance with the Restated Financial Information as of and for the financial year ended March 31, 2023, shall be considered material to be disclosed as a group company in this Prospectus.

Accordingly, based on the parameters outlined above, our Company does not have any Group Company.

DIVIDEND POLICY

The declaration and payment of dividends on the Equity Shares will be recommended by our Board and approved by our Shareholders at their discretion, subject to the provisions of our Articles of Association and the applicable laws including the Companies Act.

Our Company has adopted a dividend policy pursuant to a resolution of Board dated December 14, 2022.

The declaration of dividends, if any, in the future will depend on a number of factors that our Board deems relevant, including but not limited to our Company's profits, capital requirements, rate of dividend distribution tax, contractual obligations, applicable legal restrictions, overall financial condition and restrictive covenants under loan or financing arrangements of our Company. In addition, the dividend, if any, will also depend on a number of external factors including but not limited to applicable laws and regulations including taxation laws, economic conditions, prevalent market practices, and technological changes. For further details, see "*Risk Factors—56. We cannot assure payment of dividends on the Equity Shares in the future.*" and "*Financial Indebtedness*" on pages 62 and 243, respectively.

Further, our shareholders should not expect dividend in certain circumstances including growth opportunities which require our Company to allocate a significant amount of capital, in the event of a higher working capital requirement for business operations or otherwise, inadequacy of cash flow available for distribution, inadequacy or absence of profits or utilisation of surplus cash for buyback of securities or setting off previous year losses, prohibition to declare dividend by any regulatory body and other factors which may be considered relevant by the Board. Our Company may also, from time to time, pay interim dividends.

Our Company has not declared or paid any dividend on the Equity Shares during the three immediately preceding Financial Years and until the date of filing of this Prospectus.

SECTION V - FINANCIAL INFORMATION

RESTATED FINANCIAL INFORMATION

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P R S V & Co. LLP
Chartered Accountants
202, Saptagiri Residency,
1-10-98/A, Chikoti Gardens, Begumpet,
Hyderabad - 500 016.

M S K A & Associates
Chartered Accountants
1101/B, Manjeera Trinity Corporate,
JNTU-Hitech City Road, Kukatpally,
Hyderabad- 500 072.

Examination Report of Independent Auditors' on the Restated Financial Information

The Board of Directors
Zaggle Prepaid Ocean Services Limited
(Formerly known as a Zaggle Prepaid Ocean Services Private Limited)
No. 301, III Floor, CSR Estate,
HUDA Techno Enclave, Madhapur Main Road,
Hyderabad, Telangana- 500081.

Dear Sirs/ Madams,

1. We have examined the attached Restated Financial Information of **Zaggle Prepaid Ocean Services Limited** (formerly known as Zaggle Prepaid Ocean Services Private Limited) (the "Company" or the "Issuer") and its subsidiary (the Company and its subsidiary together referred to as "the Group"), which comprises of Restated Consolidated Statement of Assets and Liabilities as at March 31, 2023, 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 March 31, 2023; and the Restated Standalone Statement of Assets and Liabilities as at March 31, 2022 and March 31, 2021, Restated Standalone Statement of Profit and Loss (including Other Comprehensive Income), Restated Standalone Statement of Changes in Equity and the Restated Standalone Statement of Cash Flows for each of the years ended March 31, 2022 and March 31, 2021 and the Restated Statement of Significant Accounting Policies and other explanatory Information (collectively referred to as the "Restated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on August 29, 2023 for the purpose of inclusion in the red herring prospectus and prospectus prepared by the Company in connection with its proposed Initial Public Offer ("IPO" or "Offer") prepared in terms of the requirements of:

   a) the Sub-section (1) of 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 (the "SEBI 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").

Management's Responsibility for the Restated Financial Information

2. The Company's Board of Directors are responsible for the preparation of Restated Financial Information for the purpose of inclusion in the red herring prospectus and prospectus to be filed with the registrar of companies, Telangana at Hyderabad ("**RoC**"), Securities and Exchange Board of India ("SEBI"), BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (Collectively "the Stock Exchanges") in connection with the Offer. The Restated Financial Information have been prepared by the management of the Company in accordance with the basis of preparation stated in Note 2.1(i) of Annexure V to the Restated Financial Information. The Board of Directors of the Company are responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors of the Company are also responsible for identifying and ensuring that the Company complies with the Act, the SEBI ICDR Regulations and the Guidance Note.

Auditor's Responsibilities

3. We have examined the Restated Financial Information taking into consideration:

   a) the terms of reference and terms of our engagement agreed with the Company in accordance with our engagement letter dated August 14, 2023 and addendum to engagement letter dated August 28, 2023, in connection with the Proposed Offer;

   b) the Guidance Note, which also requires that we comply with the ethical requirements as stated in the Code of Ethics issued by the ICAI;

   c) the concepts of test check and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and

   d) the requirements of Section 26 of the Act and the SEBI ICDR Regulations.

   Our work was performed solely to assist you in meeting your responsibilities in relation to compliance with the Act, the SEBI ICDR Regulations and the Guidance Note in connection with the Offer.

4. The Restated Financial Information have been compiled by the Management of the Company from:

   a) Audited Consolidated Ind AS Financial Statements of the Group as at and for the year ended March 31, 2023, prepared in accordance with the Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on August 29, 2023;

   b) Audited Ind AS Financial Statements of the Company as at and for the year ended March 31, 2022, prepared in accordance with the Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on September 29, 2022 and

   c) Audited Special Purpose Ind AS Financial Statements of the Company as at and for the year ended March 31, 2021 prepared by the Management in accordance with the Ind AS, as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which has been approved by the Board of Directors at their meeting held on September 29, 2022.

5. For the purpose of our examination, we have relied on:

   a) Auditors' report jointly issued by - "P R S V & Co. LLP" and "M S K A & Associates", Chartered Accountants ("we" or "us" or "our" or "Firm") dated August 29, 2023, on the Consolidated Ind AS Financial Statements of the Company as at and for the year ended March 31, 2023 as referred in Para 4 (a) above;

   b) Auditors' report jointly issued by - "P R S V & Co. LLP" and "M S K A & Associates", Chartered Accountants, dated September 29, 2022, on the Financial Statements of the Company as at and for the year ended March 31, 2022, as referred in Para 4 (b) above and

   c) Auditor's report issued by one of the Joint Auditors - P R S V & Co. LLP, dated September 29, 2022, on the Special Purpose Ind AS Financial Statements of the Company as at and for the year ended March 31, 2021, as referred in Para 4 (c) above.

The audit for the year ended March 31, 2021 was conducted by P R S V & Co. LLP and accordingly reliance is placed on the Restated Standalone Statement of Assets and Liabilities, Restated Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Restated Standalone Statement of Changes in Equity, the Restated Standalone Statement of Cash Flows for the year ended 31 March 2021 and the Statement of Significant Accounting Policies, and other explanatory information ("March 2021 Restated Financial Information") examined by them for the said year. The examination report included for the said year is based solely on the report submitted by P R S V & Co. LLP. They have also confirmed that March 2021 Restated Financial Information:

i) have been prepared after incorporating adjustments for the changes in accounting policies, any material errors and regroupings/ reclassifications retrospectively in the financial year as at and for the year ended March 31, 2021, to reflect the same accounting treatment as per the accounting policies and grouping/ classifications followed in the Audited Consolidated Ind AS Financial Statements of the Company as at and for the year ended March 31, 2023.

ii) There are no qualifications in the auditor's report on the Audited Special Purpose Ind AS Financial Statements of the Company as at and for the year ended March 31, 2021 which require any adjustments to the March 2021 Restated Financial Information; and

iii) March 2021 Restated Financial Information have been prepared in accordance with the Act, the SEBI ICDR Regulations and the Guidance Note.

Audited Consolidated Ind AS Financial Statements of the Group for the year ended March 31, 2023 audited by us included Other Matter Paragraph as follows:

We did not audit the financial statements of a subsidiary, whose financial statements reflect total assets of Rs. Nil as at March 31, 2023, total revenues of Rs. Nil and net cash flows amounting to Rs. Nil for the year ended on that date, as considered in the consolidated financial statements. These financial statements are unaudited and 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 subsidiary and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the management, these financial statements are not material to the Group. Our opinion on the consolidated financial statements, and our report on other legal and regulatory requirements, is not modified in respect of the above matter with respect to our reliance on the financial statements certified by the management.

6. Based on the above and according to the information and explanations given to us, and also as per reliance placed on the examination report submitted by one of the Joint Auditor – P R S V & Co. LLP for the year as stated above, we report that:

   i) Restated Financial Information have been prepared after incorporating adjustments for the changes in accounting policies, any material errors and regroupings/ reclassifications retrospectively in the financial years as at and for the years ended March 31, 2022 and March 31, 2021, to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended March 31, 2023, as more fully described in Note 2.1(i) of Annexure V to the Restated Financial Information;

   ii) there are no qualifications in the auditor's reports on the Audited Consolidated Ind AS Financial Statements of the Company as at and for the year ended March 31, 2023 and on the Audited IND AS Financial Statements for the years ended March 31, 2022 and March 31, 2021 which require any adjustments to the Restated Financial Information; and

   iii) Restated Financial Information have been prepared in accordance with the Act, the SEBI ICDR Regulations and the Guidance Note.

7. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements, as mentioned in paragraph 5 above.
8. This report should not in any way be construed as a reissuance or re-dating of any of the earlier auditor's reports issued by us or by one of the Joint Auditor – P R S V & Co. LLP, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
9. We have no responsibility to update our report for events and circumstances occurring after the date of this report.
10. Our report is intended solely for use of the Board of Directors and for inclusion in the red herring prospectus and prospectus to be filed with the RoC, SEBI, BSE and NSE, as applicable in connection with the proposed IPO of the Company. Our report should not be used, referred to or distributed for any other purpose without prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care towards any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **P R S V & Co. LLP**
Chartered Accountants
ICAI Firm Registration No. : S200016

Y Venkateswarlu
Partner
Membership No. : 222068
UDIN: 23222068BGTVXD8240

Place: Hyderabad
Date: August 29, 2023

For **M S K A & Associates**
Chartered Accountants
ICAI Firm Registration No. : 105047W

Amit Kumar Agarwal
Partner
Membership No. : 214198
UDIN: 23214198BGXCTB4647

Place: Hyderabad
Date: August 29,2023

Zaggle Prepaid Ocean Services Limited (formerly known as Zaggle Prepaid Ocean Services Private Limited)
(CIN: U65999TG2011PLC074795)
Annexure I
Restated Statement of Assets and Liabilities
(All amounts are Rs. in Millions, except for share and per share data and where otherwise stated)

Particulars	Note	Consolidated As at March 31, 2023	Standalone As at March 31, 2022	Standalone As at March 31, 2021
ASSETS				
Non-current assets				
Property, plant and equipment	3	23.48	19.77	9.51
Right-of-use assets	4	196.73	55.15	36.75
Intangible assets	5 (a)	68.90	44.29	26.97
Intangible asset under development	5 (b)	108.68	15.00	-
Financial assets				
(i) Investments	6	4.85	-	-
(ii) Other financial assets	7	14.69	7.30	4.13
Other non-current assets	8	29.77	21.38	-
Income-tax assets (net)	9	119.01	123.59	74.70
Deferred tax assets (net)	10	23.10	24.59	106.88
Total non-current assets		**589.21**	**311.07**	**258.94**
Current assets				
Inventories	11	0.97	1.12	2.69
Financial assets				
(i) Investments	6	12.32	-	-
(ii) Trade receivables	12	1,026.59	429.51	226.81
(iii) Cash and cash equivalents	13 (a)	195.89	7.11	27.89
(iv) Bank balances other than (iii) above	13 (b)	30.07	29.00	5.00
(v) Other financial assets	7	1.15	-	-
Other current assets	14	491.39	148.72	99.47
Total current assets		**1,758.38**	**615.46**	**361.86**
Total assets		**2,347.59**	**926.53**	**620.80**
EQUITY AND LIABILITIES				
EQUITY				
Equity share capital	15	92.22	1.80	1.80
Other equity	16	395.29	(37.38)	(457.31)
Total equity		**487.51**	**(35.58)**	**(455.51)**
LIABILITIES				
Non-current liabilities				
Financial liabilities				
(i) Borrowings	17	513.29	483.27	376.92
(ia) Lease liabilities	4	158.65	51.04	31.89
Provisions	20	11.43	7.22	5.66
Total non-current liabilities		**683.37**	**541.53**	**414.47**
Current liabilities				
Financial liabilities				
(i) Borrowings	18	697.44	161.45	313.92
(ia) Lease liabilities	4	44.10	7.35	7.85
(ii) Trade payables	19			
- Total outstanding dues of micro and small enterprises		9.63	7.77	0.08
- Total outstanding dues of creditors other than micro and small enterprises		82.56	99.58	190.96
Provisions	20	0.22	0.14	0.11
Other current liabilities	21	294.96	144.29	148.92
Current tax liabilities (net)	9	47.80	-	-
Total current liabilities		**1,176.71**	**420.58**	**661.84**
Total liabilities		**1,860.08**	**962.11**	**1,076.31**
Total equity and liabilities		**2,347.59**	**926.53**	**620.80**

Note: The above statement should be read with Significant Accounting Policies forming part of the Restated Financial Information in Annexure V, Statement of Adjustment to Restated Financial Information in Annexure VI and Notes to Restated Financial Information in Annexure VII.

As per our report of even date attached

For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No.:105047W

For P R S V & Co. LLP
Chartered Accountants
ICAI Firm Registration No.:S200016

For and on behalf of the Board of
Zaggle Prepaid Ocean Services Limited
(CIN: U65999TG2011PLC074795)

Amit Kumar Agarwal
Partner
Membership No: 214198

Y. Venkateswarlu
Partner
Membership No: 222068

Raj P Narayanam
Executive Chairman
DIN: 00410032

Avinash Ramesh Godkhindi
Managing Director & CEO
DIN : 05250791

Hari Priya
Company Secretary
M No: A22232

Venkata Aditya Kumar Grandhi
Chief Financial Officer
M No: 231164

Place: Hyderabad
Date: August 29, 2023

Place: Hyderabad
Date: August 29, 2023

Zaggle Prepaid Ocean Services Limited (formerly known as Zaggle Prepaid Ocean Services Private Limited)
(CIN: U65999TG2011PLC074795)
Annexure II
Restated Statement of Profit and Loss
(All amounts are Rs. in Millions, except for share and per share data and where otherwise stated)

Particulars	**Note**	**Consolidated For the year ended March 31, 2023**	**Standalone For the year ended March 31, 2022**	**Standalone For the year ended March 31, 2021**
Revenues				
Revenue from operations	22	5,534.60	3,712.55	2,399.66
Other income	23	11.15	4.09	3.27
Total income		**5,545.75**	**3,716.64**	**2,402.93**
Expenses				
Cost of point redemption / gift cards		3,188.70	1,435.08	296.67
Consumption of cards	24	17.53	17.78	15.12
Employee benefits expense	25	435.83	154.30	124.60
Finance costs	26	113.77	69.88	77.10
Depreciation and amortisation expense	27	61.99	20.97	20.46
Other expenses	28	1,411.58	1,506.85	1,687.00
Total expenses		**5,229.40**	**3,204.86**	**2,220.95**
Profit before tax		**316.35**	**511.78**	**181.98**
Tax expenses / (credit)				
Current tax	38	85.97	10.79	-
Deferred tax charge / (credit)		1.37	81.78	(11.32)
Total tax expense / (credit)		**87.34**	**92.57**	**(11.32)**
Profit after tax		**229.01**	**419.21**	**193.30**
Other comprehensive income				
Items that will not be reclassified subsequently to profit and loss				
Remeasurements of defined benefit liability	35	0.46	0.87	1.02
Deferred tax relating to these items	38	(0.12)	(0.22)	(0.26)
		0.34	0.65	0.76
Total comprehensive income		**229.35**	**419.86**	**194.06**
Earnings per share				
- Basic	31	2.48	4.57	2.11
- Diluted		2.46	4.57	2.11

Note: The above statement should be read with Significant Accounting Policies forming part of the Restated Financial Information in Annexure V, Statement of Adjustment to Restated Financial Information in Annexure VI and Notes to Restated Financial Information in Annexure VII.

As per our report of even date attached

For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No.:105047W

For P R S V & Co. LLP
Chartered Accountants
ICAI Firm Registration No.:S200016

For and on behalf of the Board of
Zaggle Prepaid Ocean Services Limited
(CIN: U65999TG2011PLC074795)

Amit Kumar Agarwal
Partner
Membership No: 214198

Y. Venkateswarlu
Partner
Membership No: 222068

Raj P Narayanam
Executive Chairman
DIN: 00410032

Avinash Ramesh Godkhindi
Managing Director & CEO
DIN : 05250791

Hari Priya
Company Secretary
M No: A22232

Venkata Aditya Kumar Grandhi
Chief Financial Officer
M No: 231164

Place: Hyderabad
Date: August 29, 2023

Place: Hyderabad
Date: August 29, 2023

Zaggle Prepaid Ocean Services Limited (formerly known as Zaggle Prepaid Ocean Services Private Limited)
(CIN: U65999TG2011PLC074795)
Annexure III
Restated Statement of Changes in Equity
(All amounts are Rs. in Millions, except for share and per share data and where otherwise stated)

A. Equity share capital

	Note	No. of Shares	Amount
As at April 1, 2020 (Standalone)		**1,80,000**	**1.80**
Issued during the year	15	-	-
As at March 31, 2021 (Standalone)		**1,80,000**	**1.80**
Issued during the year	15	-	-
As at March 31, 2022 (Standalone)		**1,80,000**	**1.80**
Issued during the year	15	821	0.01
Before adjustment of sub-division of shares		**1,80,821**	**1.81**
Adjusted No. of shares after sub-division of equity shares	15	18,08,210	1.81
Bonus Shares issued	15	9,04,10,500	90.41
As at March 31, 2023 (Consolidated)		**9,22,18,710**	**92.22**

B. Other equity

Particulars	Note	Reserves and surplus			Other comprehensive income	Total
		Securities premium	Retained earnings	Share Based Payment Reserve	Remeasurement of defined benefit obligations	
Balance as at April 01, 2020 (Standalone)		**21.91**	**(673.20)**	**-**	**(0.08)**	**(651.37)**
Profit for the year		-	193.30	-	-	193.30
Other comprehensive income		-	-	-	0.76	0.76
Balance at March 31, 2021 (Standalone)		**21.91**	**(479.90)**	**-**	**0.68**	**(457.31)**
Profit for the year		-	419.21	-	-	419.21
Other comprehensive income		-	-	-	0.65	0.65
Change on account of Scheme of Arrangement :				-		
- Security premium from business combination	**33**	93.82	-	-	-	93.82
- Retained earnings from business combination	**33**	-	(85.17)	-	-	(85.17)
- Amalgamation adjustment deficit account	**33**	-	(8.58)	-	-	(8.58)
Balance at March 31, 2022 (Standalone)		**115.73**	**(154.44)**	**-**	**1.33**	**(37.38)**
Profit for the year		-	229.01	-		229.01
Security premium from issue of equity shares	**15**	149.60	-	-		149.60
Other comprehensive income		-	-	-	0.34	0.34
Share-based payments	**25**	-	-	144.13		144.13
Issue of bonus shares	**15**	(90.41)	-	-		(90.41)
Balance at March 31, 2023 (Consolidated)		**174.92**	**74.57**	**144.13**	**1.67**	**395.29**

Note: The above statement should be read with Significant Accounting Policies forming part of the Restated Financial Information in Annexure V, Statement of Adjustment to Restated Financial Information in Annexure VI and Notes to Restated Financial Information in Annexure VII.

As per our report of even date attached
For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No.:105047W

For P R S V & Co. LLP
Chartered Accountants
ICAI Firm Registration No.:S200016

For and on behalf of the Board of
Zaggle Prepaid Ocean Services Limited
(CIN: U65999TG2011PLC074795)

Amit Kumar Agarwal
Partner
Membership No: 214198

Y. Venkateswarlu
Partner
Membership No: 222068

Raj P Narayanam
Executive Chairman
DIN: 00410032

Avinash Ramesh Godkhindi
Managing Director & CEO
DIN : 05250791

Hari Priya
Company Secretary
M No: A22232

Venkata Aditya Kumar Grandhi
Chief Financial Officer
M No: 231164

Place: Hyderabad
Date: August 29, 2023

Place: Hyderabad
Date: August 29, 2023

Zaggle Prepaid Ocean Services Limited (formerly known as Zaggle Prepaid Ocean Services Private Limited)
(CIN: U65999TG2011PLC074795)
Annexure IV
Restated Statement of Cash Flows
(All amounts are Rs. in Millions, except for share and per share data and where otherwise stated)

Particulars		Consolidated For the year ended March 31, 2023	Standalone For the year ended March 31, 2022	Standalone For the year ended March 31, 2021
A. Cash flow from operating activities				
Profit before tax		316.35	511.78	181.98
Adjustments for :				
Depreciation and amortization expense		61.99	20.97	20.46
Interest expense		102.87	66.88	73.73
Interest expense on lease liabilities		10.90	3.00	3.37
Liabilities no longer required written back		(2.26)	(1.17)	-
Provision for doubtful receivables		(16.23)	14.66	6.22
Interest income		(4.16)	(1.32)	(2.93)
Equity-settled share-based payment transactions		144.13	-	-
Operating profit before working capital changes		**613.59**	**614.80**	**282.83**
Change in assets and liabilities				
(Increase) /Decrease in trade receivables		(580.85)	(217.36)	(73.82)
(Increase)/Decrease in inventories		0.15	1.57	(2.46)
(Increase) / Decrease in loans and other financial assets		(12.67)	(3.17)	(0.31)
(Increase)/Decrease in other assets		(284.41)	(49.25)	(55.37)
Increase / (Decrease) in trade payables and other financial liabilities		(12.90)	(83.69)	31.37
Increase / (Decrease) in provision		3.83	2.46	1.86
Increase/ (Decrease) in other liabilities		150.67	(4.63)	(115.84)
Cash (used in) / generated from operations		**(122.59)**	**260.73**	**68.26**
Income taxes paid, (net of refund)		(33.59)	(59.92)	(34.12)
Net cash (used in) / flow from operating activities	**A**	**(156.18)**	**200.81**	**34.14**
B. Cash flows from investing activities				
Purchase of Property, Plant and Equipment and intangible assets including capital advance		(161.71)	(75.72)	(9.84)
Share issue expenses		(61.65)	-	-
Deposits placed having original maturity of more than 3 months, net		(1.07)	(24.00)	(2.89)
Purchase of investments		(22.17)	-	-
Interest received		3.47	1.03	2.67
Net cash used in investing activities	**B**	**(243.13)**	**(98.69)**	**(10.06)**
C. Cash flow from financing activities				
Proceeds from issue of equity shares		149.61	-	-
Proceeds from long term borrowings		500.00	250.24	6.85
Repayment of long term borrowings		(130.00)	(335.96)	(14.68)
Payment of lease liabilities		(24.66)	(11.15)	(10.14)
Proceeds from short term borrowings (net)		196.01	4.67	-
Finance costs paid		(102.87)	(30.70)	(38.86)
Net cash flow from / (used in) financing activities	**C**	**588.09**	**(122.90)**	**(56.83)**
Net increase/(decrease) in cash and cash equivalents	**A+B+C**	188.78	(20.78)	(32.75)
Cash and cash equivalents at the beginning of the year		7.11	27.89	60.64
Cash and cash equivalents at end of the year [Refer Note 13 (a)]		**195.89**	**7.11**	**27.89**

Notes:
(i) The above Restated Statement of Cash flows has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (Ind AS) 7 - "Statement of Cash Flows ".
(ii) The above statement should be read with Significant Accounting Policies forming part of the Restated Financial Information in Annexure V, Statement of Adjustment to Restated Financial Information in Annexure VI and Notes to Restated Financial Information in Annexure VII.

As per our report of even date attached
For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No.:105047W

For P R S V & Co. LLP
Chartered Accountants
ICAI Firm Registration No.:S200016

For and on behalf of the Board of
Zaggle Prepaid Ocean Services Limited
(CIN: U65999TG2011PLC074795)

Amit Kumar Agarwal
Partner
Membership No: 214198

Y. Venkateswarlu
Partner
Membership No: 222068

Raj P Narayanam
Executive Chairman
DIN: 00410032

Avinash Ramesh Godkhindi
Managing Director & CEO
DIN : 05250791

Hari Priya
Company Secretary
M No: A22232

Venkata Aditya Kumar Grandhi
Chief Financial Officer
M No: 231164

Place: Hyderabad
Date: August 29, 2023

Place: Hyderabad
Date: August 29, 2023

1 Corporate Information

Zaggle Prepaid Ocean Services Limited (formerly known as a Zaggle Prepaid Ocean Services Private Limited) ('the Parent Company' / 'Zaggle') is a B2B2C Fintech SaaS Company, which is a leading player in spend management, with a differentiated value proposition and diversified user base. The Company offers a diversified portfolio of SaaS, including tax and payroll software.

The Parent Company has been incorporated on June 2, 2011, under the provisions of the Companies Act, 1956 as a Private Limited Company. The Parent Company was converted into a public limited company under the Companies Act, 2013 on September 13, 2022 and consequently, the name was changed to “Zaggle Prepaid Ocean Services Limited”. The registered office of the Parent Company is located at 301, III Floor, CSR Estate, Plot No.8, Sector 1, HUDA Techno Enclave, Madhapur Main Road, Hyderabad, Telangana -500081.

The Parent Company together with its subsidiary, hereinafter, collectively referred to as the 'Group'.

2 Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of this Restated Financial Information. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation and measurement

(i) Statement of compliance & Basis for preparation

The Restated Financial Information relates to the Group and has been specifically prepared for inclusion in the offer document to prepared by the Parent Company with the Securities and Exchange Board of India (the“SEBI”), Registrar of Companies ("ROC"), BSE Limited ("BSE") and the National Stock Exchange of India Limited (“NSE”) in connection with the proposed Initial Public Offer (‘IPO’) of equity shares of the Parent Company (referred to as the “Issue”). The Restated Financial Information comprise Restated Consolidated Statement of Assets and Liabilities as at March 31, 2023, 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 March 31, 2023; Restated Standalone Statement of Assets and Liabilities as at March 31, 2022 and March 31, 2021, Restated Standalone Statement of Profit and Loss (including Other Comprehensive Income), Restated Standalone Statement of Changes in Equity and the Restated Standalone Statement of Cash Flows for the years ended March 31, 2022 and March 31, 2021 (hereinafter collectively referred to as “Restated Financial Information”).

The Restated Financial Information has been prepared by the Management of the Parent Company to comply with the requirements of:
a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the “Act”);
b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2022, 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 (the “Guidance Note”)."

The Restated Financial Information have been compiled from:
I. Audited Consolidated Financial Statements of the Group as at and for the year ended March 31, 2023 prepared in accordance with the Indian Accounting Standards, as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended (referred to as “Ind AS”), and other accounting principles generally accepted in India, which has been approved by the Board of Directors at their meeting held on August 29, 2023;

II. Audited Financial Statements of the Parent Company as at and for the year ended March 31, 2022 prepared in accordance with the Indian Accounting Standards, as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended (referred to as “Ind AS”), and other accounting principles generally accepted in India, which has been approved by the Board of Directors at their meeting held on September 29, 2022 respectively; and

II. Audited Special Purpose Ind AS Financial Statements of the Parent Company as at and for the year ended March 31, 2021 prepared in accordance with the Ind AS, as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which has been approved by the Board of Directors at their meeting held on September 29, 2022;

In pursuance to general directions received from Securities and Exchange Board of India (the "SEBI") vide their email dated October 28, 2021 received by the BRLMs of the Parent Company through Association of Investment Bankers of India (AIBI), as shared with us, these Special Purpose Financial Statements have been prepared solely for the purpose of preparation of Restated Financial Information for inclusion in Offer Documents in relation to the proposed IPO. As such these Special Purpose Financial Statements are not suitable for any other purpose other than for the purpose of preparation of Restated Financial Information and are also not financial statements prepared pursuant to any requirements under section 129 of the Companies Act, 2013, as amended.

The accounting policies have been consistently applied by the Group in preparation of the Restated Financial Information and are consistent with those adopted in the preparation of consolidated financial statements for the year ended March 31, 2023. This Restated Financial Information does not reflect the effects of events that occurred subsequent to the respective dates of board meeting held to approve and adopt the Audited Financial Statements and Audited Special Purpose Financial Statements as mentioned above.

The Restated Financial Information have been prepared so as to contain information/disclosures and incorporating adjustments set out below in accordance with the ICDR Regulations:
a. Adjustments to the profits or losses of the earlier periods and of the period in which the change in the accounting policy has taken place, recomputed to reflect what the profits or losses of those periods would have been if a uniform accounting policy was followed in each of these periods, if any;
b. Adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the Restated Financial Information of the Group for the year ended March 31, 2023 and the requirements of the SEBI Regulations, if any; and
c. The resultant impact of tax due to the aforesaid adjustments, if any.

(ii) Principles of Consolidation

The consolidated financial statements incorporate the financial statements of the Parent Company and its subsidiary (from the date control is gained), being the entity that it controls. Control is evidenced where the investor is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Power is demonstrated through existing rights that give the ability to direct relevant activities, which significantly affect the entity's returns. The financial statement of subsidiary is prepared for the same reporting year as the parent company.
Subsidiary has been consolidated by combining like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiary. Intragroup balances and transactions, and any unrealised income and expenses arising from intragroup transactions, are eliminated in preparing the consolidatedfinancial statements.

Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.
When the Parent loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognised in profit or loss.

The consolidated financial information of the Parent Company includes financial information of its subsidiary, consolidated in accordance with Ind AS 110 'Consolidated Financial Statements'.
On January 12, 2023, the Parent Company has incorporated a wholly owned subsidiary with Company Number 14589213 in the name of – Zaggle Technologies Limited ('the Subsidiary Company), domiciled in United Kingdom.

(ii) Functional and presentation currency

These restated financial information are presented in Indian Rupees (INR), which is also the Group's functional currency. All financial information presented in Indian rupees have been rounded-off to two decimal places to the nearest million except share data or as otherwise stated.

(iii) Basis of measurement

The financial information have been prepared on the historical cost basis except for the following items:

- Certain financial assets and liabilities : Measured at fair value
- Borrowings : Amortised cost using effective interest rate method
- Net defined benefit (asset)/ liability : Present value of defined benefit obligations less fair value of plan assets

(iv) Use of estimates and judgements

The preparation of the financial statements is in conformity with Ind AS requires management to make estimates, judgements and assumptions. These estimates, judgments and assumptions affect the application policies and reported amounts of the assets and liabilities, the disclosure of contingent assets and liabilities at the date of financial statements and reported amounts of revenue and expenses during the year. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in the estimates are made as and when management becomes aware of changes in circumstances surrounding the estimates. Changes in the estimates are reflected in the financial statements in the year in which the changes are made and, if material, such effects are disclosed in the notes to financial statements.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes:

- Note 3, 4 and 5 - determining an asset's expected useful life and the expected residual value at the end of its life.
- Note 12 – impairment of financial assets;
- Notes 29 – recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;

- Note 35 – measurement of defined benefit obligations: key actuarial assumptions;

(v) Measurement of fair values

Accounting polices and disclosures require measurement of fair value for financial assets and financial liabilities.

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included in 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: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in the measuring fair values is included in the following notes:

- Note 36 - Financial instruments

(vi) Current and non-current classification:

The Schedule III to the Act requires assets and liabilities to be classified as either current or non-current. The Group presents assets and liabilities in the balance sheet based on current/ non-current classification.

Assets

An asset is classified as a current when it is:

- it is expected to be realised in, or is intended for sale or consumption in, the Group's normal operating cycle;
- it is expected to be realised within twelve months from the reporting date;
- it is held primarily for the purposes of being traded; or
- is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as non current.

Liabilities

A liability is classified as a current when:

- it is expected to be realised in, or is intended for sale or consumption in, the Group's normal operating cycle;
- it is due to be settled within twelve months from the reporting date;
- it is held primarily for the purposes of being traded;
- the Group does not have an unconditional right to defer settlement of liability for atleast twelve months from the reporting date.

All other liabilities are classified as non-current.

Deferred tax assets/liabilities are classified as non-current.

Operating Cycle

Operating cycle is the time between the acquisition of assets for processing and realisation in cash or cash equivalents. The Group has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

2.2 Summary of significant accounting policies

A. Revenue recognition

Revenue is measured based on the consideration specified in a contract with a customer net of variable consideration (e.g. discounts), taxes and amount collected on behalf of third parties. The Group recognizes revenue when it transfers control over a product or service to a customer. The amount of revenue recognized is at an amount that reflects the consideration to which the Group expect to be entitled to in exchange for the product or service. Revenue is only recognized to the extent that is highly probable that a significant reversal will not occur.

i) **Program fees:**

The Group acts as Program Manager and Business Correspondent to the Partner Banks for the Co-branded Prepaid Card Instruments. The Co-branded Cards are operated under various schemes (Such as Kuber, Zinger etc.). Program fees mainly includes revenue from Interchange (including residual income) earned from partner banks and excludes amounts collected on behalf of partner banks. Interchange revenue is recognised as per the terms of the arrangement with partner banks, at the point in time, basis the information shared by the banks to the Group post settlement with network partners. The incentives / cash back, as an when incurred by the Group towards the co-branded prepaid card instruments has been considered as a distinct goods or services and accordingly recorded as an expense.

Banks and corporates are considered as customers of the Group. Any amounts receivable from the customers on account of normal course of business is classified as trade receivable. Further advance received from customers against which cards are yet to be activated is disclosed as liability under advances from customers.

ii) Propel platform revenue / Gift cards:

Propel platform revenue from monetisation of platform is recognised on the basis of terms of the agreement with the respective customers.

The Group recognises revenue on completion of the Group performance obligation being met on redemption of propel points against catalogue of gift cards / vouchers.

The Group acts as a principal and accordingly consideration for the supplies is recognized on gross basis with corresponding cost of supplies being recorded as an expense. Revenue on sale of gift cards / vouchers is recognized only to the extent the Group's performance obligation is met, at the point in time on transfer of the control of the respective gift cards / vouchers to the customers.

iii) Fees income / SaaS income:

The Group earns fees income/SaaS income/service fees income from various activities including user fees, platform fees, customization fees etc. The fee income is recognised when the control in services have been transferred by the Group i.e., as and when services have been provided by the Group and the Group's performance obligation is met. This fee is recognised as income in accordance with the terms of the arrangement with the respective customers.

iv) **Interest income:**

Interest income is recognized when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition. Interest income is included under the head 'other income' in the statement of profit and loss.

B. Borrowing cost

Borrowing costs are interest and other costs incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the year in which they are incurred.

C. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and financial liability or equity instrument of another entity.

i) Initial Recognition and measurement

Financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument. A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii) Classification and subsequent measurement

Financial assets

All financial assets except Trade receivables are initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

Subsequent measurement: For the purpose of subsequent measurement, financial assets are categorised as under:

- Amortised cost;
- Fair Value through Other Comprehensive Income (FVOCI) – equity investment; or
- Fair Value through Profit or Loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

– the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and

− the contractual terms of the financial asset 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 (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

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.

Equity investments at FVOCI: 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.

Financial liabilities:

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in statement of profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in statement of profit or loss.

iii) Derecognition

Financial assets

A Financial asset is primarily derecognised when the right to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the 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 enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expired.

The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

iv) Offsetting

Financial assets and financial liabilities are offset and the net amount reported in the balance sheet if there is a currently and legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

D. Property, plant and equipment

i) Recognition and measurement

Property, Plant and Equipment ('PPE') are stated at historical cost less accumulated depreciation and accumulated impairment loss, if any. 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. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to statement of profit or loss during the reporting period in which they are incurred. If an item of property, plant and equipment is purchased with deferred credit period from supplier, such asset is recorded at its cash price equivalent value.

ii) Depreciation

Depreciation is provided using the Straight-line Method over the useful lives of the assets as estimated by the Management. Depreciation on additions and deletions are restricted to the period of use. Depreciation is charged to statement of profit and loss.

Depreciation is calculated over the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value.

The Group, based on technical assessment and management estimate, depreciates certain items of property, plant and equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Act. The Management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. The Group has estimated the following useful lives to provide depreciation on its property, plant and equipment:

Asset category	Management estimate of useful life & Useful life as per Schedule II
Furniture and fixtures	10 years
Office equipment	5 years
Computers	3 years
Vehicles	8 years

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains or losses arising from disposal of property, plant and equipment which are carried at cost are recognised in the statement of profit and loss.

Depreciation method, useful lives and residual values are reviewed at each period end and adjusted if appropriate.

E. Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Internally developed intangibles are capitalized to the extent of direct cost related to the development of the respective intangible assets which mainly includes manpower cost. Intangible assets are amortized over the useful economic life assessed which ranges from 3-5 years and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset are reviewed at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets recognized in the restated statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Asset category	Management estimate of useful life
R & R Software	3 - 4 years
Mobile Application	3 years
Software	3 - 5 years
Trademarks	5 years
Expense Management	4 - 5 years

F. Inventories

Inventories are valued at the lower of cost or net realizable value. Cost includes purchase price, duties, transport, handing costs and other costs directly attributable to the acquisition and bringing the inventories to their present location and condition. Net realizable value represents the estimated selling price less all estimated costs necessary to make the sale.

G. Impairment of assets

i) **Impairment of financial instruments**

The Group recognises loss allowances for expected credit losses on financial assets measured at amortised cost and trade receivables. At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:
- significant financial difficulty of the borrower or issuer;
- a breach of contract;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

The Group measures loss allowances at an amount equal to lifetime expected credit losses.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

Measurement of expected credit losses

The Group applies expected credit loss (ECL) model for measurement and recognition of loss allowance on the following:
i. Trade receivables
ii. Financial assets measured at amortised cost (other than trade receivables)
iii. Financial assets measured at fair value through other comprehensive income (FVTOCI).

The Group follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognised as loss allowance.

In case of other assets (listed as ii and iii above), the Group determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12-month ECL is measured and recognised as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognised as loss allowance.

Subsequently, if the credit quality of the financial asset improves such that there is no longer a significant increase in credit risk since initial recognition, the Group reverts to recognising impairment loss allowance based on 12-month ECL.

ECL is 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 (i.e. all cash shortfalls), discounted at the original effective interest rate.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial asset. 12-month ECL are a portion of the lifetime ECL which result from default events that are possible within 12 months from the reporting date.

ECL are measured in a manner that they reflect unbiased and probability weighted amounts determined by a range of outcomes, taking into account the time value of money and other reasonable information available as a result of past events, current conditions and forecasts of future economic conditions.

As a practical expedient, the Group uses a provision matrix to measure lifetime ECL on its portfolio of trade receivables. The provision matrix is prepared based on historically observed default rates over the expected life of trade receivables and is adjusted for forward-looking estimates. At each reporting date, the historically observed default rates and changes in the forward-looking estimates are updated.

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group procedures for recovery of amounts due.

ii) **Impairment of non-financial assets**

The Group non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

The Group corporate assets (e.g., central office building for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss.

In respect of assets for which impairment loss has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss has been recognised.

H. Employee benefits

(a) Short-term employee benefits

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services upto the end of the reporting period and are measured on an undiscounted basis at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(b) Other long-term employee benefit obligations

(i) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Group makes specified monthly contributions towards Government administered provident fund scheme and other funds. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in statement of profit and loss in the periods during which the related services are rendered by employees.

(ii) Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The liability or asset recognised in the balance sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by a qualified actuary using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

(iii) Compensated Absences: The Group has no policy of accumulation of compensated absences.

I. Leases

Lease contracts entered by the Group majorly pertains for buildings taken on lease to conduct its business in the ordinary course.

Group as a Lessee:

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease.

The Group used the following practical expedients when applying Ind AS 116 :

• Applied a single discount rate to a portfolio of leases with similar characteristics.
• Applied the exemption not to recognise right-of-use assets and liabilities for leases with less than 12 months of lease term and leases of low value.
• Excluded initial direct costs from measuring the right-of-use asset at the date of initial application.
• Used hindsight when determining the lease term if the contract contains options to extend or terminate the lease.

Right of use asset: The Group recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

Lease Liability: The Group measures the lease liability at present value of the future lease payments at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate as at the commencement of lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Group recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the re-measurement in statement of profit and loss.

J. Income-tax

Income-tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

(i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

(ii) 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 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; and
- temporary differences related to investments in subsidiaries 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;

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.

K. Provision, contingent liabilities and contingent assets

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised under finance costs. Expected future operating losses are not provided for. Provision in respect of loss contingencies relating to claims, litigations, assessments, fines and penalties are recognised when it is probable that a liability has been incurred and the amount can be estimated reliably.

Contingent liabilities and contingent assets:

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote.

Contingent assets has to be recognised in the financial statements in the period in which if it is virtually certain that an inflow of economic benefits will arise.

L. Earnings per share

Basic Earnings Per Share ('EPS') is computed by dividing the net profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and that either reduces earnings per share or increases loss per share are included. The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for the share sub-division.

If the number of ordinary or potential ordinary shares outstanding increases as a result of a capitalisation, bonus issue or share sub-division, or decreases as a result of a reverse share sub-division, the calculation of basic and diluted earnings per share for all periods presented shall be adjusted retrospectively. If these changes occur after the reporting period but before the financial statements are approved for issue, the per share calculations for those and any prior period financial statements presented shall be based on the new number of shares.

M. Cash flow statement

Cash flows are reported using the indirect method, whereby net profit/ (loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating (operating activities), investing and financing activities of the Group are segregated.

N. Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

O. Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

P. Business Combination

The Group applies the acquisition method in accounting for business combinations. The consideration transferred by the Group to obtain control of an entity is calculated as the sum of the acquisition-date fair values of assets transferred and liabilities incurred. Acquisition costs are expensed as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their acquisition-date fair values. Goodwill is measured as excess of the aggregate of the fair value of the consideration transferred, the amount recognized for non-controlling interests and fair value of any previous interest held, over the fair value of the net of identifiable assets acquired and liabilities assumed. If the fair value of the net of identifiable assets acquired and liabilities assumed is in excess of the aggregate mentioned above, the resulting gain on bargain purchase is recognized in other comprehensive income and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognizes the gain directly in equity as capital reserve, without routing the same through other comprehensive income

Business combinations involving entities or businesses under common control have been accounted for using the pooling of interest method. The assets and liabilities of the combining entities are reflected at their carrying amounts. No adjustments have been made to reflect fair values, or to recognise any new assets or liabilities.

Q. Recent accounting pronouncements:

The Ministry of Corporate Affairs ("MCA") has notified Companies (Indian Accounting Standard) Amendment Rules, 2023 dated March 31, 2023 to amend certain Ind ASs which are effective from April 01, 2023. Below is a summary of such amendments:
(i) Disclosure of Accounting Policies - Amendment to Ind AS 1 Presentation of financial statements:

The MCA issued amendments to Ind AS 1, providing guidance to help entities meet the accounting policy disclosure requirements. The amendments aim to make accounting policy disclosures more informative by replacing the requirement to disclose 'significant accounting policies' with 'material accounting policy information'. The amendments also provide guidance under what circumstance, the accounting policy information is likely to be considered material and therefore requiring disclosure.

The amendments are effective for annual reporting periods beginning on or after 01 April 2023. The Group is currently revisiting their accounting policy information disclosures to ensure consistency with the amended requirements.

(ii) Definition of Accounting Estimates – Amendments to Ind AS 8 Accounting policies, changes in accounting estimates and errors:

The amendment to Ind AS 8, which added the definition of accounting estimates, clarifies that the effects of a change in an input or measurement technique are changes in accounting estimates, unless resulting from the correction of prior period errors. These amendments clarify how entities make the distinction between changes in accounting estimate, changes in accounting policy and prior period errors. The distinction is important, because changes in accounting estimates are applied prospectively to future transactions and other future events, but changes in accounting policies are generally applied retrospectively to past transactions and other past events as well as the current period.

The amendments are effective for annual reporting periods beginning on or after April 01, 2023. The amendments are not expected to have a material impact on the Group financial statements.

(iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to Ind AS 12 Income taxes:

The amendment to Ind AS 12, requires entities to recognise deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. They will typically apply to transactions such as leases of lessees and decommissioning obligations and will require the recognition of additional deferred tax assets and liabilities.

The amendment should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, entities should recognise deferred tax assets (to the extent that it is probable that they can be utilised) and deferred tax liabilities.

at the beginning of the earliest comparative period for all deductible and taxable temporary differences associated with:
- right-of-use assets and lease liabilities, and
- decommissioning, restoration and similar liabilities, and the corresponding amounts recognised as part of the cost of the related assets.

The cumulative effect of recognising these adjustments is recognised in retained earnings, or another component of equity, as appropriate.
Ind AS 12 did not previously address how to account for the tax effects of on-balance sheet leases and similar transactions and various approaches were considered acceptable. Some entities may have already accounted for such transactions consistent with the new requirements. These entities will not be affected by the amendments.

The Group is currently assessing the impact of the amendments.

(iv) The other amendments to Ind AS notified by these rules are primarily in the nature of clarifications

(All amounts are Rs. in Millions, unless stated otherwise)

Statement of restatement adjustments

For the year ended March 31, 2021, the Parent Company prepared its financial statements in accordance with accounting standards referred to in paragraph 7 of the Companies (Accounts) Rules, 2014 ("Previous GAAP") notified under section 133 of the Companies Act, 2013. The Restated Financial Information have been compiled from the Audited financial statements of the Parent Company as at and for the years ended March 31, 2023 & March 31, 2022 and the Audited Special Purpose Financial Statements of the Company as at and for the year ended March 31, 2021 (refer basis of preparation para under Note 2.1).

There is no difference between Restated Financial Information, Audited Financial Statements and Audited Special Purpose Financial Statements of the Company as referred above. Reconciliations between the Restated Financial Information and Audited Financial Statements (IGAAP) for the year ended March 31, 2021, of the Parent Company are set out in the following tables and notes.

A Reconciliations between the restated financial information and audited financial statements (IGAAP) of the Parent Company.

1 Reconciliation of total equity as at March 31, 2021

Particulars	Notes	Standalone As at March 31, 2021
Total equity (shareholder's funds) as per audited IGAAP Financials		(447.33)
Adjustments:		
Adjustment for fair valuation of Gratuity	ii(d)	0.68
Adjustment for recognition of right-of-use assets and lease liabilities	ii(a)	(4.96)
Adjustment for expected credit loss / provision allowance on financial assets	ii(b)	(120.01)
Adjustment for Effective interest rate adjustment on borrowings	ii(c)	9.03
Other adjustments		0.26
Tax effect of adjustments	i. , ii(e)	106.83
Total Adjustments		**(8.18)**
Total equity as per restated financial information		**(455.51)**

2 Reconciliation of profit and other comprehensive income for the year ended March 31, 2021:

Particulars	Notes	Standalone For the year ended March 31, 2021
Profit after tax as per as per audited IGAAP Financials		**244.71**
Adjustments:		
Adjustment for Gratuity	ii(d)	(0.76)
Adjustment for recognition of right-of-use assets and lease liabilities	ii(a)	(2.03)
Adjustment for expected credit loss allowance on financial assets	ii(b)	(6.22)
Adjustment for Effective interest rate adjustment on borrowings	ii(c)	(34.87)
Prior period adjustment	i.	(19.00)
Other adjustments		0.14
Tax effect of adjustments	i. , ii(e)	11.32
Total Adjustments		**(51.41)**
Profit for the year as per restated financial information		**193.30**
Other comprehensive income/(loss)		
Remeasurement of defined benefit obligations (net of tax)	ii(d)	0.76
Total comprehensive income for the year as per restated financial information		**194.06**

3 Impact of restatement adjustment on the cash flows statement for the year ended March 31, 2021

The restatement adjustment has not made a material impact on the statement of cash flows.

4 Reconciliation of the assets and liabilities presented in the balance sheet prepared as per as per audited IGAAP Financials and as per the restated statement of assets and liabilities is as follows:

Particulars	Notes	Standalone As at March 31, 2021		
		IGAAP *	Adjustments	Restated
ASSETS				
Non-current assets				
Property, plant and equipment		9.51	-	9.51
Right-of-use assets	ii(a)	-	36.75	36.75
Intangible assets		26.97	-	26.97
Financial assets				
(i) Other financial assets	ii(a)	5.64	(1.51)	4.13
Other non-current assets	ii(b)	40.87	(40.87)	-
Income tax assets, net		74.70	-	74.70
Deferred tax assets (net)	i. , ii(e)	0.05	106.83	106.88
Total non-current assets		**157.74**	**101.20**	**258.94**
Current assets				
Inventories		2.69	-	2.69
Financial assets				
(i) Trade receivables	i. , ii(b)	305.63	(78.82)	226.81
(ii) Cash and cash equivalents		27.89	-	27.89
(iii) Bank balances other than (iii) above		5.00	-	5.00
Other current assets		99.47	-	99.47
Total current assets		**440.68**	**(78.82)**	**361.86**
Total assets		**598.42**	**22.38**	**620.80**

(All amounts are Rs. in Millions, unless stated otherwise)

EQUITY AND LIABILITIES				
EQUITY				
Equity share capital		1.80	-	1.80
Other equity	i. , ii.	(449.13)	(8.18)	(457.31)
Total equity		**(447.33)**	**(8.18)**	**(455.51)**
LIABILITIES				
Non-current liabilities				
Financial liabilities				
(i) Borrowings	ii(c)	386.80	(9.88)	376.92
(ia) Lease liabilities	ii(a)	-	31.89	31.89
Provisions		5.66	(0.00)	5.66
Total non-current liabilities		**392.46**	**22.00**	**414.47**
Current liabilities				
Financial liabilities				
(i) Borrowings		313.92	0.00	313.92
(ia) Lease liabilities	ii(a)	-	7.85	7.85
(ii) Trade payables				
- Total outstanding dues of micro and small enterprises		0.08	-	0.08
- Total outstanding dues of creditors other than micro and small enterprises	i.	190.09	0.87	190.96
Provisions	ii(d)	0.28	(0.17)	0.11
Other liabilities		148.92	-	148.92
Current tax liabilities (Net)		-	-	-
Total current liabilities		**653.29**	**8.55**	**661.84**
Total liabilities		**1,045.75**	**30.56**	**1,076.31**
Total equity and liabilities		**598.42**	**22.38**	**620.80**

** The audited financial statements figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.*

5 Reconciliation of the income and expenses presented in the statement of profit and loss prepared as per audited IGAAP financials and as per restated financial information is as follows:

Particulars	Notes	Standalone For the year ended March 31, 2021		
		IGAAP *	Adjustments	Restated
Revenues				
Revenue from operations	i., ii(f)	2,223.15	176.51	2,399.66
Other income	ii(a)	2.70	0.57	3.27
Total income		**2,225.85**	**177.08**	**2,402.93**
Expenses				
Cost of Propel Point Redemption / Gift Cards	ii(f)		296.67	296.67
Consumption of Cards		15.12	-	15.12
Employee benefits expense	ii(d)	123.76	0.84	124.60
Finance costs	ii(a) , ii(c)	11.56	65.54	77.10
Depreciation and amortisation	ii(a)	38.86	(18.40)	20.46
Other expenses	i.,ii(b), ii(f)	1,791.84	(104.84)	1,687.00
Total expenses		**1,981.14**	**239.81**	**2,220.95**
Profit before tax		**244.71**	**(62.73)**	**181.98**
Tax expenses				
Current tax		-	-	-
Deferred tax	ii(e)	-	(11.32)	(11.32)
Total tax expense		-	(11.32)	(11.32)
Profit after tax (PAT)		**244.71**	**(51.41)**	**193.30**
Other comprehensive income				
Items that will not be reclassified subsequently to profit and loss				
Remeasurements of defined benefit liability	ii(d)	-	1.02	1.02
Income-tax relating to these items	ii(d)	-	(0.26)	(0.26)
Total comprehensive income/(loss) for the year		**244.71**	**(50.65)**	**194.06**

** The audited financial statements figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.*

6 Notes :

i. <u>**Prior Period Adjustments**</u>

The Parent Company has made certain errors in the accounting of Interechange income and related cost of incentive/cash back. During the year ended March 31, 2020, on transition to Ind AS, the Parent Company has rectified these errors by restating the transition date balance sheet as at April 1, 2019.

Particulars	**Standalone For the year ended March 31, 2021**
Timing of recognition of revenue	(119.88)
Timing of recognition of cost on above revenue	100.88
Total	**(19.00)**

(All amounts are Rs. in Millions, unless stated otherwise)

ii. **Ind AS Adjustments**

ii(a) **Recognition of Right of use assets**

Under the previous GAAP, rental expenditure for operating leases were recognised as expenditure on a straight-line basis over the lease period. During the year ended March 31, 2020, on transition to Ind AS, the Parent Company has applied the principles of Ind AS 116 and recognised a right of use assets with a corresponding lease liability in the balance sheet by using the modified retrospective method effective from the transition date. Accordingly, the rental expenditure has been reversed and an amortisation charge on Right of use asset and interest on lease liability is recognised in the statement of profit and loss.

Under Indian GAAP, interest-free security deposit (that are refundable in cash on completion of the lease term) are recorded at their transaction value. Under Ind AS, all financial assets are required to be recognized at fair value. Accordingly the Parent Company has fair valued these security deposits under Ind AS. Difference between the fair value and transaction value of the security deposit has been recognized as ROU Asset. Consequently, the amount of security deposit as on March 31, 2021 has been decreased by Rs. 1.77 Mn with a corresponding increase in ROU Asset.

ii(b) **Expected credit loss**

Under previous GAAP, the Parent Company measured financial assets at cost. As at the transition date, the Parent Company recognised the provision for expected credit loss for certain financial assets as per the criteria set out in Ind AS 101.

ii(c) **Effective interest rate**

During the year ended March 31, 2020 on transition to Ind AS, the Parent Company has carried the loans using effective interest rate.

ii(d) **Defined benefit obligation**

Both under Indian GAAP and Ind-AS, the Parent Company recognised costs related to its post-employment defined benefit plan on an actuarial basis. Under Indian GAAP, the entire cost, including actuarial gains and losses, are charged to profit or loss. Under Ind-AS, remeasurements [comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets excluding amounts included in net interest on the net defined benefit liability] are to be recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI. Whereas, the Parent Company has recognised all the remeasurements to the Statement of profit and loss and decided to follow the same consistently.

ii(e) **Deferred tax assets (net)**

The Parent Company has recognised deferred tax assets (net) on Provisions for doubtful debts (other than unabsorbed depreciation and business losses), other temporary difference on account of rectification of prior period errors and on account of adjustments made on transition to Ind AS.

ii(f) **Ind AS 115 - Revenue**

The revenue is grossed up with regard to the agent vs principal considerations in line with Ind AS 115 which was netted off under previous GAAP.

B **Material regrouping :** None

Appropriate regroupings have been made in the Restated Balance Sheet, Restated Statement of Profit & Loss and Restated Statement of Cashflows, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cashflows, in order to bring them in line with the accounting policies and classification as per Ind AS financial information of the Company for the years ended March 31, 2022, and March 2021 prepared in accordance with Schedule III of Companies Act, 2013, requirements of Ind AS 1 and other applicable Ind AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations 2018, as amended.

C **Non-adjusting items:**

Audit Qualifications in Annexure to Auditors' Report, which do not require any corrective adjustments in the Restated Financial Information

In addition to the audit opinion on the financial statements, the auditors are required to comment upon the matters included in the Companies (Auditor's Report) Order, 2016 ("the CARO 2016 Order") / [Companies (Auditor's Report) Order, 2020 ("the CARO 2020 Order") : applicable for financial year ended March 31, 2022] issued by the Central Government of India under sub-section (11) of Section 143 of Companies Act, 2013 on the financial statements as at and for the financial years ended March 31, 2021 and March 31, 2022 respectively. Certain statements/comments included in the CARO in the financial statements of the Company, which do not require any adjustments in the Restated Financial Information are reproduced below in respect of the financial statements presented.

For the year ended March 31, 2021

Clause (vii) (c) of CARO 2016 Order

According to the information and explanations given to us and the records of the Parent Company examined by us, there are no dues of income-tax, sales tax, service tax, duty of customs, duty of excise or value added tax which have not been deposited on account of any dispute, except as per details below:

Name of the statute	Nature of dues	Amount in Rs. million	Period to which the amount relates	Forum where the dispute is pending
Finance Act, 1994	Service Tax	272.04	Apr'2014 to June'2017	Commissioner of Central Tax, Hyderabad

For the year ended March 31, 2022

Clause (vii (b) of CARO 2020 Order

According to the information and explanation given to us and the records of the Parent Company examined by us, there are no dues of goods and service tax, service tax, provided fund, employees state insurance, income tax, sales tax, duty of customs, value added tax, cess or other statutory dues which have not been deposited by the Parent Company on account of any dispute, except below:

Name of the statute	Nature of dues	Amount in Rs. million	Period to which the amount relates	Forum where the dispute is pending
Finance Act, 1994	Service Tax	272.04	Apr'2014 to June'2017	Commissioner of Central Tax, Hyderabad

As per our report of even date attached

For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No.:105047W

Amit Kumar Agarwal
Partner
Membership No: 214198

Place: Hyderabad
Date: August 29, 2023

For P R S V & Co. LLP
Chartered Accountants
ICAI Firm Registration No.:S200016

Y. Venkateswarlu
Partner
Membership No: 222068

For and on behalf of the Board of
Zaggle Prepaid Ocean Services Limited
(CIN: U65999TG2011PLC074795)

Raj P Narayanam
Executive Chairman
DIN: 00410032

Avinash Ramesh Godkhindi
Managing Director & CEO
DIN : 05250791

Hari Priya
Company Secretary
M No: A22232

Venkata Aditya Kumar Grandhi
Chief Financial Officer
M No: 231164

Place: Hyderabad
Date: August 29, 2023

Place: Hyderabad
Date: August 29, 2023

Zaggle Prepaid Ocean Services Limited (formerly known as Zaggle Prepaid Ocean Services Private Limited)
(CIN: U65999TG2011PLC074795)
Annexure VII Notes to Restated Financial Information
(All amounts are Rs. in Millions, except for share and per share data and where otherwise stated)

3 Property, plant and equipment

Description	Office Equipments	Furniture and Fixtures	Computers	Vehicles	Total
Cost as at April 1, 2020 (Standalone)	**0.19**	**0.11**	**2.15**	**-**	**2.45**
Additions	0.09	-	0.22	9.03	9.34
Disposals	-	-	-	-	-
Cost as at March 31, 2021 (Standalone)	**0.28**	**0.11**	**2.37**	**9.03**	**11.79**
Additions	0.23	0.81	11.57	-	12.61
Disposals	-	-	-	-	-
Cost as at March 31, 2022 (Standalone)	**0.51**	**0.92**	**13.94**	**9.03**	**24.40**
Additions	1.16	0.39	9.12	-	10.67
Disposals	-	-	-	-	-
Cost as at March 31, 2023 (Consolidated)	**1.67**	**1.31**	**23.06**	**9.03**	**35.07**
Accumulated depreciation as at April 1, 2020 (Standalone)	**0.14**	**0.03**	**1.14**	**-**	**1.31**
Depreciation for the year	-	0.01	0.70	0.26	0.97
Disposals	-	-	-	-	-
Accumulated depreciation as at March 31, 2021 (Standalone)	**0.14**	**0.04**	**1.84**	**0.26**	**2.28**
Depreciation for the year	0.05	0.03	1.67	0.60	2.35
Disposals	-	-	-	-	-
Accumulated depreciation as at March 31, 2022 (Standalone)	**0.19**	**0.07**	**3.51**	**0.86**	**4.63**
Depreciation for the year	0.10	0.11	5.57	1.18	6.96
Disposals	-	-	-	-	-
Accumulated depreciation as at March 31, 2023 (Consolidated)	**0.29**	**0.18**	**9.08**	**2.04**	**11.59**
Net carrying amount as at April 1, 2020 (Standalone)	**0.05**	**0.08**	**1.01**	**-**	**1.14**
Net carrying amount as at March 31, 2021 (Standalone)	**0.14**	**0.07**	**0.53**	**8.77**	**9.51**
Net carrying amount as at March 31, 2022 (Standalone)	**0.32**	**0.85**	**10.43**	**8.17**	**19.77**
Net carrying amount as at March 31, 2023 (Consolidated)	**1.38**	**1.13**	**13.98**	**6.99**	**23.48**

Note: Refer Note 17 & 18 for details of property, plant and equipment subject to charge on secured borrowings.

(All amounts are Rs. in Millions, except for share and per share data and where otherwise stated)

4 Right of use assets and Lease Liabilities

The Group has lease contracts for various items of building for corporate office, operations and technical teams. Leases of building generally have lease terms between 1 and 10 years. The Group's obligations under its leases are secured by the lessor's title to the leased assets. There are several lease contracts that include extension and termination options.

For the purpose of Restated Financial Information, the Group has adopted Ind AS 116, effective annual reporting period beginning April 1, 2019 and applied the standard to its leases, under modified retrospective transition method.

The Group has elected not to apply the requirements of Ind AS 116 "Leases" to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term except inflation adjustment.

The Group has several lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Parent Company's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised.

Movement in Right of use assets and Lease liabilities is given below:

Right of Use Assets

Description	Right of use assets (Buildings)
Cost as at April 1, 2020 (Standalone)	**45.65**
Additions	-
Disposals	-
Cost as at March 31, 2021 (Standalone)	**45.65**
Additions	27.61
Disposals	-
Cost as at March 31, 2022 (Standalone)	**73.26**
Additions	163.86
Disposals	-
Cost as at March 31, 2023 (Consolidated)	**237.12**
Accumulated amortisation as at April 1, 2020 (Standalone)	**-**
Amortisation for the year	8.90
Disposals	-
Accumulated amortisation as at March 31, 2021 (Standalone)	**8.90**
Amortisation for the year	9.21
Disposals	-
Accumulated amortisation as at March 31, 2022 (Standalone)	**18.11**
Amortisation for the year	22.28
Disposals	-
Accumulated amortisation as at March 31, 2023 (Consolidated)	**40.39**
Net carrying amount as at April 1, 2020 (Standalone)	**45.65**
Net carrying amount as at March 31, 2021 (Standalone)	**36.75**
Net carrying amount as at March 31, 2022 (Standalone)	**55.15**
Net carrying amount as at March 31, 2023 (Consolidated)	**196.73**

b. Lease Liabilities

(i) Set out below are the carrying amounts of lease liabilities and the movements during the year:

Particulars	Consolidated For the Year ended March 31, 2023	Standalone For the Year ended March 31, 2022	Standalone For the Year ended March 31, 2021
Opening balance	**58.39**	**39.74**	**46.51**
Additions during the year	158.12	26.80	-
Disposal during the year	-	-	-
Accural of interest	10.90	3.00	3.37
Payment of lease liabilities	(24.66)	(11.15)	(10.14)
Closing balance	**202.75**	**58.39**	**39.74**
Less: Current lease liabilities	44.10	7.35	7.85
Non Current lease liabilities	**158.65**	**51.04**	**31.89**

(ii) Payments recognised as expenses and income

Particulars	Consolidated For the Year ended March 31, 2023	Standalone For the Year ended March 31, 2022	Standalone For the Year ended March 31, 2021
Short term leases and low value assets (Refer Note 28)	2.17	1.20	0.74
	2.17	**1.20**	**0.74**

(iii) Contractual maturities of lease liabilities on undiscounted basis as at:

Particulars	March 31, 2023 (Consolidated)	March 31, 2022 (Standalone)	March 31, 2021 (Standalone)
Less than one year	50.12	11.59	10.65
One to five years	203.48	46.26	26.78
More than five years	5.34	5.66	12.85
	258.94	**63.51**	**50.28**

(All amounts are Rs. in Millions, except for share and per share data and where otherwise stated)

5 a. Intangible Assets

Description	R&R software	Mobile application	Software	Trade mark	Expense management	Total
Cost as at April 1, 2020 (Standalone)	**9.93**	**18.12**	**3.90**	**0.02**	**31.20**	**63.17**
Additions	-	-	-	-	0.50	0.50
Disposals	-	-	-	-	-	-
Cost as at March 31, 2021 (Standalone)	**9.93**	**18.12**	**3.90**	**0.02**	**31.70**	**63.67**
Additions	10.00	-	-	1.73	15.00	26.73
Disposals	-	-	-	-	-	-
Cost as at March 31, 2022 (Standalone)	**19.93**	**18.12**	**3.90**	**1.75**	**46.70**	**90.40**
Additions	-	-	-	-	57.36	57.36
Disposals	-	-	-	-	-	-
Cost as at March 31, 2023 (Consolidated)	**19.93**	**18.12**	**3.90**	**1.75**	**104.06**	**147.76**
Accumulated amortisation as at April 1, 2020 (Standalone)	**9.53**	**16.58**	**-**	**-**	**-**	**26.11**
Amortisation for the year	0.40	1.54	0.83	-	7.82	10.59
Disposals	-	-	-	-	-	-
Accumulated amortisation as at March 31, 2021 (Standalone)	**9.93**	**18.12**	**0.83**	**-**	**7.82**	**36.70**
Amortisation for the year	0.21	-	0.77	0.21	8.22	**9.41**
Disposals	-	-	-	-	-	-
Accumulated amortisation as at March 31, 2022 (Standalone)	**10.14**	**18.12**	**1.60**	**0.21**	**16.04**	**46.11**
Amortisation for the year	3.35	-	2.30	0.64	26.46	**32.75**
Disposals	-	-	-	-	-	-
Accumulated amortisation as at March 31, 2023 (Consolidated)	**13.49**	**18.12**	**3.90**	**0.85**	**42.50**	**78.86**
Net carrying amount as at April 1, 2020 (Standalone)	**0.40**	**1.54**	**3.90**	**0.02**	**31.20**	**37.06**
Net carrying amount as at March 31, 2021 (Standalone)	**-**	**-**	**3.07**	**0.02**	**23.88**	**26.97**
Net carrying amount as at March 31, 2022 (Standalone)	**9.79**	**-**	**2.30**	**1.54**	**30.66**	**44.29**
Net carrying amount as at March 31, 2023 (Consolidated)	**6.44**	**-**	**-**	**0.90**	**61.56**	**68.90**

b. Intangible Asset under development

Particulars	March 31, 2023 (Consolidated)	March 31, 2022 (Standalone)	March 31, 2021 (Standalone)
Zoyer Application under development*	108.68	15.00	-

* Project execution plans are reviewed periodically on the basis of Management judgement and estimates w.r.t future business, technological development/economy/ industry and the project is assessed as per periodic plans.

Ageing - Intangible Asset under development

Project in progress	Amount in intangible assets under development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at March 31, 2021 (Standalone)	-	-	-	-	-
As at March 31, 2022 (Standalone)	15.00	-	-	-	15.00
As at March 31, 2023 (Consolidated)	93.68	15.00	-	-	108.68

Note: Refer Note 17 for details of Intangible assets subject to charge on secured borrowings.

(All amounts are Rs. in Millions, except for share and per share data and where otherwise stated)

6 Investments

	Consolidated As at March 31, 2023	Standalone As at March 31, 2022	Standalone As at March 31, 2021
Non-current			
Investment in quoted mutual funds (carried at fair value through profit and loss) [Refer Note (c) below]			
ICICI Prudential Liquid Fund - Growth - 6,947.59 units of Rs. 323.85 each	2.30	-	-
ICICI Prudential Money Market Fund - Growth - 3,183.43 units of Rs. 314.11 each	1.02	-	-
Kotak Liquid Regular Growth - 339,027 units of Rs. 4,424.20 each	1.53	-	-
Total non-current investments	4.85	-	-
Current			
Investment in quoted mutual funds (carried at fair value through profit and loss)			
ICICI Prudential Money Market Fund - Growth - 35,186.110 units of Rs. 321.13 each	11.30	-	-
HDFC Money Market Fund - Regular Plan - Growth - 210.993 units of Rs. 4,739.25 each	1.02		
Total current investments	12.32	-	-
Notes:			
(a) Aggregate value of quoted investments	17.17	-	-
(b) Change in fair value of the investments during the year	0.12	-	-
(c) Refer Note 17 for details of investments subject to charge on secured borrowings.			

7 Other financial assets (at amortised cost)
(Unsecured considered good)

	Consolidated As at March 31, 2023	Standalone As at March 31, 2022	Standalone As at March 31, 2021
Non-current			
Security deposits	13.36	6.02	4.05
Other deposits	1.33	1.28	0.08
	14.69	**7.30**	**4.13**
Current			
Interest accrued on deposits with banks	1.15	-	-
	1.15	**-**	**-**

8 Other non-current assets

	Consolidated As at March 31, 2023	Standalone As at March 31, 2022	Standalone As at March 31, 2021
(Unsecured, Considered good)			
a. Capital advance for property purchase	21.38	21.38	-
b. Balance with government authorities	3.39	-	-
c. Advance towards purchase of investments	5.00	-	-
(Unsecured, Considered credit impaired)			
d. Advance towards purchase of equity	-	-	40.87
Less: Provision for impairment of other asset	-	-	(40.87)
	29.77	**21.38**	**-**

9 Non-Current: Income-tax assets (Net)

	Consolidated As at March 31, 2023	Standalone As at March 31, 2022	Standalone As at March 31, 2021
Advance tax including tax deducted at source (Net of provision)	119.01	123.59	74.70
Provision for tax (Net of Advance tax and tax deducted at source)	(47.80)	-	-
	71.21	**123.59**	**74.70**

10 Deferred tax assets (net)

	Consolidated As at March 31, 2023	Standalone As at March 31, 2022	Standalone As at March 31, 2021*
Depreciation / amortisation	2.76	1.19	(0.08)
Provision for employee benefits	2.93	1.50	1.85
Provision for credit impaired balances	14.49	18.57	105.70
Right of use assets (net of lease liability)	1.52	0.75	0.82
Others	1.40	2.58	(1.41)
	23.10	**24.59**	**106.88**

*Deferred tax asset on timing differences on account of brought forward losses and unabsorbed depreciation have not been recognised as at March 31, 2021 in absence of estimation of reasonable certainty of future taxable profits.

11 Inventories
(Valued at lower of cost or net realisable value)

	Consolidated As at March 31, 2023	Standalone As at March 31, 2022	Standalone As at March 31, 2021
Card inventory	0.97	1.12	2.69
	0.97	**1.12**	**2.69**

Note: Refer Note 17 & 18 for details of inventory subject to charge on secured borrowings.

(All amounts are Rs. in Millions, except for share and per share data and where otherwise stated)

12 Trade receivables

	Consolidated As at March 31, 2023	Standalone As at March 31, 2022	Standalone As at March 31, 2021
Trade receivables			
Unsecured			
-Considered good	1,026.59	429.51	226.81
-Credit impaired	57.56	73.79	359.05
	1,084.15	**503.30**	**585.86**
Less-Allowance for credit impaired trade receivables [Refer Note (f) below]	(57.56)	(73.79)	(359.05)
	1,026.59	**429.51**	**226.81**

Notes:

a) No trade or other receivable are due from directors or other officers of the Group.

b) Trade receivables are non-interest bearing and generally on terms of 30 to 90 days.

c) of the trade receivables balances Rs. 835.62Mn [as at March 31, 2022: 490.37 Mn and as at March 31, 2021: 556.96 Mn] is due from customers who represents more than 5% of the total balance of the trade receivables.

(d) Refer Note 17 & 18 for details of trade receivables subject to charge on secured borrowings.

e. Trade Receivables ageing schedule:

Consolidated As at March 31, 2023

Particulars	Not Due	Outstanding for following period from due date of payment					Total
		Less than 6 months	6 months - 1 year	1- 2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	688.48	259.82	77.45	0.84	-	-	1,026.59
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	57.56	57.56
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	**688.48**	**259.82**	**77.45**	**0.84**	**-**	**57.56**	**1,084.15**

Standalone As at March 31, 2022

Particulars	Not Due	Outstanding for following period from due date of payment					Total
		Less than 6 months	6 months - 1 year	1- 2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	413.75	14.94	0.82	-	-	-	429.51
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	1.87	5.19	-	-	66.73	73.79
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	**413.75**	**16.81**	**6.01**	**-**	**-**	**66.73**	**503.30**

Standalone As at March 31, 2021

Particulars	Not Due	Outstanding for following period from due date of payment					Total
		Less than 6 months	6 months - 1 year	1- 2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	208.63	7.95	8.79	0.62	-	0.82	226.81
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	359.05	359.05
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	**208.63**	**7.95**	**8.79**	**0.62**	**-**	**359.87**	**585.86**

f. Movement in the impairment loss on credit impaired trade receivables	Consolidated For the year ended March 31, 2023	Standalone For the year ended March 31, 2022	Standalone For the year ended March 31, 2021
Opening balance	73.79	359.05	352.83
Credit loss added	-	14.66	6.22
Written off during the year	-	(299.92)	-
Reversal during the year	(16.23)	-	-
Closing balance	**57.56**	**73.79**	**359.05**

(All amounts are Rs. in Millions, except for share and per share data and where otherwise stated)

13 (a) Cash and bank Balances

	Consolidated As at March 31, 2023	Standalone As at March 31, 2022	Standalone As at March 31, 2021
Cash and cash equivalents			
Cash on hand	0.00	0.24	0.11
Balances with banks			
- in current accounts (Refer Note below)	195.89	6.87	27.78
	195.89	**7.11**	**27.89**

Note: The Parent Company is a program manager for various programs of the banks for its prepaid cards and accordingly banks maintain the pool accounts for these prepaid card program where funds are held. These accounts are opened primarily for settlement and collection activities with respect to operations facilitated by the Parent Company.
Accordingly, the balance in the aforesaid bank accounts are not included in 'Balance with Banks' above as these are not owned or contractually available for use by the Parent Company and set aside for settlement of usage by the Parent Company's pre-paid card customers.

(b) Bank balances other than Cash and Cash equivalents :	Consolidated As at March 31, 2023	Standalone As at March 31, 2022	Standalone As at March 31, 2021
- Deposits with remaining maturity less than 12 months:			
- Margin money deposits (Refer Note below)	9.00	9.00	-
- Deposits under lien (Refer Note below)	21.07	20.00	5.00
	30.07	**29.00**	**5.00**

Note : Represents deposits held as margin money/commitment with the banks

14 Other current assets

	Consolidated As at March 31, 2023	Standalone As at March 31, 2022	Standalone As at March 31, 2021
Advance to suppliers	81.98	50.33	3.67
Advances to employees	3.00	0.48	0.66
Prepaid Cards with loading	344.76	94.10	63.08
Balance with government authorities	-	-	29.37
Share issue expenses*	61.65	-	-
Others	-	3.81	22.70
Less : Provision for credit impaired balances	-	-	(20.01)
	491.39	**148.72**	**99.47**

* During the year ended March 31, 2023, the Parent Company has incurred share issue expenses in connection with proposed public offer of equity shares of which Rs. 61.65 Mn is accounted for various services received for Initial Public Offer. In accordance with the Companies Act, 2013 ("the Act") and also as per the Offer Agreement entered between the Parent Company and the selling shareholders, the selling shareholders shall reimburse the share issue expenses in proportion to the respective shares offered for sale. Accordingly the Parent Company will partly recover the expense incurred in connection with the issue on completion of the Initial Public Offer (IPO). The Parent Company's share of expenses shall be adjusted against securities premium to the extent permissible under section 52 of the Act on successful completion of the IPO. The entire amount has been carried forward and disclosed under the head 'Share issue expenses' under 'Other current assets; (to the extent of not written off or adjusted).The amount which is receivable from the selling shareholders is not disclosed separately as the amount is not determinable at this stage pending completion of the IPO.

15 Equity Share capital

	Consolidated As at March 31, 2023	Standalone As at March 31, 2022	Standalone As at March 31, 2021
Authorized share capital			
12,00,00,000 (March 31, 2022: 51,03,785 and March 31, 2021: 20,00,000) Equity Shares of Rs. 1 Each (March 31, 2022: Rs. 10 Each and March 31, 2021: Rs. 10 Each)	120.00	51.04	20.00
Issued, subscribed and paid up			
92,218,710 (March 31, 2022: 1,80,000 and March 31, 2021: 1,80,000) Equity Shares of Rs. 1 Each (March 31, 2022: Rs. 10 Each and March 31, 2021: Rs. 10 Each)	92.22	1.80	1.80
	92.22	**1.80**	**1.80**

Notes:

i) Reconciliation of Authorised equity share capital at the beginning and at the end of the reporting year:

	Consolidated For the year ended March 31, 2023		Standalone For the year ended March 31, 2022		Standalone For the year ended March 31, 2021	
Particulars	**No. of Shares**	**Amount in Rs.**	**No. of Shares**	**Amount in Rs.**	**No. of Shares**	**Amount in Rs.**
Outstanding at the beginning of the year	51,03,785	51.04	20,00,000	20.00	20,00,000	20.00
Add: Increase in Authorised Capital	68,96,215	68.96	31,03,785	31.04	-	-
Before adjustment of sub-division of shares	1,20,00,000	120.00	51,03,785	51.04	20,00,000	20.00
Adjusted No.of shares on Account of sub-division of equity shares [Refer Note (iii) below]	12,00,00,000	120.00	-	-	-	-

(All amounts are Rs. in Millions, except for share and per share data and where otherwise stated)

ii) Reconciliation of equity shares outstanding at the beginning and at the end of the reporting year:

	Consolidated For the year ended March 31, 2023		Standalone For the year ended March 31, 2022		Standalone For the year ended March 31, 2021	
Particulars	**No. of Shares**	**Amount in Rs.**	**No. of Shares**	**Amount in Rs.**	**No. of Shares**	**Amount in Rs.**
Outstanding at the beginning of the year	1,80,000	1.80	1,80,000	1.80	1,80,000	1.80
Add: Issue during the year	821	0.01	-	-	-	-
Before adjustment of sub-division of shares	1,80,821	1.81	1,80,000	1.80	1,80,000	1.80
Adjusted No.of shares on account of sub-division	18,08,210	1.81	-	-	-	-
Add: Bonus share issued during the year	9,04,10,500	90.41	-	-	-	-
	9,22,18,710	92.22	1,80,000	1.80	1,80,000	1.80

iii) Shareholders vide the Extra-ordinary general meeting dated July 27, 2022, have approved the following :

a. Increase in Authorized Share Capital of the Parent Company from Rs. 51.04 Mn divided into 51,03,785 Equity Shares of Rs.10/- each to Rs. 120.00 Mn divided into 1,20,00,000 Equity Shares of Rs.10/- each, by creation of 68,96,215 Equity Shares of Rs.10/- each, ranking pari passu with the existing Equity Shares of the Parent Company.

b. Sub-division of the Authorised Share Capital consisting of 1,20,00,000 equity shares of the Parent Company having face value of Rs. 10 each into 12,00,00,000 equity shares of face value of Rs. 1 each w.e.f., July 27, 2022, without altering the aggregate amount of the same.

c. Further, the issued, subscribed and paid-up share capital consisting of 1,80,821 equity shares of the Parent Company having face value of Rs. 10 each shall stand sub-divided into 18,08,210 equity shares having face value of Rs. 1 each w.e.f., July 27, 2022 without altering the aggregate amount of such capital and shall rank pari passu in all respects and carry the same rights as to the existing fully paid-up equity shares of ₹ 10 each of the Parent Company.

d. Issue of fully paid bonus shares of Rs.1 each in proportion of 50 equity shares for every 1 existing equity share by capitalizing a sum of Rs. 90.41 Mn from the Securities Premium account available with the Parent Company.

iv) Rights, preferences and restrictions attached to equity shares of Rs. 1 each (Mar'22 & Mar'21 - Rs. 10 each), fully paid up:

The Parent Company has only one class of equity shares having par value of Rs.1 each (Mar'22 & Mar'21 - Rs.10 each) per share. Each holder of equity shares is entitled to one vote per share. The Parent Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Parent Company, the holders of equity shares will be entitled to receive remaining assets of the Parent Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

v) Shares held by shareholders holding more than 5% in the Parent Company as at

	Consolidated As at March 31, 2023		Standalone As at March 31, 2022		Standalone As at March 31, 2021	
Name of Shareholder	**No. of Shares**	**% Holding**	**No. of Shares**	**% Holding**	**No. of Shares**	**% Holding**
Raj P Narayanam	4,76,85,000	51.71%	93,500	51.94%	93,500	51.94%
Ventureast Proactive Fund LLC	58,70,100	6.37%	11,510	6.39%	11,510	6.39%
Avinash Ramesh Godkhindi	91,80,000	9.95%	18,000	10.00%	18,000	10.00%
Zuzu Software Services Pvt Ltd	1,74,76,992	18.95%	35,896	19.94%	30,656	17.03%

vi) Shareholding of promoters

	Consolidated As at March 31, 2023		Standalone As at March 31, 2022		Standalone As at March 31, 2021	
Name of promoter	**No. of Shares**	**% Holding**	**No. of Shares**	**% Holding**	**No. of Shares**	**% Holding**
Raj P Narayanam	4,76,85,000	51.71%	93,500	51.94%	93,500	51.94%
Avinash Ramesh Godkhindi	91,80,000	9.95%	18,000	10.00%	18,000	10.00%

vii) As at March 31, 2023, 24,23,369 equity shares of Rs. 1 each of the Parent Company (March 31, 2022: Nil and March 31, 2021: Nil) reserved for issue under employee share option plans.

16 Other equity

	Consolidated As at March 31, 2023	Standalone As at March 31, 2022	Standalone As at March 31, 2021
Securities premium [Refer Note (i) below]	174.92	115.73	21.91
Retained earnings [Refer Note (ii) below]	74.57	(154.44)	(479.90)
Other comprehensive income [Refer Note (iii) below]	1.67	1.33	0.68
Employee stock options outstanding reserve [Refer Note (iv) below]	144.13	-	-
Total other equity	**395.29**	**(37.38)**	**(457.31)**

Notes:

(i) Securities premium

	Consolidated For the year ended March 31, 2023	Standalone For the year ended March 31, 2022	Standalone For the year ended March 31, 2021
Balance at the beginning of the year	115.73	21.91	21.91
Add : Scheme of Arrangement			
- Security premium on business combination (Refer Note 33)	-	93.82	-
- Security premium on issue of equity shares	149.60	-	-
Less: Issue of bonus shares through Equity Shares [Refer Note 15 - sub note (iii)]	(90.41)	-	-
Balance at the end of the year	174.92	**115.73**	**21.91**

Note: Security premium represent the amount received in excess of the face value of the equity shares. The utilisation of the security premium reserve is governed by the section 52 of the Act.

(All amounts are Rs. in Millions, except for share and per share data and where otherwise stated)

(ii) Retained earnings

Balance at the beginning of the year	(154.44)	(479.90)	(673.20)
Add: Profit for the year	229.01	419.21	193.30
Add : Scheme of Arrangement			
- Retained Earnings from business combination (Refer Note 33)	-	(85.17)	-
- Amalgamation Adjustment Deficit Account (Refer Note 33)	-	(8.58)	-
Balance at the end of the year	**74.57**	**(154.44)**	**(479.90)**

Note: Retained earnings represent the cumulative undistributed profits of the Group and can be utilised in accordance with the provisions of the Act.

(iii) Other comprehensive income (OCI)
Other items of OCI

Remeasurement of defined benefit obligations (liability net of tax)			
Balance at the beginning of the year	1.33	0.68	(0.08)
Add: Changes during the year	0.34	0.65	0.76
Balance at the end of the year	**1.67**	**1.33**	**0.68**

Note: The reserve represent the actuarial gain/(loss) recognised on the defined benefit plan and will not be transferred to retained earnings.

(iv) Employee stock options outstanding reserve

Balance at the beginning of the year	-	-	-
Add: Changes during the year	144.13	-	-
Balance at the end of the year	**144.13**	**-**	**-**

Note: Employee stock option reserve related to share option granted by the Parent Company under its employee share option plan. These will be utilised on exercise of the under lying option.

17 Long term borrowings (at amortised cost)

	Consolidated As at March 31, 2023	Standalone As at March 31, 2022	Standalone As at March 31, 2021
<u>Secured</u>			
Non-Cumulative Redeemable Optionally Convertible Debentures [Refer Note (i) below]	-	-	280.00
Non-Cumulative Redeemable Non-Convertible Debentures [Refer Note (ii) below]	495.84		
Term loans			
- from Banks [Refer Note (iii) below]	187.50	237.58	-
- from Vehicle loans [Refer Note (v) below]	4.18	5.57	6.85
Property loan			
- from Bank [Refer Note (iv) below]	12.13	12.66	-
<u>Unsecured</u>			
Unsecured loans from financial institution [Refer Note (vi) below]	-	-	36.55
Loan from Director [Refer Note (vi) below]	-	-	13.12
Deferred Payables [Refer Note below (vii) below]	310.40	384.24	354.32
Less : Current maturities of long term borrowings [Refer Note: 18]	(496.76)	(156.78)	(313.92)
Total	**513.29**	**483.27**	**376.92**

<u>Details of terms and security in respect of the long-term borrowings:</u>

<u>i. Non-Cumulative Redeemable Optionally Convertible Debentures:</u>

Non-Cumulative Redeemable Optionally Convertible Debentures (OCDs) amounting to Rs. Nil (March 31, 2022: Nil, March 31, 2021 : Rs.280.00 Mn) represents 2,500 No. of Series I and 300 No. of Series II OCDs with a face value of Rs. 1,00,000/- each carrying interest of 11% p.a and are redeemable in 5 years. OCDs are convertible into equity shares at market value in future date at the option of the issuer. These OCDs are secured by First and exclusive charge on present and future movable and unencumbered immovable assets of the Parent Company, personal guarantee of promoters and pledge over the equity shares aggregating to 51% of the paid up equity share capital of the Parent Company held by the promotors. OCDs are fully repaid during the year 2021-22.

<u>ii. Non-Cumulative Redeemable Non-Convertible Debentures:</u>

Non-Cumulative Redeemable Non- Convertible Debentures (NCDs) amounting to Rs. 500 Mn (March 31, 2022: Nil, March 31, 2021 : NIL) represents 500 N0's with a face value of Rs. 10,00,000/- each carrying interest of 13.5% p.a and are redeemable in 3 years in 11 instalments of Rs. 4.5 Mn each. These NCDs are secured by First and exclusive charge on present and future fixed, current, tangible and intangible assets, certain mutual funds investments of the Parent Company.

<u>iii. Term Loan from bank:</u>

Term loan from bank amounting to Rs. 187.50 Mn (March 31, 2022: Rs. 237.58 Mn and March 31, 2021: NA) carries interest of Repo rate + 3.5% (presently 10% p.a.) and is repayable in 60 monthly instalments of Rs. 4.17 Mn each excluding interest beginning from January 2022. The Term loan along with Overdraft facility as below are jointly secured by way of exclusive charges on the current assets of the Parent Company including trade receivables and inventories. The loans are collaterally secured by way of exclusive charge on the immovable properties being commercial property and Residential property, both, belonging to other body corporate. The loans are further secured by way of Corporate Guarantee extended by the said body corporate.

<u>iv. Property Loan:</u>

Property loan taken from bank amounting to Rs. 12.13 Mn (March 31, 2022: Rs. 12.66 Mn and March 31, 2021: NA) carries interest at Repo rate + spread of 2.9% (Presently 6.90% p.a) and is repayable in 195 equated monthly instalments of Rs. 0.12 Mn each beginning from August 2021. The loan is secured by way of mortgage of property, which is yet to be registered in the name of the Parent Company. Advance given for purchase of property is grouped under non current assets (Refer Note 7).

<u>v. Vehicle Loans</u>

Vehicle loans from bank amounting to Rs. 4.18 Mn (March 31, 2022: Rs. 5.57 Mn and March 31, 2021: Rs. 6.85 Mn) carry interest rate of 7.8% to 8.25% p.a and are repayable in 60 equated monthly instalments. The said loans are secured by way of hypothecation of vehicles purchased.

<u>vi. Unsecured Loans</u>

1. Unsecured loans from financial institutions amounting to Rs. Nil (March 31, 2022: Nil and March 31, 2021: Rs. 36.55 Mn) carry interest rate ranging from 12% to 14% and is repayable in 36 instalments
2. Loan from director is amounting to Rs. Nil (March 31, 2022: Nil and March 31, 2021: Rs. 13.12 Mn) interest free and is repayable on demand.

Both unsecured loans from financial institutions and directors are fully settled during the year 2021-22

<u>vii. Deferred payables:</u>

Deferred payables amounting to Rs. 310.40 Mn (March 31, 2022: Rs. 384.24 Mn and March 31, 2021: Rs. 354.32 Mn) are repayable in five instalments starting with March 2022 and ending in December 2023 and carries interest rate of 11% p.a. which is payable along with last instalment. As at reporting date March 31,2023, two of such instalments are pending.

viii. The Parent Company has utilised the loans borrowed during the year for the purpose for which it is obtained as mentioned in the borrowing agreements.

ix. The Group is not declared as a wilful defaulter.

(All amounts are Rs. in Millions, except for share and per share data and where otherwise stated)

18 Short-term borrowings

	Consolidated As at March 31, 2023	Standalone As at March 31, 2022	Standalone As at March 31, 2021
Secured			
Overdraft from bank (Refer Note below)	200.68	4.67	-
Current maturities of long term borrowings (Refer Note: 17)	496.76	156.78	313.92
	697.44	**161.45**	**313.92**

Details of terms and security in respect of the short-term borrowings:

Overdraft Facility taken during the year from ICICI bank amounting to Rs. 200.68 Mn (March 31, 2022: Rs. 4.67 Mn and March 31, 2021: NA) carries interest of Repo rate + 3.1% (presently 9% p.a.) and is repayable on demand. The Overdraft facility along with term loan as above are jointly secured by way of exclusive charge on the current assets of the Parent Company including trade receivables and inventories. The loans are collaterally secured by way of exclusive charge on the immovable properties being commercial property and Residential property, both, belonging to other body corporate. The loans are further secured by way of Corporate Guarantee extended by the said body corporate.

19 Trade payables

	Consolidated As at March 31, 2023	Standalone As at March 31, 2022	Standalone As at March 31, 2021
Trade payables			
- Total outstanding dues of micro and small enterprises [Refer Note: 34]	9.63	7.77	0.08
- Total outstanding dues of creditors other than micro and small enterprises	82.56	99.58	190.96
	92.19	**107.35**	**191.04**

Trade payables are non-interest bearing and are normally settled in 30-90 days terms.

Trade payables ageing schedule
As at March 31, 2023 (Consolidated)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	9.63	-	-	-	9.63
(ii) Others	82.30	0.26	-	-	82.56
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-
(v) Unbilled dues	-	-	-	-	-
	91.93	**0.26**	**-**	**-**	**92.19**

Trade payables ageing schedule
As at March 31, 2022 (Standalone)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	7.77	-	-	-	7.77
(ii) Others	97.88	0.80	0.88	0.02	99.58
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-
(v) Unbilled dues	-	-	-	-	-
	105.65	**0.80**	**0.88**	**0.02**	**107.35**

Trade payables ageing schedule
As at March 31, 2021 (Standalone)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	0.08	-	-	-	0.08
(ii) Others	189.55	1.30	0.08	0.03	190.96
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-
(v) Unbilled dues	-	-	-	-	-
	189.63	**1.30**	**0.08**	**0.03**	**191.04**

20 Provisions

	Consolidated As at March 31, 2023	Standalone As at March 31, 2022	Standalone As at March 31, 2021
Provision for employee benefits			
Provision for gratuity (Refer Note 35)			
Non-current	11.43	7.22	5.66
Current	0.22	0.14	0.11
	11.65	**7.36**	**5.77**

21 Other current liabilities

	Consolidated As at March 31, 2023	Standalone As at March 31, 2022	Standalone As at March 31, 2021
Advances from customers	127.92	109.85	109.70
Client redemption liability	17.65	5.44	3.37
Statutory liabilities	125.73	18.62	29.62
Others	23.66	10.38	6.23
	294.96	**144.29**	**148.92**

(All amounts are Rs. in Millions, except for share and per share data and where otherwise stated)

22 Revenue from operations

	Consolidated For the year ended March 31, 2023	Standalone For the year ended March 31, 2022	Standalone For the year ended March 31, 2021
Revenue from contracts with customers (Refer Note 39)			
Program fee	1,694.53	2,007.03	1,954.89
Propel platform revenue / gift cards	3,597.75	1,539.22	315.54
Platform fee / saaS fee / service fee	242.32	166.30	129.23
	5,534.60	**3,712.55**	**2,399.66**

23 Other income

	Consolidated For the year ended March 31, 2023	Standalone For the year ended March 31, 2022	Standalone For the year ended March 31, 2021
Interest income on deposit with banks	3.70	0.87	0.22
Interest on income-tax refund	-	0.16	2.45
Liabilities no longer required written back	2.26	1.17	-
Net gain on financial assets designated on FVTPL	0.46	0.29	0.26
Miscellaneous income	4.73	1.60	0.34
	11.15	**4.09**	**3.27**

24 Consumption of cards

	Consolidated For the year ended March 31, 2023	Standalone For the year ended March 31, 2022	Standalone For the year ended March 31, 2021
Opening stock of cards	1.12	2.69	0.50
Purchase of cards	17.38	18.89	17.31
Less : Inventory written off	-	(2.68)	-
Less : Closing stock of cards	(0.97)	(1.12)	(2.69)
	17.53	**17.78**	**15.12**

25 Employee benefits expense

	Consolidated For the year ended March 31, 2023	Standalone For the year ended March 31, 2022	Standalone For the year ended March 31, 2021
Salaries, wages & bonus	277.50	143.61	117.21
Contribution to provident fund	5.71	3.41	2.33
Staff welfare	3.74	4.82	3.21
Gratuity	4.75	2.46	1.85
Employee stock option plan	144.13	-	-
	435.83	**154.30**	**124.60**

26 Finance costs

	Consolidated For the year ended March 31, 2023	Standalone For the year ended March 31, 2022	Standalone For the year ended March 31, 2021
Interest on term loans	31.75	30.70	38.86
Interest on debentures	23.40	-	-
Amortised cost on deferred payables	31.16	34.93	34.87
Interest on lease liability	10.90	3.00	3.37
Interest on statutory dues i.e. income tax, GST	15.31	-	-
Fair value of corporate guarantee	1.25	1.25	-
	113.77	**69.88**	**77.10**

27 Depreciation and amortisation expense

	Consolidated For the year ended March 31, 2023	Standalone For the year ended March 31, 2022	Standalone For the year ended March 31, 2021
Depreciation of tangible assets	6.96	2.35	0.97
Amortisation of intangible assets	32.75	9.41	10.59
Amortisation of right-to-use assets	22.28	9.21	8.90
	61.99	**20.97**	**20.46**

(All amounts are Rs. in Millions, except for share and per share data and where otherwise stated)

28 Other expenses

	Consolidated For the year ended March 31, 2023	Standalone For the year ended March 31, 2022	Standalone For the year ended March 31, 2021
Call centre & software support charges	121.61	102.32	123.80
Office rent	2.17	1.20	0.74
Electricity expenses	3.68	1.64	1.67
Repairs & maintenance	2.87	1.94	1.20
Provision for / reversal of credit impaired trade receivables	(16.23)	14.66	6.22
Office maintenance	7.10	5.46	2.53
CSR expense [Refer Note (ii) below]	4.64	-	-
Rates & taxes	0.55	0.35	3.45
Network charges	23.30	6.22	19.59
Legal & professional consultancy charges	31.55	47.57	20.15
Advertisement & business promotion	200.64	129.67	114.11
Incentive / cash back	1,002.01	1,176.43	1,380.31
Courier charges	6.40	4.01	3.80
Advances written off	3.53	-	-
Telephone expenses	1.36	1.19	1.44
Traveling expenses	8.38	3.49	0.28
Auditors remuneration [Refer Note (i) below]	2.35	2.35	0.35
Bank charges	0.47	0.85	0.04
Inventory written off	-	2.68	-
Miscellaneous expenses	5.20	4.82	7.32
	1,411.58	**1,506.85**	**1,687.00**

Note (i) Auditors remuneration:
The following is the breakup of Auditors remuneration (exclusive of indirect taxes)

Particulars	Consolidated For the year ended March 31, 2023	Standalone For the year ended March 31, 2022	Standalone For the year ended March 31, 2021
As auditor			
- Statutory audit	2.25	2.25	0.25
In other capacity			
- Special Purpose Audit -June 2022*	1.30	-	-
- Tax audit and other matters	0.10	0.10	0.10
	3.65	**2.35**	**0.35**

*included in share issue expense (Refer Note 14)

Note (ii) Details of Corporate social responsibility (CSR) expenditure:

Particulars	Consolidated For the year ended March 31, 2023	Standalone For the year ended March 31, 2022	Standalone For the year ended March 31, 2021
(i) Gross amount required to be spent by the Parent Company during the year	4.64	-	-
(ii) Amount spent during the year (in cash)			
- construction/ acquisition of any asset	-	-	-
- on purpose other than above	-	-	-
(iii) (Shortfall) / Excess at the end of the year	(4.64)	-	-
(iv) Total of previous years shortfall	-	-	-
(vi) Details of related party transactions	-	-	-
(vii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately			
Opening provision	-	-	-
Addition during the year	-	-	-
Utilisation	-	-	-
Closing provision	-	-	-

(vii) Reason for shortfall:
Subsequent to year end before April 30, 2023 the Company has spent short fall of CSR expenditure as at March 31, 2023 in an ongoing project.

(All amounts are Rs. in Millions, except for share and per share data and where otherwise stated)

29 Contingent liabilities and commitments

(a) Contingent Liabilities:

Particulars	Consolidated As at March 31, 2023	Standalone As at March 31, 2022	Standalone As at March 31, 2021
Disputed Service Tax *	24.73	272.04	272.04

*During the year 2019-20, the Parent Company had received a show cause notice towards service tax demand amounting to Rs. 272.04 Mn charged on the face value of sale of its prepaid cards/ Gift vouchers etc. The Parent Company has filed appeals before the Commissioner of Central tax, Hyderabad against the aforsaid demand. In the month October 2022, the Parent Company received an order dated March 30, 2022 from Commissioner of Central tax, Hyderabad dropping demand amounting to Rs. 259.75 Mn. and upheld the demand amounting to Rs. 12.29 Mn and further imposed a penalty and late fee for Rs. 12.44 Mn. The Parent Company has further filed a appeal against the the said demand before CESTAT and amount paid under protest Rs. 3.30 Mn.

The Parent Company based on its legal assessment does not believe that any of the pending claims require a provision as at the balance sheet date, as the likelihood of the probability of an outflow of resources at this point of time is low.

(b) Capital commitments

Particulars	Consolidated As at March 31, 2023	Standalone As at March 31, 2022	Standalone As at March 31, 2021
Unexecuted capital orders to the extent not provided for	-	-	-
Investment commitment	5.00	-	-

30 Related party disclosures

(a) Names of related parties and related party relationship

Name of the Related Party	Nature of Relationship
Key Managerial Persons:	
Raj P Narayanam	Director - Executive Chairman
Avinash Ramesh Godkhindi	Managing Director & Chief Executive Officer
Vidya Niwas Khetawat	Chief Financial Officer [w.e.f. Dec 10, 2021, upto Aug 25, 2022]
Hari Priya	Company Secretary [wef Jan 18, 2022]
Venkata Aditya Kumar Grandhi	Chief Financial Officer [w.e.f. Aug 25, 2022]
Abhay Deshpande Raosaheb	Independent Director [w.e.f. Aug 22, 2022]
Aravamudan Krishna Kumar	Independent Director [w.e.f. Sep 26, 2022]
Arun Vijaykumar Gupta	Independent Director [w.e.f. Sep 26, 2022]
Prerna Tandon	Independent Director [w.e.f. Sep 26, 2022]
Other Related Parties	
Magixo IRM Solutions Private Limited	Subsidiary [w.e.f. June 30, 2021 and upto merger appointed dated Nov 1, 2021](Refer Note 33)
Vinita Raj Narayanam	Relative of Key Managerial Person

(b) Transactions with related parties

Particulars	Consolidated As at / For the year ended March 31, 2023	Standalone As at / For the year ended March 31, 2022	Standalone As at / For the year ended March 31, 2021
(i) KMPs Remuneration:	**28.03**	**19.64**	**16.20**
Raj P Narayanam	10.20	10.20	10.20
Avinash Ramesh Godkhindi	8.20	7.06	6.00
Vidya Niwas Khetawat	2.44	1.54	-
Hari Priya	3.70	0.84	-
Venkata Aditya Kumar Grandhi	3.49	-	-
(ii) Purchase of Investment:			
Vinita Raj Narayanam	-	7.70	-
(ii) Repayment of loan			
Raj P Narayanam	-	13.12	-

(c) Balance with with related parties

Particulars	Consolidated As at March 31, 2023	Standalone As at March 31, 2022	Standalone As at March 31, 2021
Loan from Raj P Narayanam	-	-	13.12
Managerial remuneration payable:			
Raj P Narayanam	-	-	0.84
Avinash Ramesh Godkhindi	-	-	0.26

(All amounts are Rs. in Millions, except for share and per share data and where otherwise stated)

31 Earnings per share (EPS)

Basic earnings per share amounts is calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share amounts is calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares 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.

Particulars	Consolidated For the year ended March 31, 2023	Standalone For the year ended March 31, 2022	Standalone For the year ended March 31, 2021
Earnings			
Profit after tax for the year attributable to equity shareholders	229.01	419.21	193.30
Shares			
Original Number of Equity Shares (post sub-division) (Refer note 15)	18,08,210	18,00,000	18,00,000
Add: Impact of Bonus Issue (Refer note 15)	9,04,10,500	9,00,00,000	9,00,00,000
Weighted Average Number of Equity Shares			
For calculating Basic EPS	9,22,18,710	9,18,00,000	9,18,00,000
Effect of dilution:			
- On account of - OCDs*	-	-	-
- On account of - ESOP	7,32,696	-	-
Weighted average number of equity shares for Diluted EPS	9,29,51,406	9,18,00,000	9,18,00,000
Earnings Per Share			
(Face Value Rs. 1 per share) (post share split)			
Basic (Rs.)	2.48	4.57	2.11
Diluted (Rs.)	2.46	4.57	2.11

* OCD's not considered for diluted EPS for the year ended March 31, 2021, due to the fact that there is no fixed number of equity shares to be issued in the future or there is no contract to issue additional equity shares at no consideration. As per the terms, OCDs are convertible into equity shares at market value in future date at the option of the issuer. During the previous year 21-22, the same instruments were settled.

32 Segment Reporting

The Group's operating business are organised and managed according to nature of Products and services provided .This assessment resulted in identification of (a) Programe Fee (b) Platform Fee/Saas Fee/Service fee; (c) Propel platform revenue / Gift Cards as separate lines of business activities at Revenue level, by the Chief Operating Decesion Maker (CODM). However, since the Group does not allocate common operating costs, assets and liabilities across business activities, as per the assessment undertaken by CODM, the allocation resources and assessment of the financial performance is undertaken at the Group level.

a. Segment wise revenue information:

Revenue from Customers	Consolidated For the year ended March 31, 2023	Standalone For the year ended March 31, 2022	Standalone For the year ended March 31, 2021
Program fee	1,694.53	2,007.03	1,954.89
Platform fee / saaS fee / service fee	242.32	166.30	129.23
Propel platform revenue / gift cards	3,597.75	1,539.22	315.54
Total	**5,534.60**	**3,712.55**	**2,399.66**

b. Geographical Segment information:

The Group has whole revenues from customers domiciled in India.

Revenue from Customers	Consolidated As at March 31, 2023	Standalone As at March 31, 2022	Standalone As at March 31, 2021
With in India	5,502.67	3,677.96	2,399.66
Outside india	31.93	34.59	-
Total	**5,534.60**	**3,712.55**	**2,399.66**

c. Information about major customers (from external customers)

During the year the Group has derived revenue from 3 customers (March 31, 2022: 2 and March 31, 2021: 2) totalling to Rs. 2,878.89 Mn (March 31, 2022: Rs. 1,877.38 Mn and March 31, 2021: Rs. 2,027.12 Mn) which amounts to 10% or more of its total revenue.

33 Business Combination:

During the year 2021-22, the Parent Company has acquired 100% stake in Magixo IRM Solutions Private Limited ("Magixo"), engaged in the business which is complementary/similar to the business of the Parent Company and later has became wholly owned subsidiary of the Parent Company and under common control w.e.f. June 30, 2021. The Parent Company to have combine synergies and for economies of scale, it has decided by Board Meeting dated November 15, 2021 to merge Magixo with the Parent Company from the proposed appointed date i.e November 1, 2021.

Accordingly, the Parent Company has entered into scheme of arrangement in the form of merger and vesting of Magixo w.e.f November 1, 2021 which was approved by Regional Director, South East Region, Ministry of Corporate Affairs on March 1, 2022.

The effect of such scheme of arrangements have been accounted under Pooling of Interest Method in the books of account of the Parent Company in accordance with IND AS's as per which existing holding of Parent Company in Magixo gets cancelled pursuant to scheme of arrangement.

(All amounts are Rs. in Millions, except for share and per share data and where otherwise stated)

Business combinations of entities under common control are accounted for, using the Pooling of Interest Method wherein all the assets and liabilities, of the Transferor Company are record at the respective book values thereof.
As per Appendix 3 of Ind AS 103 on Business Combination The value of investments held by the Transferee Company in the Transferor Company shall stand cancelled pursuant to amalgamation and the surplus, if any, arising between the (i) carrying value of assets, liabilities and reserves pertaining to the Transferor Company and (ii) carrying value of investment in equity shares of Transferor Company in the books of Transferee Company shall be credited to capital reserve in the books of Transferee Company and should be presented separately from other capital reserves with disclosure of its nature and purpose in the notes. In case of deficit, the same would be adjusted against the revenue reserve of the transferee Company in absence of any capital reserve and in case the transferee Company has no reserves or has inadequate reserves, the debit will be to an account appropriately titled and be disclosed under Other Equity in the financial statements of the Transferee Company.

Accordingly, excess of Investment in Magixo over the net carrying value of assets, liabilities and reserves pertaining to Magixo is debited to Retained earnings of the Parent Company as "Amalgamation Adjustment Deficit Account".

a. The book value of assets and liabilities as of November 1, 2021, recognized as follows:

Particulars	**Amount (Rs. In Mn)**
Other non-current assets	5.66
Inventories	0.15
Trade receivables	1.12
Cash and cash equivalents	0.27
Other current assets	6.14
Profit & loss account - Debit Balance	85.17
Short term borrowings	(0.08)
Trade payables	(0.32)
Other current liabilities	(0.03)
Securities premium account	(93.82)
Net assets of Magixo	**4.26**

b. Adjustment to Retained Earnings on account of Amalgamation:

Net assets of Magixo (A)	4.26
Investment in equity shares of Magixo IRM Solutions Pvt Ltd **(B)**	12.84
Amalgamation Adjustment Deficit Account (Refer Note 16)	**(8.58)**

34 Details of dues to micro, small and medium enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006"

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006: The amount due to Micro and Small Enterprises as defined in the 'The Micro, Small and Medium Enterprises Development Act, 2006' has been determined to the extent such parties have been identified on the basis of information available with the Group. The disclosures relating to Micro, Small and Medium Enterprises are as under:

	Consolidated As at March 31, 2023	**Standalone As at March 31, 2022**	**Standalone As at March 31, 2021**
(i) Principal amount remaining unpaid to supplier at the end of the year	9.63	7.77	0.08
(ii) Interest due thereon remaining unpaid to supplier at the end of the year	-	-	-
(iii) Payment made to suppliers (other than interest) beyond the appointed day, during the year	-	-	-
(iv) Interest paid to suppliers under MSMED Act (other than Section 16)	-	-	-
(v) Interest paid to suppliers under MSMED Act (Section 16)	-	-	-
(vi) Interest due and payable to suppliers under MSMED Act, for payments already made	-	-	-
(vii)Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED Act (ii) + (vi)	-	-	-

Zaggle Prepaid Ocean Services Limited (formerly known as Zaggle Prepaid Ocean Services Private Limited)
(CIN: U65999TG2011PLC074795)
Annexure VII Notes to Restated Financial Information
(All amounts are Rs. in Millions, except for share and per share data and where otherwise stated)

35. Employee benefits

a) Defined Contribution Plan

Provident Fund:

Contributions were made to provident fund and Employee State Insurance in India for the employees of the Parent Company as per the regulations. These contributions are made to registered funds administered by the Government of India. The obligation of the Parent Company is limited to the amount contributed and it has no further contractual nor any other constructive obligation.

b) Defined Benefit Plan

Gratuity:

The Parent Company provides Gratuity for employees in India as per the Payment of Gratuity Act, 1972. All employees are entitled to gratuity benefits on exit from service due to retirement, resignation or death. There is a vesting period of 5 years on exits due to retirement or resignation. There is a limit of Rs. 2 Mn on the gratuity payable to an employee. This defined benefit plans expose the Company to actuarial risks, such as longevity risk, interest rate risk and market (investment) risk.

The pesent value of the defined benefit obligation and the relevant current service cost are measured using the Projected Unit Credit Method, with actuarial valuations being carried out at each Balance sheet date.

c) Amounts Recognised as Expense:

i) Defined Contribution Plan

Employer's Contribution to Provident Fund amounting to Rs. 5.71 Mn (March 31, 2022: Rs. 3.41 Mn and March 31, 2021: Rs. 2.33 Mn) has been included in Note 25 under Contribution to Provident and Other Funds.

ii) Defined Benefit Plan

Gratuity cost amounting to Rs. 4.75 Mn (March 31, 2022: Rs. 2.46 Mn and March 31, 2021: Rs.1.85 Mn) has been included in Note 25 under gratuity.

d) Amounts recognised in the Financial statements as at year end for Gratuity provision are as under:

		Consolidated As at / For the year ended March 31, 2023	Standalone As at / For the year ended March 31, 2022	Standalone As at / For the year ended March 31, 2021
i)	**Change in Present Value of Obligation**			
	Present value of the obligation at the beginning of the year	7.44	5.77	4.93
	Current Service Cost	4.20	2.07	1.52
	Interest Cost	0.54	0.39	0.34
	Actuarial (Gain)/Loss on Obligation- Due to Change in Financial Assumptions	(0.74)	-	-
	Actuarial (Gain) / Loss on Obligation- Due to Experience Adjustments	0.28	(0.87)	(1.02)
	Present value of the obligation at the end of the year	11.72	**7.36**	**5.77**
ii)	**Bifurcation of present value of Benefit obligation**			
	Current- Amount due within one year	0.22	0.14	0.11
	Non-current- Amount due after one year	11.43	7.22	5.66
	Total	11.65	**7.36**	**5.77**
iii)	**Expected benefit payments in future years**			
	Year 1	0.22	0.14	0.11
	Year 2	0.51	0.30	0.24
	Year 3	0.50	0.29	0.23
	Year 4	0.48	0.43	0.22
	Year 5	3.64	0.27	0.32
	Year 6 to Year 10	1.13	6.38	5.96
iv)	**Sensitivity Analysis**			
	Discount Rate - 1 percent increase	10.57	6.68	5.23
	Discount Rate - 1 percent decrease	12.92	8.15	6.39
	Salary Escalation Rate - 1 percent increase	12.93	8.16	6.40
	Salary Escalation Rate - 1 percent decrease	10.53	6.66	5.22
	Withdrawal Rate - 1 percent increase	11.89	7.47	5.81
v)	**Amounts Recognised in the Balance sheet:**			
	Present value of Obligation at the end of the year	11.65	7.36	5.77
	Fair value of Plan Assets at the end of the year	-	-	-
	Net Liability recognised in the Balance Sheet	**11.65**	**7.36**	**5.77**
vi)	**Amounts Recognised in the Statement of Profit and Loss:**			
	Current Service Cost	4.20	2.07	1.52
	Net interest on net Defined Liability / (Asset)	0.55	0.39	0.33
	Expenses recognised in Statement of Profit and Loss	**4.75**	**2.46**	**1.85**
vii)	**Recognised in other comprehensive income for the period/year**			
	Actuarial (Gains) / Losses on Liability	(0.46)	(0.87)	(1.02)
	Return on Plan Assets excluding amount included in 'Net interest on net Defined Liability / (A	-	-	-
	Recognised in other comprehensive income	**(0.46)**	**(0.87)**	**(1.02)**
viii)	**Actuarial Assumptions**			
	i) Discount Rate Based on yields (as on valuation date) of Government Bonds with a tenure similar to the expected working lifetime of the employees.	7.40%	6.80%	6.80%
	ii) Salary Escalation Rate based on inflation, seniority, promotion and other relevant factors such as demand and supply in the employment market. This assumption has been determined in	5.00%	5.00%	5.00%
	iii) Retirement Age	58	58	58
	iv) Attrition Rate	5% to 1%	5% to 1%	5% to 1%
	v) Mortality Rate	Indian Assured Lives Mortality (2012-14) Ult.		

(All amounts are Rs. in Millions, except for share and per share data and where otherwise stated)

36 Financial instruments

A. Financial instruments by category	Note No.	Fair value level	Consolidated As at March 31, 2023	Standalone As at March 31, 2022	Standalone As at March 31, 2021
			Amortized Cost	Amortized Cost	Amortized Cost
Financial assets					
Non current					
(i) Investments	6	Level 1	4.85	-	-
(ii) Other financial assets	7	Level 2	14.69	7.30	4.13
Current					
(i) Investments	6	Level 1	12.32	-	-
(ii) Trade receivables	12	Level 2	1,026.59	429.51	226.81
(iii) Cash and cash equivalents	13 (a)	Level 2	195.89	7.11	27.89
(iv) Bank balances other than (iii) above	13 (b)	Level 2	30.07	29.00	5.00
(v) Other financial assets	7	Level 2	1.15	-	-
Total financial assets			**1,285.56**	**472.92**	**263.83**
Financial liabilities					
Non current					
(i) Borrowings	17	Level 2	513.29	483.27	376.92
(ii) Lease liablities	4	Level 2	158.65	51.04	31.89
Current					
(i) Borrowings	18	Level 2	697.44	161.45	313.92
(ii) Current lease liablities	4	Level 2	44.10	7.35	7.85
(iii) Trade payables	19	Level 2	92.19	107.35	191.04
Total financial liabilities			**1,505.67**	**810.46**	**921.62**

Note: The Group has not disclosed the fair values for financial instruments such as short-term trade receivables or short-term trade payables because their carrying amounts are a reasonable approximation of fair values.

Note 1: For the purpose of above abbreviations, FVTOCI - Fair value through other comprehensive income; amortised cost - fair value through amortized cost.

Note 2: Other financial assets and liabilities relate to level 3 financial instruments where the carrying value reasonably approximates to their fair value.

B. Financial risk management

The Group activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management
Credit risk	Trade receivables, security deposits and bank deposits.	Ageing analysis. Credit score of customers/ entities.	Monitoring the credit limits of customers and obtaining security deposits
Liquidity risk	Borrowings	Cash flow forecasts managed by finance team under the overview of Senior Management.	Working capital management by Senior Management. The excess liquidity is channelised through bank deposits.

The Group risk management is carried out by the Senior Management under policies approved by the Board of Directors. The Board of Directors provides guiding principles for overall risk management, as well as policies covering specific areas such as credit risk and liquidity risk.

Risk management framework

The board of directors have overall responsibility for the risk management framework. The board of directors are responsible for developing and monitoring the risk management policies. The board of directors monitors the compliance with the risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group.

The risk management policies are to identify and analyze 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 activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

A. Credit risk

i. Credit risk management

Credit risk is the risk that the counterparty will not meet its obligation under a financial instrument or customer contract, leading to financial loss. The credit risk arises principally from its operating activities (primarily trade receivables) and from its investing activities, including deposits with banks and financial institutions and other financial instruments. The carrying amounts of financial assets represent the maximum credit risk exposure.

ii. Provision for Expected credit loss

The Group establishes an allowance for credit loss that represents its estimate of expected losses in respect of trade and other receivables based on the past and the recent collection trend. The maximum exposure to credit risk as at reporting date is primarily from trade receivables amounting to Rs. 57.56 Mn as on March 31, 2023 (Rs. 73.79 Mn as on March 31, 2022 and Rs. 359.05 Mn as on March 31, 2021). The movement in allowance for credit loss in respect of trade receivables during the period was as follows:

Allowance for credit losses	Consolidated As at March 31, 2023	Standalone As at March 31, 2022	Standalone As at March 31, 2021
Opening balance	73.79	359.05	352.83
Credit loss added	-	14.66	6.22
Written off during the year	-	(299.92)	-
Reversal during the year	(16.23)	-	-
Closing balance	**57.56**	**73.79**	**359.05**

Credit risk on cash and cash equivalent is limited as the Group generally transacts with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies.

(All amounts are Rs. in Millions, except for share and per share data and where otherwise stated)

B. Liquidity risk

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.

The table below provides details regarding the undiscounted contractual maturities of significant financial liabilities:

As at March 31, 2023 (Consolidated)

Particulars	Carrying value	Less than 1 year	1-5 years	More than 5 years	Total
Long-term borrowings (excluding current maturities)	513.29	-	566.87	10.22	577.09
Lease liabilities	202.75	50.12	203.48	5.34	258.94
Short-term borrowings	697.44	697.44			697.44
Trade payables	92.19	91.94	0.26	-	92.20
Total	**1,505.67**	**839.50**	**770.61**	**15.56**	**1,625.67**

As at March 31, 2022 (Standalone)

Particulars	Carrying value	Less than 1 year	1-5 years	More than 5 years	Total
Long-term borrowings (excluding current maturities)	483.27	-	449.42	8.81	458.23
Lease liabilities	58.39	11.59	46.26	5.66	63.51
Short-term borrowings	161.45	161.45	-	-	161.45
Trade payables	107.35	107.35	-	-	107.35
Total	**810.46**	**280.39**	**495.68**	**14.47**	**790.54**

As at March 31, 2021 (Standalone)

Particulars	Carrying value	Less than 1 year	1-5 years	More than 5 years	Total
Long-term borrowings (excluding current maturities)	376.92	-	386.81	-	386.81
Lease liabilities	39.74	10.65	26.78	12.85	50.28
Short-term borrowings	313.92	313.92	-	-	313.92
Trade payables	191.04	191.04	-	-	191.04
Total	**921.62**	**515.61**	**413.59**	**12.85**	**942.05**

The Group has secured loans from bank that contain loan covenants. A future breach of covenant may require the Group to repay the loan earlier than indicated in the above table.

C. Market risk

(i) Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

Particulars	Consolidated As at March 31, 2023	Standalone As at March 31, 2022	Standalone As at March 31, 2021
Variable rate borrowings	187.50	237.58	36.55
Fixed rate borrowings	326.71	402.47	641.17

(ii) Sensitivity

Particulars	Consolidated For the year ended March 31, 2023	Standalone For the year ended March 31, 2022	Standalone For the year ended March 31, 2021
Sensitivity			
1% increase in variable rate	(1.88)	(2.38)	(0.37)
1% decrease in variable rate	1.88	2.38	0.37

D. Currency risk

The Group does not have material revenues/assets denominated in foreign exchange and hence Group is not subject to foreign currency fluctuation.

37 Capital Management

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors monitors the return on capital, which the Group defines as result from operating activities divided by total shareholders' equity. The Board of Directors also monitors the level of dividends to equity shareholders.

The debt to adjusted capital ratio at the end of the reporting period was as follows:

	Consolidated As at March 31, 2023	Standalone As at March 31, 2022	Standalone As at March 31, 2021
Total Debt (Refer Note 17 and 18)	1,210.73	644.72	690.84
Less : cash and cash equivalents and bank balances	225.96	36.11	32.89
Adjusted net debt	984.77	608.61	657.95
Total equity	**487.51**	**(35.58)**	**(455.51)**
Adjusted net debt to adjusted equity ratio	**2.02**	**(17.11)**	**(1.44)**

(All amounts are Rs. in Millions, except for share and per share data and where otherwise stated)

38 Income tax

Components of income-rax expense

		Consolidated For the year ended March 31, 2023	Standalone For the year ended March 31, 2022	Standalone For the year ended March 31, 2021
	Tax expense recognised in the Statement of Profit and Loss			
A.	**Current tax**			
	Current year	85.97	10.79	-
	Total	**85.97**	**10.79**	**-**
B.	**Deferred tax**			
	Origination and reversal of temporary differences	1.37	81.78	(11.32)
	Total	**1.37**	**81.78**	**(11.32)**
	Total	**87.34**	**92.57**	**(11.32)**
C.	**Tax on Other Comprehensive Income**			
	Deferred tax			
	Origination and reversal of temporary differences - OCI	(0.12)	(0.22)	(0.26)
	Total	**(0.12)**	**(0.22)**	**(0.26)**

Income tax assets / liabilities (net)

		Consolidated As at March 31, 2023	Standalone As at March 31, 2022	Standalone As at March 31, 2021
D.	Advance tax (net of provision for tax)	119.01	123.59	74.70
E.	Provision for tax (net of advance payment of taxes)	(47.80)	-	-
		71.21	**123.59**	**74.70**

Deferred tax assets (net)

		Consolidated As at March 31, 2023	Standalone As at March 31, 2022	Standalone As at March 31, 2021
F.	Deferred tax asset	23.11	24.59	108.37
G.	Deferred tax liability	-	-	(1.49)
	Deferred tax asset (net)	**23.11**	**24.59**	**106.88**

H. Reconciliation of tax expense and the Accounting Profit

The Income tax expense for the year can be reconciled to the accounting profit as follows:

	Consolidated For the year ended March 31, 2023	Standalone For the year ended March 31, 2022	Standalone For the year ended March 31, 2021
Profit before income taxes	316.35	511.78	181.98
Indian statutory income tax rate	25.17%	25.17%	25.17%
Expected Income Tax Expense	80.00	129.00	46.00
Tax effect of losses of earlier years set off against profits	-	(112.18)	(60.40)
Tax effect of expenditure disallowed under income tax	10.43	9.49	8.15
Others	(3.09)	66.26	(5.07)
Total income tax expense	**87.34**	**92.57**	**(11.32)**

Movement during the period ended March 31, 2023	As at April 1, 2022 (Standalone)	Credit/(charge) in the Statement of Profit and Loss	Credit/(charge) in OCI	As at March 31, 2023 (Consolidated)
Deferred tax assets/(liabilities)				
Depreciation/amortisation of Property, plant and equipment	1.19	1.58	-	2.77
Provision for employee benefits	1.50	1.55	(0.12)	2.93
Provision for doubtful receivables	18.57	(4.08)	-	14.49
Right of use assets (net of lease liability)	0.75	0.77	-	1.52
Others	2.58	(1.18)	-	1.40
Total	**24.59**	**(1.36)**	**(0.12)**	**23.11**

Movement during the year ended March 31, 2022	As at April 1, 2021 (Standalone)	Credit/(charge) in the Statement of Profit and Loss	Credit/(charge) in OCI	As at March 31, 2022 (Standalone)
Deferred tax assets/(liabilities)				
Depreciation/amortisation of Property, plant and equipment	(0.08)	1.27	-	1.19
Provision for employee benefits	1.85	(0.13)	(0.22)	1.50
Provision for doubtful receivables	105.70	(87.13)	-	18.57
Right of use assets (net of lease liability)	0.82	(0.07)	-	0.75
Others	(1.41)	3.99	-	2.58
Total	**106.88**	**(82.07)**	**(0.22)**	**24.59**

Movement during the year ended March 31, 2021	As at April 1, 2020 (Standalone)	Credit/(charge) in the Statement of Profit and Loss	Credit/(charge) in OCI	As at March 31, 2021 (Standalone)
Deferred tax assets/(liabilities)				
Depreciation/amortisation of Property, plant and equipment	1.26	(1.34)	-	(0.08)
Provision for employee benefits	1.24	0.87	(0.26)	1.85
Provision for doubtful receivables	104.13	1.57	-	105.70
Right of use assets (net of lease liability)	0.22	0.60	-	0.82
Others	(11.03)	9.62	-	(1.41)
Total	**95.82**	**11.32**	**(0.26)**	**106.88**

**Deferred tax asset on timing differences on account of brought forward losses and unabsorbed depreciation have not been recognised as at March 31, 2021 in absence of estimation of reasonable certainty of future taxable profits.

(All amounts are Rs. in Millions, except for share and per share data and where otherwise stated)

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.

Significant management judgment is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

39 Revenue from contract with customers

Disaggregated revenue information

Set out below is the disaggregation of the Group's revenue from contract with customers:

Particulars	**Consolidated For the year ended March 31, 2023**	**Standalone For the year ended March 31, 2022**	**Standalone For the year ended March 31, 2021**
Income from Platform and gift card	3,597.75	1,539.22	315.54
Income from Program fee and SaaS fee	1,936.85	2,173.33	2,084.12
	5,534.60	**3,712.55**	**2,399.66**
Within India	5,502.67	3,677.96	2,399.66
Outside India	31.93	34.59	-
	5,534.60	**3,712.55**	**2,399.66**
Timing of revenue recognition			
Services transferred over time	1,936.85	2,173.33	2,084.12
Goods transferred at a point of time	3,597.75	1,539.22	315.54
Total revenue from contracts with customers	**5,534.60**	**3,712.55**	**2,399.66**
Reconciliation of revenue recognised with the contracted price is as follows:			
Contract price	5,534.60	3,712.55	2,399.66
Less: Discounts and disallowances	-	-	-
Total revenue from contracts with customers	**5,534.60**	**3,712.55**	**2,399.66**

Contract balances

Particulars	**Consolidated As at March 31, 2023**	**Standalone As at March 31, 2022**	**Standalone As at March 31, 2021**
Trade receivables	1,026.59	429.51	226.81
Contract assets	-	-	-
Contract liabilities	-	-	-

40 The Group did not have any long term contracts including derivative contracts for which there were any material foreseeable losses. The Group does not have any unhedged foreign currency exposure as at reporting date.

41 Subsequent Events

Shareholders vide the Extra-ordinary general meeting dated August 11, 2023, have approved the following:

a. Increase in Authorized Share Capital of the Parent Company from Rs. 120.00 Mn divided into 12,00,00,000 Equity Shares of Rs. 1/- each to Rs. 150.00 Mn divided into 15,00,00,000 Equity Shares of Rs. 1/- each, ranking pari passu with the existing Equity Shares of the Parent Company.
b. Issue of 5,975,609 equity Shares on preferential basis at the issue price of Rs. 164/- having Face value of Rs. 1/- each. (i.e. including Securities Premium @ Rs. 163).

42 a. The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

b. The Group does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

c. The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

d. The Group have not traded or invested in Crypto currency or Virtual currency during the financial year.

e. The Group have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

f. The Group have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

g. The Group have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

h. The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the certain provisions of the Code will come into effect and the rules thereunder has not been notified. The Group will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

(All amounts are Rs. in Millions, except for share and per share data and where otherwise stated)

43 Employee Stock Based Compensation:

A. Employee Stock Option Plan (ESOP) :

The Parent Company instituted the Zaggle Employee Stock Option Scheme 2022, in which 46,10,936 stock options were approved by the Shareholders in Extra Ordinary General Meeting held on November 21, 2022.

ZAGGLE ESOP 2022 Plan :

During the year, the Parent Company has granted 24,23,369 equity shares of face value Re. 1/- each under Employee Stock Option Scheme. Subsequently the Parent Company had granted 12,48,511 options at exercise price of Rs.1 each and 11,74,858 options at exercise price of Rs.271 each. The fair value of share option grant for exercise price of Rs.1 amounting to 360.52 and exercise price of Rs.271.00 amounting to Rs. 236.59 is estimated at the date of the grant using Black-Scholes method, taking into account the terms and conditions upon which the share option where granted.

Disclosures as per IND AS 102 for outstanding options:

(i) Details of options granted under ZAGGLE ESOP 2022 Plan are as below:

Grant	Grant Date	Number of options granted	Number of options outstanding (as at March 31, 2023)	Exercise Price (in Rs.)	Fair value at grant date (in Rs.)
Type I	29-Sep-22	12,48,511	12,48,511	1.00	360.52
Type II	29-Sep-22	11,74,858	7,11,220	271.00	236.59

(ii) Exercise price and other details

Particulars	Type I		
	Consolidated For the Year ended March 31, 2023	Standalone For the Year ended March 31, 2022	Standalone For the Year ended March 31, 2021
Weighted average exercise price for outstanding options at year end (in Rs.)	1.00	-	-
Weighted average remaining contractual life for outstanding options at year end	3.5 years	-	-
Range of exercise prices for outstanding options at year end (in Rs.)	1.00	-	-

Particulars	Type II		
	Consolidated For the Year ended March 31, 2023	Standalone For the Year ended March 31, 2022	Standalone For the Year ended March 31, 2021
Weighted average exercise price for outstanding options at year end (in Rs.)	271.00	-	-
Weighted average remaining contractual life for outstanding options at year end	3.5 years	-	-
Range of exercise prices for outstanding options at year end (in Rs.)	271.00	-	-

Details of the grant/issue as at March 31, 2023 are given below:

Particulars	Type I					
	Consolidated		Standalone			
	March 31, 2023		March 31, 2022		March 31, 2021	
	No. of share options	Weighted average exercise price in Rs.	No. of share options	Weighted average exercise price in Rs.	No. of share options	Weighted average exercise price in Rs.
Options outstanding at the beginning of the year	-	-	-	-	-	-
Granted during the year	12,48,511	1.00	-	-	-	-
Vested during the year	-	-	-	-	-	-
Exercised during the year	-	-	-	-	-	-
Lapsed during the year	-	-	-	-	-	-
Forfeited during the year	-	-	-	-	-	-
Options outstanding at the end of the year	12,48,511	1.00	-	-	-	-
Options vested and exercisable at the end of the year	12,48,511	1.00	-	-	-	-

Particulars	Type II					
	Consolidated		Standalone			
	March 31, 2023		March 31, 2022		March 31, 2021	
	No. of share options	Weighted average exercise price in Rs.	No. of share options	Weighted average exercise price in Rs.	No. of share options	Weighted average exercise price in Rs.
Options outstanding at the beginning of the year	-	-	-	-	-	-
Granted during the year	11,74,858	271.00	-	-	-	-
Vested during the year	-	-	-	-	-	-
Exercised during the year	-	-	-	-	-	-
Lapsed during the year	3,82,272	271.00	-	-	-	-
Forfeited during the year	81,366	271.00	-	-	-	-
Options outstanding at the end of the year	7,11,220	271.00	-	-	-	-
Options vested and exercisable at the end of the year	7,11,220	271.00	-	-	-	-

Break-up of employee stock compensation expense

Particulars	ZAGGLE ESOP 2022 Plan		
	Consolidated For the Year ended March 31, 2023	Standalone For the Year ended March 31, 2022	Standalone For the Year ended March 31, 2021
KMP	114.83	-	-
Employees other than KMP	29.30	-	-
Total	**144.13**	**-**	**-**

(All amounts are Rs. in Millions, except for share and per share data and where otherwise stated)

44 Additional disclosure as required under paragraph 2 of 'General Instructions for the preparation of Consolidated Financial Statements' of the Schedule III to the Act

	Net assets *		**Share in profit / (loss)**		**Share in other comprehensive income ("OCI")**		**Share in total comprehensive income**	
	As % of consolidated net assets	**Amount**	**As % of consolidated profit / (loss)**	**Amount**	**As % of consolidated OCI**	**Amount**	**As % of consolidated total comprehensive income**	**Amount**
	31 March 2023		**31 March 2023**		**31 March 2023**		**31 March 2023**	
Parent	100.00%	487.51	100.00%	229.01	100.00%	0.34	100.00%	229.35
Subsidiary incorporated outside India								
Zaggle Technologies Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Total	**100.00%**	**487.51**	**100.00%**	**229.01**	**100.00%**	**0.34**	**100.00%**	**229.35**
Consolidation adjustments	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Net amount	**100.00%**	**487.51**	**100.00%**	**229.01**	**100.00%**	**0.34**	**100.00%**	**229.35**

* Net assets means total assets minus total liabilities excluding shareholders funds.

Note:
The disclosure as above represents separate information for each of the consolidated entities before elimination of inter-company transactions. The net impact on elimination of inter-company transactions / profits / consolidation adjustments have been disclosed separately. Based on the group structure, the management is of the view that the above disclosure is appropriate under the requirements of the Act.

(All amounts are Rs. in Millions, except for share and per share data and where otherwise stated)

45 Ratios as per the Schedule III requirements

a) Current Ratio = Current Assets divided by Current Liabilities

Particulars	**Consolidated As at March 31, 2023**	**Standalone As at March 31, 2022**	**Standalone As at March 31, 2021**
Current Assets	1,758.38	615.46	361.86
Current Liabilities	1,176.71	420.58	661.84
Ratio	**1.49**	**1.46**	**0.55**
% Change from previous year	**2.05%**	**165.45%**	**-3.51%**

March 31, 2022: Improvement in ratio is due to repayment of current borrowings in financial year 2021-22 and increase in business operations

b) Debt Equity ratio = Total debt divided by Total equity where total debt refers to sum of current & non current borrowings

Particulars	**Consolidated As at March 31, 2023**	**Standalone As at March 31, 2022**	**Standalone As at March 31, 2021**
Total debt	1,210.73	644.72	690.84
Total equity	487.51	(35.58)	(455.51)
Ratio	**2.48**	**(18.12)**	**(1.52)**
% Change from previous year	**-113.69%**	**1092.11%**	**49.02%**

Reason for change more than 25%:

March 31, 2022: The ratio has decreased from 1.52 in March 2021 to (18.12) in March 2022, due to increase in business volumes in terms of products/new customers resulting into profits and corresponding decrease in carryfarword losses.

March 31, 2023: The ratio has increased from (18.12) in March 2022 to 2.48 in March 2023 due to improved profitability and additional equity raised during the year.

c) Debt Service Coverage Ratio = Earnings available for debt services divided by Total interest and principal repayments

Particulars	**Consolidated As at March 31, 2023**	**Standalone As at March 31, 2022**	**Standalone As at March 31, 2021**
Profit before tax	**316.35**	**511.78**	**181.98**
Add: Non cash operating expenses and finance cost	**175.76**	**90.85**	**97.56**
-Depreciation and amortizations	61.99	20.97	20.46
-Finance cost	113.77	69.88	77.10
Earnings available for debt services	**492.11**	**602.63**	**279.54**
Interest cost on borrowings	55.15	30.70	38.86
Principal repayments	130.00	85.96	21.53
Total Interest and principal repayments	**185.15**	**116.66**	**60.39**
Ratio #	**2.66**	**5.17**	**4.63**
% Change from previous year	**-48.55%**	**11.66%**	**241.18%**

Reasons for change more than 25%:

March 31, 2023: The ratio has decreased from 5.17 in March 2022 to 2.66 in March 2023, mainly on account of repayment of Deferred payables.

d) Return on Equity Ratio / Return on Investment Ratio = Net profit after tax divided by Equity

Particulars	**Consolidated As at March 31, 2023**	**Standalone As at March 31, 2022**	**Standalone As at March 31, 2021**
Net profit after tax	229.01	419.21	193.30
Total equity	487.51	(35.58)	(455.51)
Ratio #	**46.98**	**(1,178.22)**	**(42.44)**
Change in basis points (bps) from previous year	**1,22,519.35**	**-1,13,580.00**	**3,671.04**
% Change from previous year	**-103.99%**	**2676.25%**	**640.66%**

Reason for change more than 25%:

March 31, 2022: The return on equity has increased by 1,13,580 bps in March 2022 as compared to March 2021 mainly due to increase in business volumes resulting into profit after tax and positive change in owner's equity.

March 31, 2023: Return on equity during period March 2023 has improved largely on account of increase in shareholder funds (due to raising of new funds).

e) Inventory Turnover Ratio = Cost of materials consumed divided by closing inventory

Particulars	**Consolidated As at March 31, 2023**	**Standalone As at March 31, 2022**	**Standalone As at March 31, 2021**
Cost of materials consumed	17.53	17.78	15.12
Closing Inventory	0.97	1.12	2.69
Inventory Turnover Ratio #	**18.07**	**15.88**	**5.62**
% Change from previous year	**13.84%**	**182.43%**	**-95.51%**

Reason for change more than 25%:

March 31, 2022: The ratio has increased from 5.62 in March 2021 to 15.88 in March 2022,on account of increased consumption of stock vis a vis decrease in the overall inventory maintained by the Company.

f) Trade Receivables turnover ratio = Credit Sales divided by Closing trade receivables

Particulars	**Consolidated As at March 31, 2023**	**Standalone As at March 31, 2022**	**Standalone As at March 31, 2021**
Credit Sales	5,534.60	3,712.55	2,399.66
Closing Trade Receivables	1,026.59	429.51	226.81
Ratio #	**5.39**	**8.64**	**10.58**
% Change from previous year	**-37.63%**	**-18.30%**	**146.51%**

Reason for change more than 25%:

March 31, 2023: The ratio has decreased from 8.64 in March 2022 to 5.39 in March 2023, on account of increase in credit sales.

Zaggle Prepaid Ocean Services Limited (formerly known as Zaggle Prepaid Ocean Services Private Limited)
(CIN: U65999TG2011PLC074795)
Annexure VII Notes to Restated Financial Information
(All amounts are Rs. in Millions, except for share and per share data and where otherwise stated)

g) Trade payables turnover ratio = Credit purchases divided by closing trade payables

Particulars	Consolidated As at March 31, 2023	Standalone As at March 31, 2022	Standalone As at March 31, 2021
Credit Purchases	3,188.70	1,435.08	296.67
Closing Trade Payables	92.19	107.35	191.04
Ratio #	**34.59**	**13.37**	**1.55**
% Change from previous year	**158.74%**	**760.84%**	**302.98%**

Reason for change more than 25%:

March 31, 2022: The ratio has increased from 1.55 in March 2021 to 13.37 in March 2022, on account of improved payables position (Company paid off efficiently) and maintained lower payable levels despite increase in the consumption.

March 31, 2023: The ratio has decreased from 13.37 in March 2022 to 34.59 in March 2023, on account of Improved payable position.

h) Net capital Turnover Ratio = Sales divided by Net Working capital whereas net working capital= current assets - current liabilities

Particulars	Consolidated As at March 31, 2023	Standalone As at March 31, 2022	Standalone As at March 31, 2021
Sales	5,534.60	3,712.55	2,399.66
Net Working Capital	581.67	194.88	(299.98)
Ratio	9.52	19.05	(8.00)
% Change from previous year	**-50.03%**	**-338.13%**	**-132.03%**

Reason for change more than 25%:

March 31, 2022: The ratio has increased from (8.00) in March 2021 to 19.05 in March 2022, on account of significant change in sales coupled with changing of negative working capital into positive working capital as on the balance sheet date.

March 31, 2023: The ratio has decreased from 19.05 in March 2022 to 9.52 in March 2023 on account of increase in turnover but no corresponding increase in the working capital.

i) Net profit ratio = Net profit after tax divided by Sales

Particulars	Consolidated As at March 31, 2023	Standalone As at March 31, 2022	Standalone As at March 31, 2021
Net profit after tax	229.01	419.21	193.30
Sales	5,534.60	3,712.55	2,399.66
Ratio #	4.14%	11.29%	8.06%
Change in basis points (bps) from previous year	**-715.39**	**323.64**	**261.26**
% Change from previous year	**-63.33%**	**40.07%**	**48.16%**

Reason for change more than 25%:

March 31, 2022: The ratio has increased from 8.06 in March 2021 to 11.29 in March 2022,on account of increase in overall revenue from operations of the Company which has resulted in better utilisation of capacity and lowering of fixed expenses.

March 31,2023: The ratio has decreased from 11.29 in March 2022 to 4.14 in March 2023 on account of reduced profitability due to higher salary and other costs due to expansion.

j) Return on Capital employed (pre cash)=Earnings before interest and taxes(EBIT) divided by Capital Employed (pre cash)

Particulars	Consolidated As at March 31, 2023	Standalone As at March 31, 2022	Standalone As at March 31, 2021
Porfit before tax (A)	316.35	511.78	181.98
Finance Costs (B)	113.77	69.88	77.10
Other Income (C)	11.15	4.09	3.27
EBIT (D) = (A)+(B)-(C)	**418.97**	**577.57**	**255.81**
Capital Employed (Pre Cash) (J)=(E)-(F)-(G)-(H)-(I)	**921.82**	**445.25**	**(180.81)**
Total Assets (E)	2,324.49	901.94	513.92
Current Liabilities (F)	1,176.71	420.58	661.84
Current Investments (G)	-	-	-
Cash and Cash equivalents (H)	195.89	7.11	27.89
Bank balances other than cash and cash equivalents (I)	30.07	29.00	5.00
Ratio (D)/(J) #	0.45	1.30	(1.41)
Change in basis points (bps) from previous year	**(8,426.78)**	**27,119.81**	**(7,196.83)**
% Change from previous year	**64.96%**	**191.69%**	**-103.53%**

Reason for change more than 25%:

March 31, 2022: The ratio has increased from 1.41 in March 2021 to 1.30 in March 2022, on account of significant rise in EBIT due to increase in business volume in terms of products/new customers.

March 31, 2023: The ratio has decreased from 1.30 in March 2022 to 0.45 in March 2023, reduced profitability and increased capital employed due to growth/expansion.

46 The Parent Company has incorporated a wholly owned subsidiary named as Zaggle Technologies Limited (“ZTL”), a private Company in the United Kingdom on January 12, 2023, as a subscriber to the memorandum. ZTL had allotted 1 equity share of GBP 1 to the Company upon incorporation, such shares remained unpaid as of March 31, 2023. ZTL had not commenced any business, operations or activities since its incorporation and there were no transactions during the period January 12, 2023, to March 31, 2023.

The Parent Company’s Board of Directors on its meeting held on August 26, 2023 has decided to request ZTL to apply to the registrar of companies through its director, to strike off its name off the register in compliance with applicable provisions of the UK laws. Accordingly, the strike-off application was duly filed by ZTL on August 26, 2023.

For the purpose of consolidation, above subsidiary is considered as immaterial subsidiary and consolidation procedures done basis unaudited accounts of the subsidiary.

47 The restated financial information were approved by the Board of Directors and authorised for issue on August 29, 2023

As per our report of even date attached

For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No.:105047W

Amit Kumar Agarwal
Partner
Membership No: 214198

For P R S V & Co. LLP
Chartered Accountants
ICAI Firm Registration No.:S200016

Y. Venkateswarlu
Partner
Membership No: 222068

Place: Hyderabad
Date: August 29, 2023

For and on behalf of the Board of
Zaggle Prepaid Ocean Services Limited
(CIN: U65999TG2011PLC074795)

Raj P Narayanam
Executive Chairman
DIN: 00410032

Avinash Ramesh Godkhindi
Managing Director & CEO
DIN : 05250791

Hari Priya
Company Secretary
M No: A22232

Venkata Aditya Kumar Grandhi
Chief Financial Officer
M No: 231164

Place: Hyderabad
Date: August 29, 2023

OTHER FINANCIAL INFORMATION

The accounting ratios of our Company as required under Item 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

Particulars	As of and for Fiscal		
	2023	2022	2021
Basic EPS (₹)	2.48	4.57	2.11
Diluted EPS (₹)	2.46	4.57	2.11
RoNW (%)	46.98	(1,178.22)	(42.44)
NAV per Equity Share (₹)	5.29	(0.39)	(4.94)
Profit before tax (₹ million)	316.35	511.78	181.98
EBITDA (₹ million)	480.96	598.54	276.27

Notes: The ratios have been computed as under:

1. *Basic and diluted EPS:*

   Basic EPS and diluted EPS calculations are done in accordance with the notified Indian Accounting Standard (Ind AS) 33 "Earnings Per Share" prescribed by the Companies (Indian Accounting Standard) Rules, 2015 as per Restated Financial Information, as follows:

   $$\text{Basic EPS} = \frac{\text{Net PAT, as restated, attributable to equity shareholders}}{\text{Weighted average number of equity shares outstanding during the year}}$$

   $$\text{Diluted EPS} = \frac{\text{Net PAT, as restated, attributable to equity shareholders}}{\text{Weighted average number of diluted equity shares outstanding during the year}}$$

2. *RoNW %:*

   RoNW is a measure of profitability (expressed in percentage) and is defined as net profit after tax attributable to our equity shareholders divided by our Total Equity for the year.

3. *Net Worth:*

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

4. *NAV per share (₹):*

   NAV per Share represents NAV per Equity Share as per Restated Financial Information. It is calculated as Net Worth as of the end of relevant year divided by the number of Equity Shares outstanding at the end of such year.

5. *Pre-provision operating profit before tax:*

   Pre-provision operating profit before tax represents profit before tax after adding back impairment on financial instruments as per the Restated Financial Information.

6. *EBITDA:*

   EBITDA is defined as earnings before interest, taxes, depreciation and amortisation. EBITDA excludes other income but includes reversal of provision for doubtful debts.

7. *Accounting and other ratios are derived from the Restated Financial Information.*

For further information in relation to our other accounting ratios, see "*Basis for Offer Price*", "*Our Business—Key Performance Indicators*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Non-GAAP Measures*" on pages 110, 149 and 247, respectively.

Audited Financial Information

In accordance with the SEBI ICDR Regulations, the audited financial information of our Company as of and for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 (collectively, the "**Audited Financial Information**") are available on our website at www.zaggle.in/investor-relations.

Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. Except as disclosed in this Prospectus, the Audited Financial Information and the reports thereon, do not constitute, (i) a part of this 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 or recommendation or solicitation to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere.

Except as disclosed in this Prospectus, the Audited Financial Information, and the reports thereon, should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision.

None of our Company or any of its advisors, nor the 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 Information, or the opinions expressed therein.

RELATED PARTY TRANSACTIONS

For details of the related party transactions, as per the requirements under applicable Indian Accounting Standards, *i.e.*, Ind AS 24 - 'Related Party Disclosures' read with the SEBI ICDR Regulations, for the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, see Note 30 to our Restated Financial Information included in "*Restated Financial Information*" on page 226.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalisation as of March 31, 2023, on the basis of the Restated Financial Information, and as adjusted for the Offer. This table should be read in conjunction with "Risk Factors", "Restated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 31, 195 and 245, respectively.

Particulars	**As of March 31, 2023**	
	Pre-Offer	**As adjusted for the Offer#**
	(₹ million, except ratios)	
Debt* @:		
Short term borrowings (A)	200.68	200.68
Long term borrowings (including current maturities) (B)	1,010.05	1,010.05
Total debt (C=A+B)	**1,210.73**	**1,210.73**
Equity* ∞:		
Equity share capital (D)	92.22	122.10#
Other equity (E)	395.29	5,265.41#
Total equity (F=D+E)	**487.51**	**5,387.51#**
Ratio: Long term borrowings (including current maturities)/ Total equity (G=B/F)	**2.07**	**0.19#**
Ratio: Total debt/ Total equity (H=C/F)	**2.48**	**0.22#**

* *The terms above shall carry the meaning as per Schedule III of the Companies Act. The impact of events subsequent to the year ended March 31, 2023 has not been taken into account for the above disclosure of information. Further, debt has been not adjusted for any adjustments to the borrowings including additional borrowings and repayments, if any, post March 31, 2023.*

\# *Subject to finalisation of Basis of Allotment. Reflects changes in equity share capital and other equity only on account of the proceeds from the Pre-IPO Placement and the Fresh Issue of ₹4,900.00 million, out of which ₹29.88 million has been adjusted towards equity share capital and ₹4,870.12 million has been adjusted towards other equity. Further, other equity has not been adjusted for share issue expenses on account of the Pre-IPO Placement and the Fresh Issue.*

@ *Borrowings with original contractual maturity of more than one year are classified as long term in accordance with the guidance under Schedule III of the Companies Act. All other borrowings have been classified as short term. Long term borrowings includes borrowings from banks and others.*

∞ *On August 11, 2023, the authorised share capital of our Company was increased from ₹120,000,000 consisting of 120,000,000 equity shares of face value of ₹1 each to ₹150,000,000 consisting of 150,000,000 equity shares of face value of ₹1.*

Pursuant to the resolution passed by our Board at their meeting dated August 10, 2023 and the Shareholders at their extraordinary general meeting dated August 11, 2023, our Company has, in consultation with the BRLMs, undertaken a pre-IPO placement of: (i) 4,451,219 Equity Shares in aggregate at an issue price of ₹164 per Equity Share (including a premium of ₹163 per Equity Share) for an amount aggregating to ₹730.00 million; and (ii) 1,524,390 Equity Shares in aggregate at an issue price of ₹164 per Equity Share (including a premium of ₹163 per Equity Share) for an amount aggregating to ₹250.00 million, each by way of a preferential issue in accordance with Section 42 and 62 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014, each as amended. For further details, see "Capital Structure—Notes to Capital Structure—(i) Share Capital History of our Company—(a) History of equity share Capital of our Company" on page 87.

FINANCIAL INDEBTEDNESS

Our Company avails borrowings in the ordinary course of business and for general corporate purposes. For details of borrowing powers of our Board, see "*Our Management—Borrowing Powers of our Board*" on page 181. For the purposes of the Offer, our Company has obtained the necessary consents required under the relevant documentation for their borrowings in relation to the Offer.

A summary of the financial indebtedness of our Company as of March 31, 2023, is set out below.

Nature of Borrowing	Amount Sanctioned[(1)]	Amount Outstanding[(1)]
	(₹ million)	
Secured Borrowings		
Term loan	250.00	187.50
Other loans[(2)]	20.33	16.31
Overdraft facility	245.00	200.68
NCDs	500.00	495.84
Total	**1,015.33**	**900.33**

[(1)] As certified by P R S V & Co. LLP, Chartered Accountants, pursuant to their certificate dated September 8, 2023. Deferred payables amounting to ₹310.40 million as of March 31, 2023 have not been considered.

[(2)] Includes home loans at floating rate and vehicle loans at fixed rate availed by our Company.

For details in relation to financial indebtedness of our Company, see "*Restated Financial Information*" on page 195.

The key details and clauses of the borrowings availed by our Company have been set out below and there may be additional terms, conditions and requirements under the various borrowing arrangements entered into by us.

1. ***Interest:*** Interest rate charged by the lenders ranges from for our loans are typically linked to MCLR ranging up to 7.40% to 10.00%. With respect to the NCDs, the fixed coupon rate is 13.50% per annum payable at such intervals as may be stipulated.

2. ***Tenor:*** The tenor of the loans typically ranges from 60 months to 245 months.

3. ***Security:*** In terms of our borrowings where security needs to be created, we are typically required to create security by way of exclusive charge on the current assets of the Company.

   In one of the facilities availed by us, we are required to create exclusive charge on immovable property owned by eYantra.

4. ***Prepayment:*** Facilities availed by us typically have pre-payment provisions which allow for pre-payment of the outstanding loan amount, by serving a notice to the lender or on receiving prior approval from the lender.

5. ***Key covenants:***

(a) In terms of our facility agreements, sanction letters, and the debenture trust deed in relation to the NCDs, as applicable, we are required to utilise the funds for the purposes for which the facilities have been availed;

(b) take prior consent before availing any loans from any bank/financial institution;

(c) take prior consent before effecting any change in our Company's capital structure or constitutional documents;

(d) take prior consent before undertaking or permitting any merger, de-merger, consolidation, reorganisation, scheme of arrangement or compromise including creation of any subsidiary;

(e) give prior intimation to the lender before changing directors/partners/members/trustees or the management set up constitutional documents, bye laws or organisational structure;

(f) take prior consent before making investments whether by way of deposits, loans or investments in share capital or otherwise, in any concern or providing any credit or giving any guarantee, indemnity or similar assurance except as otherwise provided in the facility agreement;

(g) give prior intimation to the lender before starting any new business, operations or project; or diversification, modernization or substantial expansion of any of its existing business, operations or project, that Company undertakes or may undertake during the currency of the facility;

(h) take prior consent before entering into any management contract or similar arrangements whereby its business or operations are managed by any other person;

(i) to maintain certain financial ratios at specified levels; and

(j) maintain specified levels of shareholding of our Promoters in our Company during the tenor of NCDs.

6. ***Events of Default:***

The following events may, among other events, constitute as events of default:

(a) payment default;

(b) misleading information and representation;

(c) cessation or change of business;

(d) security in jeopardy;

(e) illegality;

(f) expropriation;

(g) change in control; and

(h) any other events of default as stipulated in the facility agreement and the transaction documents in relation to the NCDs.

7. ***Consequences of occurrence of events of default:***

In case of occurrence of events of default set out above, our lender may, among others:

(a) accelerate the facility and declare outstanding amounts under facility immediately due and payable;

(b) cancel the undrawn commitments under the facility;

(c) enforce the security; and

(d) exercise any other rights under the transaction documents or applicable law.

For further details of financial and other covenants required to be complied with in relation to our financing arrangements, see "*Risk Factors—16. We may be unable to service our debt obligations in a timely manner or to comply with various financial and other covenants and other terms and conditions of our financing agreements.*" on page 43.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis is intended to convey the management's perspective on our financial condition and results of operations as of and for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 and should be read in conjunction with our Restated Financial Information, including the schedules, notes and significant accounting policies thereto included in the section titled "Restated Financial Information" on page 195.

In this Prospectus, unless the context otherwise indicates, requires or implies, any reference to "the Company" or "our Company" refers to Zaggle Prepaid Ocean Services Limited, on a standalone basis, and any reference to "we", "us" or "our": (1) for any period prior to January 12, 2023, is a reference to our Company, on a standalone basis, and (2) for any period on or after January 12, 2023, is a reference to our Company together with our Subsidiary, on a consolidated basis, as of and for the relevant years covered by the Restated Financial Information.

Unless otherwise stated, or unless the context requires otherwise, the financial information in this section has been derived from our Restated Financial Information. As of the date of this Prospectus and since the date of its incorporation, our Subsidiary, ZTL, had not commenced any business or conducted any operations, transactions or activities. As a result, the Restated Financial Information does not include the financial performance and financial condition of ZTL, and only reflects the financial position and financial performance of our Company, as of and for the relevant years covered by the Restated Financial Information.

Our financial year commences on April 1 and ends on March 31 of the immediately subsequent year. Accordingly, references to "Fiscal 2023", "Fiscal 2022" and "Fiscal 2021", are to the 12-month period ended March 31 of the relevant year.

Ind AS differs in certain respects from, IFRS and U.S. GAAP and other accounting principles with which prospective investors may be familiar. We have not attempted to quantify the impact of the IFRS or U.S. GAAP on the financial information included in this Prospectus, nor do we provide a reconciliation of our financial information to IFRS or U.S. GAAP. Please also see "Risk Factors—50. Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, IFRS and U.S. GAAP, which may be material to investors' assessment of our financial condition, results of operations and cash flows." on page 60.

This discussion contains certain forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, such as those set forth in the sections entitled "Forward Looking Statements", "Risk Factors" and "Our Business" on pages 29, 31 and 147, respectively. Given these risks and uncertainties, prospective investors are cautioned not to place undue reliance on such forward-looking statements.

Unless stated otherwise, industry and market data used in this section has been obtained or derived from the Frost & Sullivan Report, prepared and issued by Frost & Sullivan pursuant to an engagement letter dated February 9, 2022 and addendum to such engagement letter dated August 19, 2023, and exclusively commissioned and paid for by us in connection with the Offer. The industry related information included herein includes excerpts from the Frost & Sullivan Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be material for the proposed Offer), that has been left out or changed in any manner. Unless otherwise indicated, all financial, operational, industry and other related information derived from the Frost & Sullivan Report and included herein with respect to any particular year refers to such information for the relevant calendar year. The Frost & Sullivan Report is available at the following web-link: www.zaggle.in/investor-relations. For more information, see "Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation" and "Risk Factors—38. Industry information included in this Prospectus has been derived from an industry report commissioned and paid for by us exclusively in connection with the Offer." on pages 25 and 55, respectively.

Overview

Incorporated in 2011, we operate in a segment where we interact and interface with our Customers (*i.e.*, businesses) and end Users (*i.e.*, employees) and are among a small number of uniquely positioned players with a diversified offering of fintech products and services, having one of the largest number of issued prepaid cards in India in partnership with certain of our banking partners (which constituted approximately 16.0% of India's total prepaid transaction volume, as of March 31, 2023), a diversified portfolio of SaaS, including tax and payroll software, and a wide touchpoint reach (*Source: Frost & Sullivan Report*). We are a leading player in spend management, with more than 50 million prepaid cards issued in partnership with banking partners and more than 2.27 million users served, as of March 31, 2023. We offer a differentiated value proposition and diversified user base (*Source: Frost & Sullivan Report*).

We are sector-agnostic, and our network of Customers covers the banking and finance, technology, healthcare, manufacturing, FMCG, infrastructure and automobile industries, among others, where we have relationships with brands such as TATA Steel, Persistent Systems, Vitech, Inox, Pitney Bowes, Wockhardt, MAZDA, PCBL (RP – Sanjiv Goenka Group), Hiranandani group, Cotiviti and Greenply Industries.

We are placed at the intersection of the SaaS and fintech ecosystems, and our SaaS platform is designed for: (i) business spend management (including expense management and vendor management); (ii) rewards and incentives management for employees and channel partners; and (iii) gift card management for merchants, which we refer to as CEMS. Our core product portfolio include:

- ‘**Propel**’, a corporate SaaS platform for channel rewards and incentives, employee rewards and recognition;
- ‘**Save**’, a SaaS-based platform and a mobile application to offer expense management solution for business spend management facilitating digitised employee reimbursements and tax benefits;
- ‘**CEMS**’, a customer engagement management system that enables merchants to comprehensively manage their customer experiences including rewarding merchants through gift card and loyalty benefits;
- ‘**Zaggle Payroll Card**’, a prepaid payroll card that allows our Customers to pay contractors, consultants, seasonal and temporary employees, and unbanked wage workers as an alternative to direct deposits to bank accounts or cash payments; and
- ‘**Zoyer**’, an integrated data driven, SaaS based business spend management platform with embedded automated finance capabilities in core invoice to pay workflows.

‘Propel’, through its automated rewards and recognition platform, solves everyday business problems for our Customers, enabling them to drive growth and unlock value in their business operations. Propel allows our Customers to have an increased engagement with their employees and channel partners, contributing to their business performance. ‘Save’ enables our Customers to digitise, aggregate and manage their business and employee spends, enabling efficiencies through automated workflows. ‘Zoyer’ embeds automation, intelligence and payments into core invoice to pay workflows, providing insights into enterprise wide spends, allowing digitised management of cash outflows and improving business performance.

Fintech players in India are increasingly focusing on the employee-oriented services market as this segment of customers is easy to acquire and retain at lower costs (*Source: Frost & Sullivan Report*). The overall market for spend management software and services (in-house and outsourced; including procurement management, expense management, and payroll management) was estimated to be ₹82 billion in Fiscal 2022 and is expected to surpass ₹200 billion by Fiscal 2027, with the share of outsourced spend management estimated to be around 60.0% during that period (*Source: Frost & Sullivan Report*). Our primary Customers provide us with access to their Users, giving us the benefit of a diversified User base. As of March 31, 2023, we had 1,832 corporate accounts and 579 SMB accounts. As of March 31, 2023, March 31, 2022 and March 31, 2021, our average User base per business was 943, 983 and 828 Users, respectively. As of March 31, 2023, we had issued 10.83 million active cards (*i.e.*, cards that had not expired as of that date) to 2,411 Customers across India. These Customers used our software to manage spends related to their employees, business, channel partners and customers. According to the Frost & Sullivan Report, as of March 31, 2023, our aggregate User base comprised 2.27 million Users.

We offer an ecosystem-based approach across SaaS and fintech, with low Customer Acquisition and Retention Costs in the B2B segment. Our approach revolves around cross-selling, up-selling, and offering our products and services in partnership with other players in the operating ecosystems. Through our arrangements with partner banks and fintechs, our Customers are able to offer their employees, channel partners and consumers a suite of SaaS and fintech solutions. We offer an integrated value proposition through our SaaS platform, providing a combination of payment instruments as well as an integrated mobile application that digitises business and employee spends. API integrations on the platforms provided to our Customers offer them enhanced convenience and an efficient user experience through a simplified dashboard. This enables a clear, distinct and integrated access to our products, and gives us an opportunity to promote and offer our third-party associations through the same dashboard. Our ability to offer diversified SaaS offerings to an existing customer base enables us to launch new products and cross-sell products to our wide User base. Accordingly, we have partnered with, and have entered into arrangements with, DBS Bank, Fibe (formerly, EarlySalary) and Tata Securities to offer their products and VAS, including insurance, investment and tax planning, to our Users on our platform.

Our offerings have features such as a configurable platform for each Customer, allowing for partner on-boarding and automated workflows to track spends and reconciliations, which has helped maintain a consistent Customer retention rate, with only 1.54%, 0.37% and 1.17% of Customers terminating their contracts during Fiscals 2023, 2022 and 2021, respectively. As part of our offering, we have collaborated with our Preferred Banking Partners, and have issued more than 50 million co-branded prepaid cards since inception of our business.

Set forth below is a breakdown of our Customer and User base, as of the dates indicated.

Particulars	**As of March 31,**		
	2023	**2022**	**2021**
Customer base			
Corporate accounts (more than 250 Users)	1,832	1,318	797
SMB accounts (up to 250 Users)	579	435	295
User base	2,274,138	1,723,350	904,713

We have also received various industry awards across employee engagement, card systems, and the broader fintech spectrum. For instance, in 2021, we won the "Best Employee Engagement Program (Multi Industry)" at the Human Excellence Awards. We were also recognised for "Epitomizing Excellence in the BFSI Industry" at the 50 Most Trusted BFSI brands awards by Marksmen Daily, and we won the award for the "Best Digital Card" at the "BW Businessworld Festival of Fintech Conclave Awards, 2021". We were recognised as the "Most Preferred Workplace, 2022" by Marksmen Daily and also received a recognition from the Telangana Government for building a robust and sustainable SaaS and fintech business. We were awarded a certificate of appreciation at the "India Start-up Festival 2022" by Sri Sathya Sai Grama Muddenahalli, Bengaluru. We received "Best B2B Payment Solution Provider" at the "10th Payments Industry Awards, 2023". In addition, we received "Best Payments Solutions of the Year", at BW Businessworld Festival of Fintech Conclave Awards, 2023. For further details in relation to our awards and recognition, see "*History and Certain Corporate Matters—Key awards, accreditations and recognitions*" on page 174.

Basis of Presentation

Since its incorporation on January 12, 2023, our Subsidiary, ZTL, had not commenced any business, operations or activities and, as of the date of this Prospectus, ZTL was in the process of being dissolved and its name being struck off from the register in accordance with applicable law in the United Kingdom. For further details, see "*History and Certain Corporate Matters—Our Subsidiary*" on page 175. As a result, the Restated Financial Information included in this Prospectus does not include the financial performance and financial condition of ZTL, and only reflects the financial position and financial performance of our Company, as of and for the relevant years covered by the Restated Financial Information. Also see "*Risk Factors—37. The Restated Financial Information included in this Prospectus does not reflect the financial condition or financial performance of our Subsidiary, ZTL.*" on page 55.

Non-GAAP Measures

We use certain supplemental Non-GAAP Measures to review and analyse our financial and operating performance from period to period, and to evaluate our business, and for forecasting purposes. Although these Non-GAAP Measures are not measures of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us because they are widely used measures to evaluate a company's operating and financial performance. Further, our management believes that when taken collectively with financial measures prepared in accordance with Ind AS, these Non-GAAP Measures may be helpful to investors because they provide an additional tool for investors to use in evaluating our ongoing results and trends. Presentation of these Non-GAAP Measures and key performance indicators should not be considered in isolation from, or as a substitute for, analysis of our historical financial performance, as reported and presented in our Restated Financial Information set out in this Prospectus.

These Non-GAAP Measures are not defined under Ind AS, are not presented in accordance with Ind AS and have limitations as analytical tools which indicate, among other things, that they do not reflect:

- our cash expenditures or future requirements for capital expenditure or contractual commitments;
- changes in, or cash requirements for, our working capital needs; and
- the finance cost, or our cash requirements.

Although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and these measures do not reflect any cash requirements for such replacements. These Non-GAAP Measures may differ from similar titled information used by other companies, including peer companies, who may calculate such information differently and, hence, their comparability with those used by us may be limited. Therefore, these Non-GAAP Measures and key performance indicators should not be viewed as substitutes for performance or profitability measures under Ind AS or as indicators of our operating performance, cash flows, liquidity or profitability.

Set out below are definitions of certain key Non-GAAP Measures and key performance indicators such as EBIT, EBITDA, EBITDA Margin, Net Profit Ratio, RoE, Current Ratio, Debt to Equity Ratio, Interest Coverage Ratio, Debt Service Coverage Ratio and Net Capital Turnover Ratio presented in this Prospectus, along with a brief explanation of their calculation. Certain other Non-GAAP Measures and key performance indicators are defined in "*Definitions and Abbreviations*" on page 2.

EBIT, EBITDA and EBITDA margin

"**EBIT**" is defined as earnings before interest and taxes. "**EBITDA**" is defined as earnings before interest, taxes, depreciation and amortisation. EBITDA excludes other income but includes reversal of provision for doubtful debts. "**EBITDA Margin**" is defined as our EBITDA during a given period as a percentage of revenue from operations during that period. The table below reconciles our Company's profit for the year to EBIT and EBITDA, for the periods indicated, and sets out our EBITDA Margin, for the periods indicated.

Particulars	Fiscal 2023	Fiscal 2022	Fiscal 2021
	(₹ million, unless otherwise specified)		
Profit for the period (A)	**229.01**	**419.21**	**193.30**
Add:			
Finance cost	113.77	69.88	77.10
Income tax expense	87.34	92.57	(11.32)
EBIT (B)	**430.12**	**581.66**	**259.08**
Add:			
Depreciation and amortization expense	61.99	20.97	20.46
Less:			
Other income	(11.15)	(4.09)	(3.27)
EBITDA (C)	**480.96**	**598.54**	**276.27**
Revenue from operations (D)	**5,534.60**	**3,712.55**	**2,399.66**
EBITDA Margin (C/D) *(%)*	**8.69**	**16.12**	**11.51**
Change in basis points (bps) from previous year *(%)*	(7.43)	4.61	NA
Percentage change from previous year *(%)**	(46.09)	40.05	NA

** Our EBITDA Margin decreased by 46.09% to 8.69% in Fiscal 2023 from 16.12% in Fiscal 2022 primarily due to: (i) an increase in our expenditure towards development of Zoyer; (ii) an increase in our employee benefits expense on account of expense towards employee stock option plan; and (iii) a decrease in our Program Fees on account of a reduction in the interchange rates. Our EBITDA Margin increased by 40.05% to 16.12% in Fiscal 2022 from 11.51% in Fiscal 2021 primarily due to a significant increase in our revenue from operations and due to fixed cost leverage compared to previous year which resulted in lower corresponding costs.*

Profit Ratio/Margin

"**Profit Ratio/ Margin**" quantifies our efficiency in generating profits from our revenue and is calculated by dividing our profit after taxes by our revenue from operations. Set out below is our Profit Ratio/ Margin, for the periods indicated.

Particulars	Fiscal 2023	Fiscal 2022	Fiscal 2021
	(₹ million, unless otherwise specified)		
Profit after taxes (A)	229.01	419.21	193.30
Revenue from operations (B)	5,534.60	3,712.55	2,399.66
Profit Ratio/Margin (A/B)	**4.14**	**11.29**	**8.06**
Change in basis points (bps) from previous year *(%)*	(7.15)	3.23	NA
Percentage change from previous year *(%)**	(63.33)	40.07	NA

** Our Profit Ratio/Margin decreased by 63.33% to 4.14% in Fiscal 2023 from 11.29% in Fiscal 2022 primarily due to a decrease in our profit after tax. Our profit after tax decreased due to: (i) increase in our employee benefit expense on account of expenses towards employee stock option plan; (ii) increase in our expenditure towards development of Zoyer; (iii) increase in our finance costs on account of interest paid against non-cumulative redeemable optionally convertible debentures; and (iv) a decrease in our Program Fees on account of a reduction in the interchange rates. Our Profit Ratio/Margin increased by 40.07% to 11.29% in Fiscal 2022 from 8.06% in Fiscal 2021 primarily due to a significant scale-up in our business during the year resulting in higher number of Customers and Users and resultant higher proportions of fee revenue whereas our costs remained lower.*

Return on Equity Ratio

Return on equity ("**RoE**") is equal to profit after tax for the year divided by the Total Equity during that period, and is expressed as a percentage. "**Total Equity**" is defined as the aggregate of share capital and other equity. The table below sets out the reconciliation of our RoE to our profit after tax for the year, for the periods indicated.

Particulars	Fiscal 2023	Fiscal 2022	Fiscal 2021
	(₹ million, unless otherwise specified)		
Profit after tax (A)	229.01	419.21	193.30
Total Equity (B)	487.51	(35.58)	(455.51)
RoE (A/B) *(%)**	**46.98**	**(1,178.22)**	**(42.44)**

** Our RoE turned positive during Fiscal 2023 with capital infusion coupled with profits earned during this period. In Fiscals 2022 and 2021, our Total Equity was negative on account of carry forward of losses despite there being steady state operational profitability.*

Return on Net Worth

Return on Net Worth ("**RoNW**") is a measure of profitability (expressed in percentage) and is defined as profit after tax for the year divided by our Total Equity for the year. The table below reconciles our profit after tax for the year to RoNW, for the periods indicated.

Particulars	As of and for the financial year ended March 31,		
	2023	2022	2021
	(₹ million, unless otherwise specified)		
Profit after tax for the year (A)	229.01	419.21	193.30
Share Capital	92.22	1.80	1.80
Other Equity	395.29	(37.38)	(457.31)
Net Worth (B)	487.51	(35.58)	(455.51)
Return on Net Worth (A)/(B) *(%)**	**46.98**	**(1,178.22)**	**(42.44)**

** Our RoNW turned positive during Fiscal 2023 with capital infusion coupled with profits earned during this period. In Fiscals 2022 and 2021, our Total Equity was negative on account of carry forward of losses despite there being steady state operational profitability.*

Current Ratio

"**Current Ratio**" is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities. The table below sets out details of our Current Ratio, as of the dates indicated below.

Particulars	As of March 31,		
	2023	2022	2021
	(₹ million, unless otherwise specified)		
Current assets	1,758.38	615.46	361.86
Current liabilities	1,176.71	420.58	661.84
Current Ratio	**1.49**	**1.46**	**0.55**
Percentage change from previous year *(%)**	2.05	165.45	NA

** Our Current Ratio increased by 2.05% to 1.49 in Fiscal 2023 from 1.46 in Fiscal 2022 and increased by 165.45% to 1.46 in Fiscal 2022 from 0.55 in Fiscal 2021 primarily due to higher trade receivables.*

Debt to Equity Ratio

We monitor our capital and financial leverage levels using the Debt to Equity ratio, and is calculated by dividing the Debt (*i.e.*, borrowings (current and non-current) and current maturities of long-term-borrowings) by Total Equity. The table below sets out the calculation of our Debt to Equity ratio, as of the dates indicated below.

Particulars	As of March 31,		
	2023	2022	2021
	(₹ million, unless otherwise specified)		
Total Debt (A)	1,210.73	644.72	690.84
Equity (B)	487.51	(35.58)	(455.51)
Debt to Equity Ratio (A)/(B)	**2.48**	**(18.12)**	**(1.52)**
Percentage change from previous year *(%)**	(113.69)	1,092.11	NA

** Our Debt to Equity ratio increased by 113.69% to 2.48 in Fiscal 2023 from (18.12) in Fiscal 2022 primarily due to increase in our debt levels in Fiscal 2023 on account of issuance of non-cumulative redeemable optionally convertible debentures amounting to ₹500.00 million. Our Total Equity turned positive on account of profits earned during Fiscal 2023 and capital infusion. Our Debt to Equity ratio improved in Fiscal 2022 predominantly on account of profits which improved our Total Equity. Our debt levels remained largely consistent during those periods.*

Interest Coverage Ratio

"**Interest Coverage Ratio**" measures our ability to make interest payments from available earnings and is calculated by dividing the sum of cash profit after tax and interest payment by interest payment. The table below sets out the calculation of our Interest Coverage Ratio, for the periods indicated below.

Particulars	Fiscal 2023	Fiscal 2022	Fiscal 2021
	(₹ million, unless otherwise specified)		
Cash profit after tax (A) *(1)*	292.37	521.96	202.44
Interest payment (B) *(2)*	55.15	30.70	38.86
Interest Coverage Ratio {(A) + (B)}/ (B)	**6.30**	**18.00**	**6.21**
Percentage change from previous year *(%)(3)*	(65.00)	189.86	NA

(1) *Cash profit after tax is the sum of profit before tax and depreciation and amortisation expense but excludes current tax. Our cash profit after tax decreased in Fiscal 2023 on account of an increase in our expenses attributable towards: (i) an increase in our employee benefit expense towards employee stock option plan; (ii) an increase in our expenditure towards development of Zoyer; and (iii) an increase in our finance costs.*

(2) *Interest payment is the sum of interest on term loans and interest on non-cumulative redeemable optionally convertible debentures.*

(3) *Our Interest Coverage Ratio decreased by 65.00% to 6.30 in Fiscal 2023 from 18.00 in Fiscal 2022 primarily due to a decrease in cash profit after tax. Our Interest Coverage Ratio increased in Fiscals 2022 and 2021 largely on account of an increase in profits attributable towards debt holders (cash profit) whereas the interest costs remained broadly consistent in those periods.*

Debt Service Coverage Ratio

"**Debt Service Coverage Ratio**" measures our ability to meet principal and interest payment obligations from available earnings and is calculated by dividing the sum of: (i) earnings available for debt-service, *i.e.*, the profit before tax, (ii) depreciation, (iii) interest, (iv) loss on sale of assets; by the sum of: (i) interest, and (ii) principal repayment (which excludes repayment of optionally convertible debentures pursuant to the term loan availed from ICICI Bank Limited) during the year. The table below sets out the calculation of our Debt Service Coverage Ratio, for the periods indicated below.

Particulars	Fiscal 2023	Fiscal 2022	Fiscal 2021
	(₹ million, unless otherwise specified)		
Profit before tax (A)	316.35	511.78	181.98
Depreciation (B)	61.99	20.97	20.46
Interest (C)	113.77	69.88	77.10
Interest during the year (D)	55.15	30.70	38.86
Principal repayment during the year (E)	130.00	85.96	21.53
Debt Service Coverage Ratio {(A)+(B)+(C)} / {(D)+(E)}	**2.66**	**5.17**	**4.63**
Percentage change from previous year *(%)**	(48.55)	11.66	NA

** Our Debt Service Coverage Ratio decreased by 48.55% to 2.66 in Fiscal 2023 from 5.17 in Fiscal 2022 primarily due to decrease in profit before tax due to reduction in Program Fees on account of reduced interchange rates, increase in our employee benefit expense towards employee stock option plan and increase in interest as a result of interest payment on non-cumulative redeemable optionally convertible debentures. Our Debt Service Coverage Ratio increased in Fiscals 2022 and 2021 largely on account of an increase in profits attributable towards debt holders (cash profit) whereas debt servicing obligations remained consistent in those periods.*

Net Capital Turnover Ratio

"**Net Capital Turnover Ratio**" quantifies our effectiveness in utilizing our working capital and is calculated by dividing our revenue from operations by our working capital (*i.e.*, current assets *less* current liabilities). The table below sets out our Net Capital Turnover Ratio, for the periods indicated.

Particulars	As of and for the financial year ended March 31,		
	2023	**2022**	**2021**
	(₹ million, unless otherwise specified)		
Revenue from operations (A)	5,534.60	3,712.55	2,399.66
Current Assets (I)	1,758.38	615.46	361.86
Current Liabilities (II)	1,176.71	420.58	661.84
Working Capital (B) = (I)-(II)	581.67	194.88	(299.98)
Net Capital Turnover Ratio (A/B)	**9.52**	**19.05**	**(8.00)**
Percentage change from previous year *(%)**	(50.03)	(338.13)	NA

** Our Net Capital Turnover Ratio decreased in Fiscal 2023 on account of an increase in working capital during this period. Our Net Capital Turnover Ratio decreased in Fiscal 2022 on account of an increase in our revenue from operations with no corresponding increase in our working capital during this period.*

Also see "*Risk Factors—36. We have included certain Non-GAAP Measures, industry metrics and key performance indicators related to our operating and financial performance in this Prospectus that are subject to inherent challenges in measurement. These Non-GAAP Measures, industry metrics and key performance indicators may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies*" on page 54.

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Discussion of our Key Performance Indicators

We utilize a set of financial and non-financial key performance indicators that our management reviews in evaluating the performance of our business. Our management believes that the presentation of these key performance indicators in this Prospectus are important to understanding our performance from period to period and also have an impact on our results of operations. These key performance indicators may or may not be comparable with similarly-titled metrics presented by other entities operating in our industry. These indicators are not intended to be a substitute for, or superior to, any measures of performance prepared in accordance with Ind AS, and may not fully reflect our financial performance, liquidity, profitability or cash flows. Set forth below are some of our key operational performance indicators as of the dates and for the periods indicated, along with reasons for the changes, increases or decrease in these key operational performance indicators during the periods indicated.

Metric	**As of and for the financial year ended March 31,**			**Primary reasons for the changes, increases or decrease in key operational performance indicators**
	2023	**2022**	**2021**	
Platform fee / SaaS fee / Service fee[1] *(₹ million)*	242.32	166.3	129.23	Our platform fee / SaaS fee / service fee increased by 45.71% in Fiscal 2023 and 28.69% in Fiscal 2022 primarily due to addition of new Customers and expansion of our User base across products. Further, we experienced growth in our User base from existing Customers in these periods. An increase in SaaS fee per User also contributed to growth in our SaaS fee.
Program Fees[2] *(₹ million)*	1,694.53	2,007.03	1,954.89	Our Program Fee decreased by 15.57% in Fiscal 2023 primarily due to a reduction in interchange fees on account of change in User spend behaviour from online outlets to offline outlets largely on account of the diminution of the effects of the COVID-19 pandemic. Offline outlets entail lower interchange rates. Our Program Fee increased marginally by 2.67% in Fiscal 2022 due to shift in User spends in lower interchange fee merchant categories, reduction in incentives and diversification of our revenue streams resulting from increased 'Propel' points adoption.
Propel platform revenue/gift cards[3] *(₹ million)*	3,597.75	1,539.22	315.54	Our revenue from our Propel platform revenue/gift cards increased by 133.74% and 387.81% in Fiscals 2023 and 2022, respectively, primarily due to an increase in our User base and addition of key Customers using the platform, allowing their Users to adopt 'Propel' points instead of network cards.
Total Customers catered to *(#)*	2,411	1,753	1,092	Our total Customers increased by 37.54% and 60.53% in Fiscals 2023 and 2022, respectively, due to our increased cross-sell and up-sell efforts, incentives and promotions offered and an increase in our product and strategic partnerships.
Aggregate Users on the platform[4] *(#)*	2,274,138	1,723,350	904,713	Our aggregate Users increased by 31.96% and 90.49% in Fiscals 2023 and 2022, respectively, primarily due to our increased cross-sell and up-sell efforts, incentives and promotions offered and an increase in our product and strategic partnerships.
Average Users per account[5] *(#)*	943	983	828	Our average Users per account decreased marginally by 4.07% in Fiscal 2023, primarily due to a disproportionate addition of Customers as compared to the number of Users. Our average Users per account increased by 18.72% in Fiscal 2022, primarily due to expansion of our product portfolio resulting from the launch of new products and an increased adoption of our products by Customers and Users onboarded on our platform, particularly as we targeted large-size Customer accounts during this period, which was accelerated due to the COVID-19 induced lockdowns and restrictions imposed by the Indian Government.
Customer Acquisition and Retention Cost[6] *(₹ million)*	327.40	185.83	136.17	Our Customer acquisition and retention costs increased by 76.18% and 36.47% in Fiscals 2023 and 2022, respectively, commensurate with the significant increase in our new corporate and SME Customers and increased spends by our Users, as we offered them incentives and cash backs, encouraging our Users to transact using their Save and Propel cards, thereby driving spends and increasing our revenues.
Acquisition and Retention Cost per Customer[7] *(₹ million)*	0.50	0.28	0.20	Our Customer Acquisition and Retention Costs per Customer increased by 78.57% and 40.00% in Fiscals 2023 and 2022, respectively, commensurate with the significant increase in our new corporate and SME Customers and increased spends by our Users, as we offered them incentives and cash backs, thereby driving spends and increasing our revenues.

Metric	As of and for the financial year ended March 31,			Primary reasons for the changes, increases or decrease in key operational performance indicators
	2023	2022	2021	
Cash back expense per ₹1 earned from revenue from operations[8] *(₹ million)*	0.18	0.32	0.58	Our cash back expense per ₹1 earned from revenue from operations decreased by 43.75% and 44.83% in Fiscals 2023 and 2022, respectively, pursuant to an increase in transactions carried out by Users across our Save and Propel platforms which was commensurate with the increase in our scale of operations.
Churn[9] *(%)*	1.54	0.37	1.17	Our Churn rates have generally remained low as we offer a differentiated SaaS-based fintech platform, offering a combination of payment instruments, mobile application and API integrations which lend a high degree of stickiness and help reduce the negative impact of low switching costs associated with a SaaS business.
Number of new customers added during the year *(#)*	685	665	670	Our new Customer additions' growth remained flat in Fiscals 2023 and 2022 due to our focus on addition of large-sized Customers and our increased focus on paying Customers.
Average Revenue per customer *(₹ million)*	2.30	2.12	2.20	Our average revenue per customer increased by 8.49% in Fiscal 2023 primarily due to an increase in revenue from existing Customers. Our average revenue per customer decreased marginally by 3.64% in Fiscal 2022 primarily due to growth in the scale of our business and operations with higher number of corporate Customers being added in Fiscal 2021.

Notes:

1. *Platform fee / SaaS fee / Service fee refers to all fee income received by our Company from the Customers, including the fixed monthly subscription fees paid by our Customers on a per User basis and any one-time setup fees and any other fees that may be levied from time to time by our Company to the Customers.*
2. *Program Fees refers to the sum of (i) interchange fees earned on the spend that Users make on the cards; (ii) any other income which we receive from our Preferred Banking Partners and Payment Networks; and (iii) inactivity fees which is earned on the balance amount left on the cards. Interchange fees is the spend-based fees earned from a Payment Network for the transactions carried out by the Users of prepaid cards at offline and/or online outlets.*
3. *Propel platform revenue/gift cards refers to revenue which is received from our Customers for issuing reward points (Propel points) to Customers' employees and channel partners.*
4. *Aggregate Users on the platform refers to the total number of Users served by our Company as of the date.*
5. *Average Users per account refers to the total number of Users divided by total number of Customers.*
6. *Customer Acquisition and Retention Cost refers to digital marketing campaign costs, feet on the street (FOS) and strategic partnership team salaries costs and other advertisement and marketing costs incurred for all the new Customers added in the business in the period.*
7. *Acquisition and Retention Cost per Customer is calculated as Customer Acquisition and Retention Cost divided by the number of new Customers added during the period.*
8. *Cash back expense per ₹1 earned from revenue from operations is calculated as revenue from operations divided by expenses towards incentives and cash back.*
9. *Churn refers to corporates and SMB Customers discontinuing their subscription and other services on our platform.*

For further information, see "*Basis for Offer Price*" and "*Our Business—Key Performance Indicators*" on pages 110 and 149, respectively.

Principal Factors Affecting our Financial Condition and Results of Operations

The following describes certain factors that have had, and we expect will continue to have, a significant effect on our financial condition and results of operations.

Macroeconomic environment in India and favourable trends for the Indian fintech industry

Substantially all of our business activities are conducted in India, and the macroeconomic environment in India has affected, and will continue to affect, our results of operations. A favourable macroeconomic environment is generally characterized by, among other factors, high gross domestic product growth; transparent, liquid and efficient capital markets; low inflation; a high level of business and investor confidence; stable political and economic conditions; and strong business earnings. Unfavourable or uncertain economic conditions mainly result from declines in economic growth, business activity or investor confidence; limitations on the availability of capital or increases in the cost of credit and capital; increases in inflation, interest rates, exchange rate volatility, default rates or the price of basic commodities, capital controls or limits on the remittance of dividends; or a combination of these or other factors.

Consumer confidence, unemployment and overall economic growth rates are among the main factors that often impact consumer spending behaviour. Poor economic conditions reduce the usage of our prepaid cards and the average spends on our prepaid cards, both of which reduce our interchange fee income. Economic growth in India is influenced by, among other things, inflation, interest rates, foreign trade and capital flows. The level of inflation or depreciation of the Indian rupee may limit monetary easing or cause monetary tightening by the RBI. Any increase in inflation, due to increases in domestic food prices or global prices of commodities, including crude oil, the impact of currency depreciation on the prices of imported commodities and additional pass-through of higher fuel prices to consumers, or otherwise, may result in a tightening of monetary policy. While the inflation rates in India are on the rise, a resulting rise in interest rates, and any corresponding tightening of monetary policy may have an adverse effect on economic growth in India.

Strong recovery from the COVID-19 pandemic aided by government plans for financial inclusion and supportive demographics provide huge potential for fintech companies in India. India's economy has sharply recovered after a GDP contraction of 5.8% in Fiscal 2021 due to the COVID-19 pandemic. According to the IMF, India's GDP had grown at 9.1% in Fiscal 2022 and 6.8% in Fiscal 2023 and is expected to grow at approximately 5.9% in Fiscal 2024 and approximately 6.3% in Fiscal 2025. The average GDP growth is expected to be approximately 6.0% from Fiscal 2025 to Fiscal 2029. The IMF projects the global CPI inflation to fall from approximately 8.7% in Fiscal 2022 to approximately 6.8% in Fiscal 2023 and approximately 5.2% in Fiscal 2024. (*Source: Frost & Sullivan Report*).

Our revenue is primarily attributable to our User base in periods which was accompanied by spending by our Users. An increase in spending by our Users facilitate increase in Program Fees we receive. Our Program Fees, which we derive from our arrangements with our banking partners, primarily consists of our share of interchange fees, the spend-based fees earned from Payment Networks for the transactions carried out by the Users of prepaid cards at offline and/or online outlets, pursuant to contractual agreements between our Preferred Banking Partners and Payment Networks.

India's fintech market revenue is estimated to reach approximately ₹8,341.0 billion in Fiscal 2027 from approximately ₹3,123.0 billion in Fiscal 2022 as a result of supporting government policies, rising investments and the highest fintech adoption rate of 87.0%, compared to other countries. India has the fastest-growing digital payments industry in the world, with a five-fold increase in contactless payments from 2016 to 2021 and India's fintech ecosystem has grown rapidly as a result of the regulators assisting fintech by fostering a cashless society. To meet expanding customer demand, the number of businesses accepting contactless payments increased six-fold from 2018 to 2021. The RBI-DPI Index continues to show a considerable increase in digital payment usage and penetration across India. In Fiscal 2022, UPI was expected to account for 86.0% of all consumer payments, with mobile wallets accounting for only approximately 2.4%. With the significant increase in UPI traffic, it was forecasted that digital payments (*i.e.*, debit cards, credit cards and UPI) from consumers to merchants which climbed from 114.0% in Fiscal 2019 to more than 420.0% in Fiscal 2021 and were expected to reach 1,575% growth in Fiscal 2022. India's digital payments industry is expected to grow at a CAGR of approximately 22.0% from 2023 to 2027. The overall market for spend management software and services (in-house and outsourced; including procurement management, expense management, and payroll management) was estimated to surpass ₹200 billion by Fiscal 2027, with the share of outsourced spend management estimated to be around 60.0% during that period (*Source: Frost & Sullivan Report*).

The penetration and growth of debit and credit cards is also growing rapidly in India. Card-based payments registered a CAGR of approximately 10% in terms of volume and approximately 18% in terms of value between Fiscal 2018 to Fiscal 2023. Moreover, the total number of credit card subscribers grew from approximately 63.0 million in Fiscal 2021 to approximately 85.0 million in Fiscal 2023 owing to increasing demands for cashless and convenient transactions, primarily by millennial Customers. The Indian prepaid card market is expected to grow at a CAGR of approximately 35.8% between Fiscal 2022 to Fiscal 2027 as the commercial sector rapidly adapts to the usage of prepaid cards. In January 2023, credit card was linked to UPI, while previously only savings or current accounts could be linked to UPI. Additional initiatives such as India Stack that supports NPCI's Aadhaar authentication requirement for digital payments, transfers, opening new accounts, or mobile connectivity, are expected to drive the fintech industry ahead. (*Source: Frost & Sullivan Report*)

While our results may not necessarily track India's economic growth figures, the Indian economy's performance affects the environment in which we operate. A prolonged period of slow economic growth or a significant deterioration in economic conditions or broader consumer trends would likely affect consumer spending levels directly impacting our Program Fee income.

Impact of interchange fees

Program Fees is one of the largest components of our total revenue from operations, which in turn primarily consists of our portion of interchange fees which are spend-based fees that our banking partners earn for the transactions carried out by the Users of prepaid cards at offline and/or online outlets that we receive from our banking partners, including our Preferred Banking Partners. Set forth below is our revenue from Program Fees, including as a percentage of our total revenue from operations, for the periods indicated.

	Fiscal 2023	**Fiscal 2022**	**Fiscal 2021**
Revenue from Program Fees *(₹ million)*	1,694.53	2,007.03	1,954.89
Revenue from Program Fees as a percentage of total revenue from operations *(%)*	30.62	54.06	81.47

Our revenue from Program Fees primarily consist of our share of interchange fees which are calculated according to contractual agreements entered into by our banking partners, including our Preferred Banking Partners, with the Payment Networks and are largely earned as a percentage of the spending levels on a prepaid card. Interchange fees constituted a significant portion of our Program Fees earned in the Fiscals 2023, 2022 and 2021. Set forth below is the contribution of interchange fees from prepaid cards business including as a percentage of our total revenue from operations, for the periods indicated.

	Fiscal 2023	**Fiscal 2022**	**Fiscal 2021**
Contribution of interchange fees *(₹ million)*	1,225.62	1,880.62	1,907.58
Interchange fees as a percentage of total revenue from operations *(%)*	22.14	50.66	79.49

Together, we have issued more than 50 million co-branded prepaid cards since the inception of our business. As of March 31, 2023, we had issued 10.83 million prepaid cards as compared to 13.21 million prepaid cards as of March 31, 2022.

Interchange fees earned by us ranges up to 2.20% of the spend that Users make on prepaid cards at offline and/or online outlets. We receive a portion of the interchange fees earned by our banking partners when Users make transactions using our prepaid cards. Interchange reimbursement rates in India are generally decided by a Payment Network and are broadly influenced by: (i) the industry of the merchant where the cards are used; (ii) merchant category codes; (iii) transaction value; and (iv) jurisdiction of the transaction (whether domestic or international). The quantum of interchange fees could also broadly influenced by various factors outside our control and any change in general economic or market conditions such as consumer demand, consumer confidence, inflation, employment and disposable income levels, interest rate levels, demographic trends, technological changes or changes in laws or regulations which, among other things, may prescribe a ceiling on, or otherwise restrict our ability to charge interchange fees or similar fees. For instance, with effect from April 2023, interchange fees at a rate of 1.10% of the transaction value will be applicable to payments made to all online merchants, large merchants and small offline merchants having transaction value greater than ₹2,000.00.

In Fiscal 2022, the growth in interchange fees was relatively muted as compared to Fiscal 2021, primarily due to a reversal towards offline spending with the easing of COVID-19 related restrictions in India, as compared to a higher volume of online transactions experienced in Fiscal 2021 when the COVID-19 related lockdowns were enforced. Our revenue from Program Fee decreased by 15.57% from ₹2,007.03 million in Fiscal 2022 to ₹1,694.53 million in Fiscal 2023. This decrease was primarily driven by change in User spend behaviour from online outlets to offline outlets, as offline outlets entail lower interchange rates. Our revenue from Program Fee increased by

2.67% from ₹1,954.89 million in Fiscal 2022 to ₹2,007.03 million in Fiscal 2021 on account of: (i) increased spends in e-commerce, leading to a higher yield of interchange fees per transaction as compared to offline transactions; (ii) increased issuance of prepaid cards, which earn higher interchange fees as compared to interchange fees earned on transactions using physical cards; (iii) re-negotiation of commercial terms with our banking partners and Payment Networks in order to earn higher interchange fees on account of an increase in our Customer base; (iv) increased incentivisation of spends at merchant categories offering a higher interchange such as electronics, e-commerce transactions and fashion; and (v) increased issuance of cards with corporate bank identification numbers (BINs) that earn higher interchange fees as compared to cards with platinum BINs.

By introducing incentives, reward and recognition programs, merchant discounts, partnering with new online/offline merchant partners and aggregators, and expanding our payment capabilities, we continuously work to drive spending levels among our Users, which consequently should increase our Program Fee income.

Our banking partners are subject to certain regulations by various government authorities, including the RBI. Introduction of new laws or regulations by the RBI in respect of our arrangement with our banking partners, if promulgated, could affect our business, financial condition and results of operations. Compliance with new regulations governing our banking partners could also result in significant expenditure for them that could cause them to renegotiate their agreements or curtail their operations. Furthermore, interchange fees on certain transactions are regulated within India. The RBI has implemented regulations limiting interchange fees payable on debit card transactions and similar regulations could be extended to prepaid card transactions in the future. In 2022, the RBI published a 'Discussion Paper on Charges in Payment Systems' which, among other things, deliberates upon the charges structure for payments done through pre-paid instruments. In March 2023, the NPCI issued a circular on merchant transaction charges on pre-paid instruments pursuant to which there have been certain changes to existing rates for other transactions as well. Any change in laws or regulations which, among other things, prescribes a ceiling on, or otherwise restricts our ability to earn interchange fees or similar fees, will have a direct effect on our revenue and results of operations, as we may be required to restructure our activities and incur additional expenses to comply with such changes in laws and regulations.

Our focus on diversification of our streams of revenue in recent periods has resulted in reduction of contribution of interchange fees to our total revenue from operations in the financial periods referred to above. We charge our Customers a platform fee, SaaS fee and service fee for implementing our product offerings. We earn fees from periodic subscriptions from our Customers for the usage of our software and also generate revenue by monetizing 'Propel Points' which are reward points that are calculated, issued and redeemed on our platform. In addition to the revenue stream from subscription fees (including add-on charges, if any), we have also begun to earn merchant commissions and commission on VAS sales. We expect this trend to continue in future financial periods.

Our Customer and User base

Our ability to increase our User base through increasing our number of Customers has been an important factor in the growth of our revenue during the periods under review. Subscription-based fees are largely driven by the number of Users. By acquiring large User bases through our Corporate and SMB Customers, we have over time launched new products to expand our product portfolio and developed the ability to cross-sell and up-sell products to a wider User base.

The table below sets forth brief details of our Users, as of the dates indicated.

	As of March 31,		
	2023	**2022**	**2021**
Number of Users	2,274,138	1,723,350	904,713
Increase in number of Users from the prior financial year end *(%)*	31.96	90.49	185.90

The table below sets forth brief details of our Customers using our products and services, as of the dates indicated.

	As of March 31,		
	2023	**2022**	**2021**
Number of Customers	2,411	1,753	1,092
Increase in number of Customers from the prior financial year end *(%)*	37.54	60.53	-

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During these periods, and as a result of these increases, we experienced a growth in our revenue from operations and profit after tax. The table below sets forth our revenue from operations and profit after tax, for the periods indicated.

	Fiscal 2023	**Increase or (Decrease) from the prior Fiscal**	**Fiscal 2022**	**Increase or (Decrease) from the prior Fiscal**	**Fiscal 2021**	**Increase or (Decrease) from the prior Fiscal**	**Fiscal 2020**
	(₹ million)	*(%)*	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*	*(₹ million)*
Revenue from operations	5,534.60	49.08	3,712.55	54.71	2,399.66	251.17	683.33
Profit after tax	229.01	(45.37)	419.21	116.87	193.30	419.76	37.19

We experienced significant growth in our revenue from 'Propel' and 'Save' in Fiscal 2021 as we promoted our prepaid cards during that period and an increase in adoption rate among Corporates and SMBs of expense management and rewards and recognition solutions, which was accelerated due to the COVID-19 induced lockdowns and restrictions imposed by the Indian government.

Using our strong Customer relationships and investing in our direct and indirect sales and marketing capabilities, along with (i) the expansion of our network of merchants, (ii) leveraging industry tailwinds, and (iii) the post-Covid increase in digitization, we seek to increase our Customer base of Corporate and SMB Customers in India. Furthermore, we intend to expand our operations geographically outside India, in particular, the United States, the United Kingdom and Brazil. We may undertake certain investments in certain target markets by incorporating new entities, contingent on various factors including the regulatory requirements of such geographies, either in the form of equity or debt or a combination of both, or in any other manner as may be decided by our management. These initiatives are expected to result in us incurring additional costs and expenses, including marketing, infrastructure, employee and other expenses as we roll out our platform in different geographies, costs that are likely to not be proportionate to the growth in our subscription-based revenue from Customers in these new markets. While we expect our revenue from operations to continue to grow in the future, the growth rate we experienced in Fiscal 2021 may not be replicable in any future periods.

Arrangements with partners

We have a network of preferred partners, such as banks and fintech merchants with whom we collaborate to offer their and our existing employees, channel partners and Customers, a wide suite of SaaS and fintech solutions. We intend to further leverage our partners' expertise to co-create and build new solutions for our Customers and their Users while acquiring new Customers, merchants and Users with the support of our partners, including for the development of new technologies and products. In addition to using our own sales and marketing teams, we plan to leverage our partner networks while adding new partners to explore additional go-to-market opportunities and grow our Customer base. Going forward, we intend to enable our banking partners penetrate large and small businesses, attracting a wider Customer base that provides an opportunity to cross-sell their offerings. While these strategies may be successful in strengthening our relationships with our partners and increasing the revenue for both our partners and us, we expect to incur additional costs from implementing these strategies.

Impact of 'Propel' platform revenue/gift cards and cost of point redemption/gift cards

'Propel' platform revenue/gift cards are one of the largest components of our total revenue from operations, comprising 65.00%, 41.46% and 13.15% of our total revenue from operations in Fiscals 2023, 2022 and 2021, respectively. 'Propel' is a corporate SaaS platform for channel rewards and incentives, employee rewards and recognition. We recognize 'Propel' revenue on completion of our performance obligations which are met on the redemption of 'Propel' points against a catalogue of gift cards/vouchers. We act as a principal in this process, recognizing consideration for supplies on a gross basis with the corresponding cost of supplies being recorded as an expense. Cost of point redemption/gift cards is directly proportional to our 'Propel' platform revenue/gift cards and is one of the largest components of our total expenses, comprising 60.98%, 44.78% and 13.36% of our total expenses in Fiscals 2023, 2022 and 2021, respectively. Revenue on the sale of a gift card/voucher is recognized at the point in time on transfer of control of the respective gift card/voucher to a Customer.

Research and development costs

Our revenue from operations and profitability are affected by our ability to constantly develop products through R&D, and to provide our services cost-efficiently. In order to meet the demand of our Customers and to develop and introduce newer products, we employ personnel with the necessary skills and experience in our product development team. As of March 31, 2023, we employed 98 employees in our product development and information technology teams. For further details on our R&D capabilities, see "*Our Business—Our Business Operations—Research and Development*" on page 161. Our R&D costs primarily comprise payroll costs for employees in our product development and information technology teams. In Fiscals 2023, 2022 and 2021, we capitalised R&D costs of ₹151.04 million, ₹40.00 million and ₹0.50 million, respectively, in accordance with Ind AS 26, towards the development of Save, Propel and Zoyer. The development and introduction of these new products has contributed to an increase in our Customers and Users with 685, 665 and 670 new Customers being added in Fiscals 2023, 2022 and 2021, respectively. We also intend to deploy proceeds of the Offer towards development of new products in the future. See "*Objects of the Offer—Details of the Objects—2. Expenditure towards development of technology and products*" on page 103.

Impact of Customer Acquisition and Retention Costs

Our success, and our revenue growth in particular, is significantly dependent on our ability to continually attract new Customers and increase our User base, retain existing Customers and drive spends by our Users by offering them with incentives and cash backs. Incentives offered by way of cash backs are recognised as an expense at the time of loading of such cash back onto the cards. Incentives are also recognised when a User redeems the awarded points for vouchers. We also incur advertisement and business promotion expense to attract new Customers and Users, which include expenses towards brand awareness programmes, coupons, giveaway gifts, displays and exhibitions, client engagement activities and advertisement and digital marketing, which together with incentives and cash backs, constitute our Customer acquisition and retention costs ("**Customer Acquisition and Retention Cost**"). By offering incentives and cash backs, which are in the nature of an additional promotional expense, we encourage our Users to transact using their Save and Propel cards, thereby driving spends and increasing our revenues. Furthermore, we also undertake follow-up initiatives promoting our Users utilise the remaining balance from time to time.

Our Customer Acquisition and Retention Costs are one of the largest components of our total expenses, comprising 19.16%, 36.71% and 62.15% of our total expenses in Fiscals 2023, 2022 and 2021, respectively. Customer Acquisition and Retention Costs comprised 18.07%, 31.65% and 57.44% of our total revenue from operations in Fiscals 2023, 2022 and 2021, respectively. Set forth below are brief details related to our Customer Acquisition and Retention Costs, for the periods indicated.

Particulars	Fiscal 2023	Fiscal 2022	Fiscal 2021
	(₹ million)		
Customer Acquisition and Retention Cost[(1)]	327.40	185.83	136.17
Acquisition and Retention Cost per Customer[(2)]	0.50	0.28	0.20

[(1)] Customer Acquisition and Retention Cost refers to digital marketing campaign costs, business promotion costs, feet on the street (FOS) and strategic partnership team salaries costs and other advertisement and marketing costs incurred for all the new customers added in the business in the period.

[(2)] Acquisition and Retention Cost per Customer is calculated as Customer Acquisition and Retention Cost divided by the number of new Customers added during the period.

Our Customer Acquisition and Retention Costs decreased by 14.83% and 14.77% in Fiscals 2023 and 2022, respectively. Our Customer Acquisition and Retention Costs and our Acquisition and Retention Cost per Customer increased commensurate with the significant increase in our new corporate and SMB Customers and increased spends by our Users, as we offered them increased incentives and cash backs, encouraging our Users to transact using their Save and Propel cards, thereby driving spends and increasing our revenues. Further, our Company proposes to utilise a portion of the Net Proceeds towards funding expenditure towards Customer acquisition and retention in future financial periods. For further details see, "*Objects of the Offer—Details of the Objects—1. Expenditure towards Customer acquisition and retention*" on page 102.

Competition

Our presence in the employee expense management segment makes us one of the important spend management competitors in the fintech market. We are also widely recognized across our Customer segments in India as one of the few uniquely positioned players who have the ability to provide multi product solutions under a single platform. However, there has been an increase in the number of new competitors with a rise of technology-driven start-ups in our segments. Vendors typically remain under pressure to offer innovative and differentiated products and services as a Customer always has a vast number of established vendors as options (*Source: Frost & Sullivan Report*).

As competitive pressures intensify, we may be required to expend additional resources to offer a more attractive value proposition to our Customers and Users through increased spending on incentives, innovation, sales and marketing and hiring, which could negatively impact our profit margins. Furthermore, as we expand into new geographies, Customers in these new markets may be unfamiliar with our brand and offerings, and we may need to build or increase brand awareness by increasing investments in digital media and promotional activities in those geographies.

Regulatory environment

We are subject to certain regulations, including, the Payment and Settlement Systems Act, 2007, the Reserve Bank of India Master Directions on Prepaid Payment Instruments, 2021 and the Reserve Bank of India Master Directions on Credit Card and Debit Card – Issuance and Conduct, 2022. For more details, please see "*Key Regulations and Policies in India—Laws in relation to our business"* on page 167. The fintech regulatory framework in India, specifically around pre-paid instruments and digital lending is evolving and is subject to risks of interpretation. The RBI in June 2022 issued a "Payments Vision 2025" (introducing revised guidelines for pre-paid instrument) and in September 2022 issued "Guidelines on Digital Lending" (applicable to entities regulated by the RBI, their lending service providers and digital lending apps). While such regulations and any approval requirements were not applicable to us as of the date of this Prospectus, any change in regulation could significantly impact the manner in which we currently operate our business. Furthermore, our banking partners and channel partners are regulated by the RBI in a more substantial manner. Introduction of new laws or regulations by the RBI in respect of our arrangement with our banking partners or channel partners, if promulgated, could adversely affect our relationship with them.

Critical Accounting Policies

The preparation of our financial statements in conformity with Ind AS requires our management to make judgments, estimates and assumptions that affect the reported amounts of revenues and expenses during the year, assets and liabilities, the accompanying disclosure of contingent assets and liabilities as of the date of the financial statements. Although these estimates are based upon management's best knowledge of current events and actions, uncertainty about these accounting assumptions and estimates could result in the actual results or outcomes being different and requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Appropriate changes in the estimates are made as and when our management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in our financial statements in the period in which changes are made and if material, their effects are disclosed in the notes to our financial statements.

Summary of Significant Accounting Policies

Key accounting policies that are relevant and specific to our business and operations are described below. Our significant accounting policies are described in the notes to the Restated Financial Information in "*Restated Financial Information*" on page 195.

Revenue recognition

Revenue is measured based on the consideration specified in a contract with a Customer net of variable consideration (*e.g.*, discounts), indirect taxes and excludes amounts collected on behalf of third parties. We recognize revenue when we transfers control over a product or service to a Customer. The amount of revenue recognized is at an amount that reflects the consideration to which we expect to be entitled to in exchange for the product or service. Revenue is only recognized to the extent that is highly probable that a significant reversal will not occur.

(i) Program Fees:

We act as Program Manager and Business Correspondent to the Partner Banks for the Co-branded Prepaid Card Instruments. The Co-branded Cards are operated under various schemes (Such as Kuber, Zinger etc.). Program Fees mainly includes revenue from interchange (including residual income) earned from partner banks and excludes amounts collected on behalf of partner banks. Interchange revenue is recognised as per the terms of the arrangement with partner banks, at the point in time, basis the information shared by the banks to us post settlement with network partners. The Incentives / Cash back, as and when incurred by us towards the co-branded prepaid card instruments has been considered as a distinct goods or services and accordingly recorded as an expense.

Banks and Corporates are considered as our Customers. Any amounts receivable from the Customers on account of normal course of business is classified as trade receivable. Further advances received from Customers against which cards are yet to be activated are disclosed as liabilities under advances from Customers.

(ii) Propel platform revenue / Gift cards:

Propel platform revenue from monetisation of platform is recognised on the basis of terms of the agreement with the respective Customers.

We recognise revenue on completion of our performance obligation being met on redemption of propel points against catalogue of gift cards/ vouchers.

We act as a principal and, accordingly, consideration for the supplies is recognized on gross basis with corresponding cost of supplies being recorded as an expense. Revenue on sale of gift cards/ vouchers is recognized only to the extent our performance obligation is met, at the point in time on transfer of the control of the respective gift cards/ vouchers to the Customers.

(iii) Platform fee / SaaS fee/ Service fee:

We earn fees income/SaaS income/service fees income from various activities including User fees, platform fees, customization fees etc. The fee income is recognised when the control in services have been transferred by us, *i.e.*, as and when services have been provided by us and our performance obligation is met. This fee is recognised as income in accordance with the terms of the arrangement with the respective Customers.

Set out below are the factors considered while evaluating the recognition and measurement of the revenue in accordance with the Indian Accounting Standard (Ind AS) 115 – Revenue from Contracts with Customers ("**Ind-AS 115**"):

(i) When (or as) a performance obligation is satisfied, an entity is required to recognise as revenue the amount of the transaction price that is allocated to that performance obligation.

(ii) An entity is required to consider the terms of the contract and its customary business practices to determine the transaction price. The transaction price is the amount of consideration to which an entity expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties. The consideration promised in a contract with a customer may include fixed amounts, variable amounts, or both.

(iii) An entity acts as a principal when it has exposure to the significant risks and rewards associated with the sale of goods or the rendering of services. Features that indicate that an entity is acting as a principal include:

  (a) the entity has the primary responsibility for providing the goods or services to the customer or for fulfilling the order;

  (b) the entity has inventory risk before or after the customer order, during shipping or on return;

  (c) the entity has latitude in establishing prices, either directly or indirectly; and

  (d) the entity bears the customer's credit risk for the amount receivable from the customer.

Based on the aforesaid evaluation of Ind-AS 115, the conditions set out from (iii)(a) to (iii)(d) above are fulfilled in relation to our Propel business and, therefore, revenue is recognised on a gross basis. In addition: (i) we have the primary responsibility for providing goods and services in return for the Propel points/ Customer orders; (ii) inventory risk is on us for goods/ services rendered in return for Propel points/ Customer orders; and (iii) we are able to establish the price at which the products and services to be priced to the Customer on account of redemption of points/ Customer orders. Further, the credit risk is fully taken by us, *i.e.*, in case of default by the end customer on redemption (in case where credit is given by us), the loss is borne by us.

(iv) Interest income:

Interest income is recognized when it is probable that the economic benefits will flow to us and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition. Interest income is included under the heading 'other income' in the statement of profit and loss.

Borrowing cost

Borrowing costs are interest and other costs incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the year in which they are incurred.

Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and financial liability or equity instrument of another entity.

(i) Initial Recognition and measurement

Financial assets and financial liabilities are initially recognised when we become a party to the contractual provisions of the instrument. A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

(ii) Classification and subsequent measurement

Financial assets

All financial assets except Trade receivables are initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

Subsequent measurement: For the purpose of subsequent measurement, financial assets are categorised as under:

- Amortised cost;
- Fair Value through Other Comprehensive Income (FVOCI) – equity investment; or
- Fair Value through Profit or Loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period we change our business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset 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, we may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, we may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

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.

Equity investments at FVOCI: 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.

Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in statement of profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in statement of profit or loss.

(iii) Derecognition

Financial assets

A Financial asset is primarily derecognised when the right to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which we neither transfer nor retain substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If we enter into transactions whereby we transfers assets recognised on our balance sheet, but retain either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

We derecognise a financial liability when our contractual obligations are discharged or cancelled, or expired.

We also derecognise a financial liability when our terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

(iv) Offsetting

Financial assets and financial liabilities are offset and the net amount reported in the balance sheet if there is a currently and legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Property, plant and equipment

(i) Recognition and measurement

Property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment loss, if any. 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. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to us and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to statement of profit or loss during the reporting period in which they are incurred. If an item of property, plant and equipment is purchased with deferred credit period from supplier, such asset is recorded at its cash price equivalent value.

(ii) Depreciation

Depreciation is provided using the Straight-line Method over the useful lives of the assets as estimated by the Management. Depreciation on additions and deletions are restricted to the period of use. Depreciation is charged to statement of profit and loss.

Depreciation is calculated over the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value.

We, based on technical assessment and management estimates, depreciate certain items of property, plant and equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Act. Our Management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. We have estimated the following useful lives to provide depreciation on its property, plant and equipment:

An asset’s carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains or losses arising from disposal of property, plant and equipment which are carried at cost are recognised in the statement of profit and loss.

Depreciation method, useful lives and residual values are reviewed at each period end and adjusted if appropriate.

Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Internally developed intangibles are capitalized to the extent of direct cost related to the development of the respective intangible assets which mainly includes manpower cost. Intangible assets are amortized over the useful economic life assessed which ranges from three to five years and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset are reviewed at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets recognized in the restated statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Investment in Subsidiaries

Investment in Subsidiaries are valued at cost. Dividend income from subsidiaries is recognised when its right to receive the dividend is established.

Inventories

Inventories are valued at the lower of cost or net realizable value. Cost includes purchase price, duties, transport, handing costs and other costs directly attributable to the acquisition and bringing the inventories to their present location and condition. Net realizable value represents the estimated selling price less all estimated costs necessary to make the sale.

Impairment of assets

(i) Impairment of financial instruments

We recognise loss allowances for expected credit losses on financial assets measured at amortised cost and trade receivables. At each reporting date, we assess whether financial assets carried at amortised cost are credit-impaired. A financial asset is ‘credit-impaired’ when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

We measure loss allowances at an amount equal to lifetime expected credit losses.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which we are exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, we consider reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on our historical experience and informed credit assessment and including forward-looking information.

Measurement of expected credit losses

We apply expected credit loss (ECL) model for measurement and recognition of loss allowance on the following:

- Trade receivables
- Financial assets measured at amortised cost (other than trade receivables)
- Financial assets measured at fair value through other comprehensive income (FVTOCI).

We follow a simplified approach wherein an amount equal to lifetime ECL is measured and recognised as loss allowance.

In the case of other assets (listed as ii and iii above), we determine if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12-month ECL is measured and recognised as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognised as loss allowance.

Subsequently, if the credit quality of the financial asset improves such that there is no longer a significant increase in credit risk since initial recognition, we revert to recognising impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to us in accordance with the contract and all the cash flows that we expect to receive (*i.e.*, all cash shortfalls), discounted at the original effective interest rate.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial asset. 12-month ECL are a portion of the lifetime ECL which result from default events that are possible within 12 months from the reporting date.

ECL are measured in a manner that they reflect unbiased and probability weighted amounts determined by a range of outcomes, taking into account the time value of money and other reasonable information available as a result of past events, current conditions and forecasts of future economic conditions.

As a practical expedient, we use a provision matrix to measure lifetime ECL on our portfolio of trade receivables. The provision matrix is prepared based on historically observed default rates over the expected life of trade receivables and is adjusted for forward-looking estimates. At each reporting date, the historically observed default rates and changes in the forward-looking estimates are updated.

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

(i) Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when we determine that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with our procedures for recovery of amounts due.

(ii) Impairment of non-financial assets

Our non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

Our corporate assets (e.g., central office building for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss.

In respect of assets for which impairment loss has been recognised in prior periods, we review at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss has been recognised.

Employee benefits

(i) Short-term employee benefits

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured on an undiscounted basis at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Other long-term employee benefit obligations

(a) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. We make specified monthly contributions towards Government administered provident fund scheme and other funds. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in statement of profit and loss in the periods during which the related services are rendered by employees.

(b) Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The liability or asset recognised in the balance sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by a qualified actuary using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

(c) Compensated Absences

We have no policy of accumulation of compensated absences.

Leases

Lease contracts entered by us majorly pertain for buildings taken on lease to conduct its business in the ordinary course.

As a Lessee

We apply a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. We recognise lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

We determine the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if we are reasonably certain to exercise that option; and periods covered by an option to terminate the lease if we are reasonably certain not to exercise that option. In assessing whether we are reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for us to exercise the option to extend the lease, or not to exercise the option to terminate the lease. We revise the lease term if there is a change in the non-cancellable period of a lease.

We use the following practical expedients when applying Ind AS 116 :

- Applied a single discount rate to a portfolio of leases with similar characteristics.
- Applied the exemption not to recognise right-of-use assets and liabilities for leases with less than 12 months of lease term and leases of low value.
- Excluded initial direct costs from measuring the right-of-use asset at the date of initial application.
- Used hindsight when determining the lease term if the contract contains options to extend or terminate the lease.

Right of use asset

We recognises right-of-use asset representing our right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

Lease Liability

We measure the lease liability at present value of the future lease payments at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, we use incremental borrowing rate as at the commencement of lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. We recognise the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, we recognise any remaining amount of the re-measurement in statement of profit and loss.

Income-tax

Income-tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is 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; and
- temporary differences related to investments in subsidiaries to the extent that we are 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.

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, we recognise 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 we expect, at the reporting date, to recover or settle the carrying amount of our assets and liabilities.

Provision, contingent liabilities and contingent assets

A provision is recognised if, as a result of a past event, we have a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised under finance costs. Expected future operating losses are not provided for. Provision in respect of loss contingencies relating to claims, litigations, assessments, fines and penalties are recognised when it is probable that a liability has been incurred and the amount can be estimated reliably.

Contingent liabilities and contingent assets

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote.

Contingent assets have to be recognised in the financial statements in the period in which if it is virtually certain that an inflow of economic benefits will arise.

Earnings per share

Basic Earnings Per Share ('EPS') is computed by dividing the net profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and that either reduces earnings per share or increases loss per share are included. The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for the share sub-division.

If the number of ordinary or potential ordinary shares outstanding increases as a result of a capitalisation, bonus issue or share sub-division, or decreases as a result of a reverse share sub-division, the calculation of basic and diluted earnings per share for all periods presented shall be adjusted retrospectively. If these changes occur after the reporting period but before the financial statements are approved for issue, the per share calculations for those and any prior period financial statements presented shall be based on the new number of shares.

Cash flow statement

Cash flows are reported using the indirect method, whereby net profit/ (loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from our regular revenue generating (operating activities), investing and financing activities are segregated.

Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three-months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

Business Combination

We apply the acquisition method in accounting for business combinations. The consideration transferred by us to obtain control of an entity is calculated as the sum of the acquisition-date fair values of assets transferred and liabilities incurred. Acquisition costs are expensed as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their acquisition-date fair values. Goodwill is measured as excess of the aggregate of the fair value of the consideration transferred, the amount recognized for non-controlling interests and fair value of any previous interest held, over the fair value of the net of identifiable assets acquired and liabilities assumed. If the fair value of the net of identifiable assets acquired and liabilities assumed is in excess of the aggregate mentioned above, the resulting gain on bargain purchase is recognized in other comprehensive income and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognizes the gain directly in equity as capital reserve, without routing the same through other comprehensive income

Business combinations involving entities or businesses under common control have been accounted for using the pooling of interest method. The assets and liabilities of the combining entities are reflected at their carrying amounts. No adjustments have been made to reflect fair values, or to recognise any new assets or liabilities.

Recent accounting pronouncements

The Ministry of Corporate Affairs, Government of India (the "**MCA**") has notified Companies (Indian Accounting Standard) Amendment Rules, 2023 dated March 31, 2023 to amend certain Ind AS which are effective from April 1, 2023. Set forth below is a summary of such amendments.

(i) *Disclosure of Accounting Policies - Amendment to Ind AS 1 Presentation of financial statements:*

The MCA issued amendments to Ind AS 1, providing guidance to help entities meet the accounting policy disclosure requirements. The amendments aim to make accounting policy disclosures more informative by replacing the requirement to disclose 'significant accounting policies' with 'material accounting policy information'. The amendments also provide guidance under what circumstance, the accounting policy information is likely to be considered material and therefore requiring disclosure.

The amendments are effective for annual reporting periods beginning on or after April 1, 2023. We are currently revisiting our accounting policy information disclosures to ensure consistency with the amended requirements.

(ii) *Definition of Accounting Estimates – Amendments to Ind AS 8 Accounting Policies, changes in accounting estimates and errors:*

The amendment to Ind AS 8, which added the definition of accounting estimates, clarifies that the effects of a change in an input or measurement technique are changes in accounting estimates, unless resulting from the correction of prior period errors. These amendments clarify how entities make the distinction between changes in accounting estimate, changes in accounting policy and prior period errors. The distinction is important, because changes in accounting estimates are applied prospectively to future transactions and other future events, but changes in accounting policies are generally applied retrospectively to past transactions and other past events as well as the current period.

The amendments are effective for annual reporting periods beginning on or after April 1, 2023. The amendments are not expected to have a material impact on our financial statements.

(iii) *Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to Ind AS 12 Income taxes:*

The amendment to Ind AS 12, requires entities to recognise deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. They will typically apply to transactions such as leases of lessees and decommissioning obligations and will require the recognition of additional deferred tax assets and liabilities. The amendment should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, entities should recognise deferred tax assets (to the extent that it is probable that they can be utilised) and deferred tax liabilities.

At the beginning of the earliest comparative period for all deductible and taxable temporary differences associated with:

- right-of-use assets and lease liabilities, and
- decommissioning, restoration and similar liabilities, and the corresponding amounts recognised as part of the cost of the related assets.

The cumulative effect of recognising these adjustments is recognised in retained earnings, or another component of equity, as appropriate. Ind AS 12 did not previously address how to account for the tax effects of on-balance sheet leases and similar transactions and various approaches were considered acceptable. Some entities may have already accounted for such transactions consistent with the new requirements. These entities will not be affected by the amendments. We are currently assessing the impact of the amendments.

(iv) The other amendments to Ind AS notified by these rules are primarily in the nature of clarifications

PRINCIPAL COMPONENTS OF INCOME AND EXPENDITURE

Income

Our total income comprises: (i) revenue from operations, and (ii) other income.

Revenue from Operations

Revenue from operations (*i.e.*, revenue earned from contracts with customers) comprise of:

(i) *Program Fees*

This refers to the sum of: (1) interchange fees (including residual income) earned on the spend that customers of our corporate customers (the "**Customers**"), employees and channel partners (collectively, the "**Users**") make on the cards and excludes amounts collected on behalf of our preferred banking partners such as IndusInd Bank Limited, Yes Bank Limited and NSDL Payments Bank Limited (the "**Preferred Banking Partners**"); and (2) any other income which we receive from our Preferred Banking Partners and third-party payment networks such as Visa (the "**Payment Networks**"); and (3) inactivity fees which is earned on the balance amount left on the cards.

Interchange fees are spend-based fees that our Preferred Banking Partners earn for the transactions carried out by the Users of prepaid cards at offline and/or online outlets. We receive a portion of the interchange fees earned by our Preferred Banking Partners when Users make transactions using our co-branded prepaid cards issued in collaboration with the Preferred Banking Partners, at online or offline merchant points of sale. Interchange fees are calculated according to contractual agreements entered into by our Preferred Banking Partners with Payment Networks and are largely earned as a percentage of the spending levels on a prepaid card. Interchange fees are generally decided by Payment Networks and are broadly influenced by various factors including the industry of the merchant where the cards are used, merchant category codes, transaction value and jurisdiction of the transaction (whether domestic or international).

(ii) *Propel platform revenue/ gift cards*

This refers to revenue which is received from the Customers for issuing reward points (Propel points) to Customers' employees and channel partners. We recognize Propel revenue on completion of our performance obligations which are met on the redemption of Propel points against a catalogue of gift cards/ vouchers. We act as a principal in this process, recognizing consideration for supplies on a gross basis with the corresponding cost of supplies being recorded as an expense. Revenue on the sale of a gift card/ voucher is recognized on completion of our performance obligations at the point in time on transfer of control of the respective gift card/voucher to a Customer.

(iii) *Platform fee/ SaaS fee/ service fee*

This refers to all fee income received by us from the Customers, including fixed monthly subscription fees paid by the Customers on a per User basis and any one-time setup fees and any other fees that may be levied from time to time by us to the Customers including for customisation of our platform. The fee income is recognised when the control in services have been transferred by us, *i.e.*, as and when services have been provided by us and our performance obligation is met. This fee is recognised as income in accordance with the terms of the arrangement with the respective Customers.

Set forth below is a breakdown of our revenue from contracts with customers, for the periods indicated.

Revenue from contracts with customers	**Fiscal 2023**		**Fiscal 2022**		**Fiscal 2021**	
	Amount	**Percentage of total**	**Amount**	**Percentage of total**	**Amount**	**Percentage of total**
	(₹ million)	*(%)*	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*
Program Fee	1,694.53	30.62	2,007.03	54.06	1,954.89	81.47
Propel platform revenue/gift cards	3,597.75	65.00	1,539.22	41.46	315.54	13.15
Platform fee/ SaaS fee/ Service fee	242.32	4.38	166.30	4.48	129.23	5.38
Total	**5,534.60**	**100.00**	**3,712.55**	**100.00**	**2,399.66**	**100.00**

Set forth below is a breakdown of our revenue from contracts with customers by geography based on location of Customers, for the periods indicated.

Revenue from contracts with customers	**Fiscal 2023**		**Fiscal 2022**		**Fiscal 2021**	
	Amount	**Percentage of total**	**Amount**	**Percentage of total**	**Amount**	**Percentage of total**
	(₹ million)	*(%)*	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*
Within India	5,502.67	99.42	3,677.96	99.07	2,399.66	100.00
Outside India	31.93	0.58	34.59	0.93	-	-
Total	**5,534.60**	**100.00**	**3,712.55**	**100.00**	**2,399.66**	**100.00**

Other Income

Other income includes: (i) interest on bank deposits; (ii) interest on income tax refund; (iii) liabilities no longer required written back; (iv) interest on security deposit – at amortised cost; and (v) miscellaneous income.

Set forth below is a breakdown of our other income, for the periods indicated.

Other Income	**Fiscal 2023**		**Fiscal 2022**		**Fiscal 2021**	
	Amount	**Percentage of total**	**Amount**	**Percentage of total**	**Amount**	**Percentage of total**
	(₹ million)	*(%)*	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*
Interest on bank deposits	3.70	33.18	0.87	21.27	0.22	6.73
Interest on IT refund	-	-	0.16	3.91	2.45	74.92

Other Income	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	Amount	Percentage of total	Amount	Percentage of total	Amount	Percentage of total
	(₹ million)	*(%)*	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*
Liabilities no longer required written back	2.26	20.27	1.17	28.61	-	-
Interest on security deposit - at amortised cost	0.46	4.13	0.29	7.09	0.26	7.95
Miscellaneous income	4.73	42.42	1.60	39.12	0.34	10.40
Total	**11.15**	**100.00**	**4.09**	**100.00**	**3.27**	**100.00**

Expenses

Our expenses comprise: (i) cost of point redemption/gift cards; (ii) consumption of cards; (iii) employee benefits expense; (iv) finance costs; (v) depreciation and amortisation expenses; and (vi) other expenses.

Set out below is a breakdown of our total expenses, for the periods indicated.

	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	Amount	Percentage of total	Amount	Percentage of total	Amount	Percentage of total
	(₹ million)	*(%)*	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*
Cost of Point Redemption/ Gift Cards	3,188.70	60.98	1,435.08	44.78	296.67	13.36
Consumption of Cards	17.53	0.34	17.78	0.55	15.12	0.68
Employee benefit expense	435.83	8.33	154.30	4.81	124.60	5.61
Finance costs	113.77	2.18	69.88	2.18	77.10	3.47
Depreciation and amortisation expense	61.99	1.19	20.97	0.65	20.46	0.92
Other expenses	1,411.58	26.99	1,506.85	47.02	1,687.00	75.96
Total	**5,229.40**	**100.00**	**3,204.86**	**100.00**	**2,220.95**	**100.00**

Cost of point redemption/gift cards

Cost of point redemption/gift cards refers to the corresponding cost of supplies which is directly proportional to our Propel platform revenue / Gift Cards.

Consumption of cards

Consumption of cards refers to: (i) opening stock of cards; (ii) purchase of cards; (iii) inventory written off; and closing stock of cards.

Employee Benefits Expense

Employee benefits expense primarily comprises salaries, wages and bonus, contribution to provident and other funds, staff welfare expenses and gratuity.

Finance Costs

Finance cost refers to: (i) interest expense on borrowings; (ii) amortised cost on deferred payables (iii) interest expense on lease liabilities; and (iv) fair value of corporate guarantee. This excludes capitalized costs during the year.

Depreciation and amortisation expenses

Depreciation and amortisation expenses comprise: (i) depreciation on tangible assets; (ii) amortisation of intangible assets; and (iii) amortisation of right-to-use assets.

Other expenses

Other expenses primarily comprises (i) call centre and software support charges; (ii) office rent; (iii) electricity expenses; (iv) repairs and maintenance; (v) provision for doubtful debts (vi) office maintenance; (vii) rates and taxes; (viii) network charges; (ix) legal and professional consultancy charges; (x) advertisement and business promotion expense; (xi) incentive and cash back; (xii) courier charges; (xiii) telephone expenses; (xiv) traveling expenses; (xv) audit fee (including statutory and tax audit fee); (xvi) bank charges; (xvii) inventory written off; and (xviii) miscellaneous expenses.

RESULTS OF OPERATIONS

The following table sets forth certain information with respect to our results of operations for Fiscals 2023, 2022 and 2021, the components of which are also expressed as a percentage of total income for such periods.

	Fiscal 2023		**Fiscal 2022**		**Fiscal 2021**	
	(₹ million)	*% of Total income*	*(₹ million)*	*% of Total income*	*(₹ million)*	*% of Total income*
Revenue from operations	5,534.60	99.80	3,712.55	99.89	2,399.66	99.86
Other income	11.15	0.20	4.09	0.11	3.27	0.14
Total income	**5,545.75**	**100.00**	**3,716.64**	**100.00**	**2,402.93**	**100.00**
Cost of Point Redemption/Gift Cards	3,188.70	57.50	1,435.08	38.61	296.67	12.35
Consumption of Cards	17.53	0.32	17.78	0.48	15.12	0.63
Employee benefit expense	435.83	7.86	154.30	4.15	124.60	5.19
Finance costs	113.77	2.05	69.88	1.88	77.10	3.21
Depreciation and amortisation expense	61.99	1.12	20.97	0.56	20.46	0.85
Other expenses	1,411.58	25.45	1,506.85	40.54	1,687.00	70.21
Total expenses	**5,229.40**	**94.30**	**3,204.86**	**86.23**	**2,220.95**	**92.43**
Restated profit before tax	**316.35**	**5.70**	**511.78**	**13.77**	**181.98**	**7.57**
Current tax	85.97	1.55	10.79	0.29	-	-
Deferred tax	1.37	0.02	81.78	2.20	(11.32)	(0.47)
Total tax expense	87.34	1.57	92.57	2.49	(11.32)	(0.47)
Restated profit for the year	**229.01**	**4.13**	**419.21**	**11.28**	**193.30**	**8.04**

Fiscal 2023 compared to Fiscal 2022

Income

Our revenue from operations increased by 49.08% to ₹5,534.60 million in Fiscal 2023 from ₹3,712.55 million in Fiscal 2022. This increase was primarily a result of the following factors:

- *'Propel' platform revenue/gift cards*: our 'Propel' platform revenue/gift cards increased by 133.74% from ₹1,539.22 million in Fiscal 2022 to ₹3,597.75 million in Fiscal 2023. This was primarily attributable to an increase in our User base from 1,723,350 Users as of March 31, 2022 to 2,274,138 Users as of March 31, 2023 and increase in our Customers from 1,753 as of March 31, 2022 to 2,411 as of March 31, 2023.
- *Platform fee/SaaS fee/service fees*: our platform fee/ SaaS fee /service fee increased by 45.71% from ₹166.30 million in Fiscal 2022 to ₹242.32 million in Fiscal 2023. This was primarily attributable to an increase of 31.96% in our User base from 1,723,350 Users as of March 31, 2022 to 2,274,138 Users as of March 31, 2023 and increase in our Customers from 1,753 as of March 31, 2022 to 2,411 as of March 31, 2023.
- *Program Fee*: our Program Fee decreased by 15.57% from ₹2,007.03 million in Fiscal 2022 to ₹1,694.53 million in Fiscal 2023. This was primarily attributable to a reduction in interchange fees on account of change in User spend behaviour from online outlets to offline outlets, as offline outlets entail lower interchange rates.

Other income

Our other income increased by 172.62% to ₹11.15 million in Fiscal 2023 from ₹4.09 million in Fiscal 2022, primarily due to an increase in liabilities no longer required to be written back and an increase in interest received on bank deposits and miscellaneous income.

Expenses

Our total expenses increased by 63.17% to ₹5,229.40 million in Fiscal 2023 from ₹3,204.86 million in Fiscal 2022. As a percentage of total income, our total expenses were 94.30% as compared to 86.23% in Fiscal 2022. The increased expenses were incurred due to a substantially higher cost of point redemption/gift cards and higher employee benefit expenses primarily due to (i) expenses towards employee stock option plan and (ii) an increase in the workforce required for expansion of our operations.

Cost of Point Redemption/Gift Cards

Our cost of point redemption/gift cards increased by 122.70% to ₹3,188.70 million in Fiscal 2023 from ₹1,435.08 million in Fiscal 2022 primarily due to a proportionate increase in our 'Propel' revenue as stated above, which is directly proportional to the cost of point redemption/gift cards.

Consumption of Cards

Our consumption of cards decreased marginally by 1.41% to ₹17.53 million in Fiscal 2023 from ₹17.78 million in Fiscal 2022 primarily due a decrease in expense of purchase of cards. The expense of purchase of cards decreased by 7.99% to ₹17.38 million from ₹18.89 million despite an increase of 31.96% in the User base of our Customers from 1,723,350 Users as of March 31, 2022 to 2,274,138 Users as of March 31, 2023.

Employee benefit expense

Our employee benefit expenses increased by 182.46% to ₹435.83 million in Fiscal 2023 from ₹154.30 million in Fiscal 2022 primarily due to (i) expenses towards employee stock option plan of ₹144.13 million and (ii) an increase of ₹133.89 million in salaries, wages and bonus resulting from an increase in our workforce from 203 employees as of March 31, 2022 to 273 employees as of March 31, 2023. The increase in salaries, wages and bonus was primarily due to an increase in hiring of personnel in our product development, information technology and sales teams, which require a higher compensation.

Finance costs

Our finance costs increased by 62.81% to ₹113.77 million in Fiscal 2023 from ₹69.88 million in Fiscal 2022, primarily due to an increase of ₹24.45 million in interest on loans and non-cumulative redeemable optionally convertible debentures.

Depreciation and amortisation expense

Our depreciation and amortisation expense increased by 195.61% to ₹61.99 million in Fiscal 2023 from ₹20.97 million in Fiscal 2022, primarily due to an increase in the depreciation of tangible assets to ₹6.96 million in Fiscal 2023 compared to ₹2.35 million in Fiscal 2022 and increase in amortisation of intangible assets to ₹32.75 million in Fiscal 2023 compared to ₹9.41 million in Fiscal 2022.

Other expenses

Our other expenses decreased by 6.32% to ₹1,411.58 million in Fiscal 2023 from ₹1,506.85 million in Fiscal 2022, primarily due to a decrease in incentives and cash back to Customers to ₹1,002.01 million in Fiscal 2023 from ₹1,176.43 million in Fiscal 2022. While we experienced an increase in our User base in Fiscal 2023, along with a reduction in interest rates, there was a shift in User behaviour with an increase in offline transactions leading to lower interchange fees. We therefore limited the incentives and cash backs offered to our Users in Fiscal 2023, in order to maintain our profitability.

The decreases above were partially offset by an increase in (i) advertisement and business promotion expenses to ₹200.64 million in Fiscal 2023 from ₹129.67 million in Fiscal 2022 primarily attributable to online advertisement/targeted ads/any other incentives or discounts to potential Customers; (ii) network charges to ₹23.30 million in Fiscal 2023 from ₹6.22 million in Fiscal 2022; and (iii) call centre and software support charges to ₹121.61 million in Fiscal 2023 from ₹102.32 million in Fiscal 2022.

Restated profit for the year

As a result of the foregoing factors, our restated profit for the year decreased to ₹229.01 million in Fiscal 2023 from a net profit of ₹419.21 million in Fiscal 2022.

Fiscal 2022 compared to Fiscal 2021

Income

Our revenue from operations increased by 54.71% to ₹3,712.55 million in Fiscal 2022 from ₹2,399.66 million in Fiscal 2021. This increase was primarily a result of the following factors:

- *Program Fee*: our Program Fee increased by 2.67% from ₹1,954.89 million in Fiscal 2021 to ₹2,007.03 million in Fiscal 2022. This was primarily attributable to an increase of 90.49% in our User base from 904,713 Users as of March 31, 2021 to 1,723,350 Users as of March 31, 2022, along with a corresponding increase in spending by our existing Users that facilitated an increase in the interchange fees received due to an overall increase in the scale of our business. The increase in Program Fee was marginal despite an increase in transactional value, primarily due to a shift in User spends at merchant categories with lower interchange fees.

- *'Propel' platform revenue/gift cards*: our 'Propel' platform revenue/gift cards increased by 387.81% from ₹315.54 million in Fiscal 2021 to ₹1,539.22 million in Fiscal 2022. This was primarily attributable to an increase in our User base as stated above.
- *Platform fee/SaaS fee/service fees*: our platform fee/ SaaS fee /service fee increased by 28.69% from ₹129.23 million in Fiscal 2021 to ₹166.30 million in Fiscal 2022. This was primarily attributable to an increase of 90.49% in our User base from 904,713 Users as of March 31, 2021 to 1,723,350 Users as of March 31, 2022.

Other income

Our other income increased by 25.08% to ₹4.09 million in Fiscal 2022 from ₹3.27 million in Fiscal 2021, primarily due to an increase in liabilities no longer required to be written back and an increase in interest received on bank deposits and miscellaneous income.

Expenses

Our total expenses increased by 44.30% to ₹3,204.86 million in Fiscal 2022 from ₹2,220.95 million in Fiscal 2021. As a percentage of total income, our total expenses were 86.23% in Fiscal 2022 as compared to 92.43% in Fiscal 2021. The increased expenses were incurred due to a substantially higher cost of point redemption/gift cards and higher employee benefit expenses primarily due to an increase in the workforce required for expansion of our operations.

Cost of Point Redemption/Gift Cards

Our cost of point redemption/gift cards increased by 383.73% to ₹1,435.08 million in Fiscal 2022 from ₹296.67 million in Fiscal 2021 primarily due to a proportionate increase in our 'Propel' revenue as stated above, which is directly proportional to the cost of point redemption/gift cards.

Consumption of Cards

Our consumption of cards increased by 17.59% to ₹17.78 million in Fiscal 2022 from ₹15.12 million in Fiscal 2021 primarily due to an increase of 90.49% in the User base of our Customers from 904,713 Users as of March 31, 2021 to 1,723,350 Users as of March 31, 2022.

Employee benefit expense

Our employee benefit expenses increased by 23.84% to ₹154.30 million in Fiscal 2022 from ₹124.60 million in Fiscal 2021 primarily due to an increase of ₹26.40 million in salaries, wages and bonus resulting from an increase in our workforce from 135 employees as of March 31, 2021 to 203 employees as of March 31, 2022. This increase was primarily due to an increase in hiring of personnel in our product development, information technology and sales teams, which require a higher compensation.

Finance costs

Our finance costs decreased by 9.37% to ₹69.88 million in Fiscal 2022 from ₹77.10 million in Fiscal 2021, primarily due to a decrease of ₹8.16 million in interest on loans.

Depreciation and amortisation expense

Our depreciation and amortisation expense increased by 2.51% to ₹20.97 million in Fiscal 2022 from ₹20.46 million in Fiscal 2021, primarily due to an increase in the depreciation of tangible assets to ₹2.35 million in Fiscal 2022 compared to ₹0.97 million in Fiscal 2021.

Other expenses

Our other expenses decreased by 10.68% to ₹1,506.85 million in Fiscal 2022 from ₹1,687.00 million in Fiscal 2021, primarily due to a decrease in:

- incentives and cash back to Customers to ₹1,176.43 million in Fiscal 2022 from ₹1,380.31 million in Fiscal 2021. While we experienced an increase in our User base in Fiscal 2022, along with a reduction in interest rates, there was a shift in User behaviour with an increase in offline transactions leading to lower interchange fees. We therefore limited the incentives and cash backs offered to our Users in Fiscal 2022, in order to maintain our profitability;
- call centre and software support charges to ₹102.32 million in Fiscal 2022 from ₹123.80 million in Fiscal 2021; and

- network charges to ₹6.22 million in Fiscal 2022 from ₹19.59 million in Fiscal 2021.

The decreases above were partially offset by an increase in (i) advertisement and business promotion expenses to ₹129.67 million in Fiscal 2022 from ₹114.11 million in Fiscal 2021 primarily attributable to online advertisement/targeted ads/any other incentives or discounts to potential Customers; and (ii) legal and professional consultancy charges to ₹47.57 million in Fiscal 2022 from ₹20.15 million in Fiscal 2021.

Restated profit for the year

As a result of the foregoing factors, our restated profit for the year increased to ₹419.21 million in Fiscal 2022 from a net profit of ₹193.30 million in Fiscal 2021.

SELECTED RESTATED STATEMENT OF ASSETS AND LIABILITIES

The following table shows selected financial data derived from our restated summary statement of assets and liabilities as of the dates indicated.

	As of March 31,		
	2023	2022	2021
	(₹ million)		
Total non-current assets (A)	589.21	311.07	258.94
Total current assets (B)	1,758.38	615.46	361.86
Total assets (A+B = C)	2,347.59	926.53	620.80
Total equity (D)	487.51	(35.58)	(455.51)
Total liabilities (E)	1,860.08	962.11	1,076.31
Total equity and liabilities (D+E = F)	2,347.59	926.53	620.80

LIQUIDITY AND CAPITAL RESOURCES

Historically, our primary liquidity and capital requirements have been to fund working capital, enhance operations, build brand value and recognition, and to introduce new products. We have met these requirements through cash flows from operating activities and borrowings from banks, financial institutions and our promoter/director.

As of March 31, 2023, we had ₹12.32 million in investments, ₹195.89 million in cash and cash equivalents, ₹1,026.59 million in trade receivables, ₹30.07 million in bank balances (excluding cash and cash equivalents) and ₹1.15 million in other financial assets. Cash in the form of cash on hand, current accounts at banks and other balances held with banks as margin deposits and deposits under lien together represent our cash and cash equivalents.

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 and anticipated requirements for capital expenditure and working capital for at least the next 12 months.

Cash Flows

The table below summarises the statement of cash flows, as derived from our restated cash flow statements, for the years indicated:

	Fiscal		
	2023	2022	2021
	(₹ million)		
Net cash (used in)/inflow from operating activities	(156.18)	200.81	34.14
Net cash used in investing activities	(243.13)	(98.69)	(10.06)
Net cash generated/(used) in financing activities	588.09	(122.90)	(56.83)
Net increase/(decrease) in cash and cash equivalents	**188.78**	**(20.78)**	**(32.75)**

Cash flows from operating activities

Net cash used in operating activities in Fiscal 2023 was ₹156.18 million. While our restated profit before tax was ₹316.35 million, we had an operating profit before working capital changes of ₹613.59 million, primarily due to adjustments for: (i) depreciation and amortization expense of ₹61.99 million; (ii) interest expenses of ₹102.87 million; (iii) interest expense on lease liabilities of ₹10.90 million; and (iv) equity-settled share-based payment transactions of ₹144.13 million; which were partially offset by (i) provision for doubtful receivables of ₹16.23 million; (ii) interest income of ₹4.16 million; and (iii) liabilities no longer required written back of ₹2.26 million. Our working capital adjustments for Fiscal 2023 primarily consisted of (i) an increase in trade receivables of

₹580.85 million; (ii) a decrease in inventories of ₹0.15 million; (iii) an increase in loans and other financial assets of ₹12.67 million; (iv) an increase in other assets of ₹284.41 million; (v) a decrease in trade payables and other financial liabilities of ₹12.90 million; (vi) an increase in provisions of ₹3.83 million; and (vii) an increase in other liabilities of ₹150.67 million. Our cash used in operations was ₹122.59 million, adjusted by the payment of income taxes (net of refund) of ₹33.59 million.

Net cash inflow from operating activities in Fiscal 2022 was ₹200.81 million. While our restated profit before tax was ₹511.78 million, we had an operating profit before working capital changes of ₹614.80 million, primarily due to adjustments for (i) depreciation and amortization expense of ₹20.97 million; (ii) interest expenses of ₹66.88 million; (iii) interest expense on lease liabilities of ₹3.00 million; (iv) provision for doubtful receivables of ₹14.66 million which were partially offset by an interest income of ₹1.32 million and liabilities no longer required written back of ₹1.17 million. Our working capital adjustments for Fiscal 2022 primarily consisted of (i) an increase in trade receivables of ₹217.36 million; (ii) a decrease in inventories of ₹1.57 million; (iii) an increase in loans and other financial assets of ₹3.17 million; (iv) an increase in other assets of ₹49.25 million; (v) a decrease in trade payables and other financial liabilities of ₹83.69 million; (vi) an increase in provisions of ₹2.46 million; and (vii) a decrease in other liabilities of ₹4.63 million. Our cash generated from operations was ₹260.73 million, adjusted by the payment of taxes of ₹59.92 million.

Net cash inflow from operating activities in Fiscal 2021 was ₹34.14 million. While our restated profit before tax was ₹181.98 million, we had an operating profit before working capital changes of ₹282.83 million, primarily due to adjustments for (i) depreciation and amortization expense of ₹20.46 million; (ii) interest expenses of ₹73.73 million; (iii) interest expense on lease liabilities of ₹3.37 million; (iv) provision for doubtful receivables of ₹6.22 million which were partially offset by an interest income of ₹2.93 million. Our working capital adjustments for Fiscal 2021 primarily consisted of (i) an increase in trade receivables of ₹73.82 million; (ii) an increase in inventories of ₹2.46 million; (iii) an increase in loans and other financial assets of ₹0.31 million; (iv) an increase in other assets of ₹55.37 million; (v) an increase in trade payables and other financial liabilities of ₹31.37 million; (vi) an increase in provisions of ₹1.86 million; and (vii) a decrease in other liabilities of ₹115.84 million. Our cash generated from operations was ₹68.26 million, adjusted by the payment of taxes of ₹34.12 million.

Cash flows from investing activities

Net cash used in investing activities in Fiscal 2023 was ₹243.13 million, which primarily consisted of purchase of property, plant and equipment and intangible assets, including capital advance, worth ₹161.71 million, share issue expenses of ₹61.65 million, deposits placed having original (net) maturity of more than 3 months of ₹1.07 million and purchase of investments of ₹22.17 million, partially offset by interest received amounting to ₹3.47 million.

Net cash used in investing activities in Fiscal 2022 was ₹98.69 million, which primarily consisted of purchase of property, plant and equipment and intangible assets, including capital advance, worth ₹(75.72) million paid for the purchase of property, and deposits placed having original (net) maturity of more than 3 months of ₹24.00 million, partially offset by interest received amounting to ₹1.03 million.

Net cash used in investing activities in Fiscal 2021 was ₹10.06 million, which primarily consisted of purchase of property, plant and equipment and intangible assets worth ₹9.84 million and deposits placed having original (net) maturity of more than 3 months of ₹2.89 million, partially offset by interest received amounting to ₹2.67 million.

Cash flows from financing activities

Net cash from financing activities in Fiscal 2023 was ₹588.09 million, which primarily consisted of proceeds from issue of equity shares of ₹149.61 million, proceeds from long term borrowings of ₹500.00 million, proceeds from short-term borrowings (net) of ₹196.01 million, partially offset by repayment of long-term borrowings of ₹130.00 million, payment of lease liabilities of ₹24.66 million and payment of finance costs of ₹102.87 million.

Net cash used in financing activities in Fiscal 2022 was ₹122.90 million, which primarily consisted of repayment of long-term borrowings of ₹335.96 million, payment of lease liabilities of ₹11.15 million and interest paid amounting to ₹30.70 million, partially offset by proceeds from long-term borrowings of ₹250.24 million and proceeds from short-term borrowings (net) of ₹4.67 million.

Net cash used in financing activities in Fiscal 2021 was ₹56.83 million, which primarily consisted of repayment of long-term borrowings of ₹14.68 million, payment of lease liabilities of ₹10.14 million and interest paid amounting to ₹38.86 million, partially offset by proceeds from long-term borrowings of ₹6.85 million.

Contractual Obligations

The table below sets forth our contractual obligations with definitive payment terms as of March 31, 2023. These obligations primarily relate to our borrowings and trade payables.

Description of contract	Contractual cash flows			
	Less than 1 year	1-5 years	More than 5 years	Total
	(₹ million)			
Long-term borrowings (excluding current maturities)	-	429.37	10.22	439.59
Lease liabilities	50.12	203.48	5.34	258.94
Short-term borrowings	697.44	-	-	697.44
Trade payables	91.93	0.26	-	92.19
Total	839.50	633.11	15.56	1,488.17

Indebtedness

As of March 31, 2023, we had current borrowings of ₹697.44 million and non-current borrowings of ₹513.29 million, primarily attributable to term loans, issuance of NCDs, property loans and deferred payables. Some of our financing agreements also include conditions and covenants that require us to obtain lender consents prior to carrying out certain activities and entering into certain transactions.

For further information on our agreements governing our outstanding indebtedness, see "*Financial Indebtedness*" on page 243. Also see "*Risk Factors—16. We may be unable to service our debt obligations in a timely manner or to comply with various financial and other covenants and other terms and conditions of our financing agreements.*" on page 43.

Contingent Liabilities

The table below sets forth our contingent liabilities as of the dates indicated.

	As of March 31,		
	2023	2022	2021
	(₹ million)		
Disputed service tax*	24.73	272.04	272.04
Total	24.73	**272.04**	**272.04**

** During Fiscal 2020, we received a show cause notice towards service tax demand amounting to ₹272.04 million charged on the face value of sale of our prepaid cards / gift vouchers, etc. We filed appeals before the Commissioner of Central Tax, Hyderabad against the aforesaid demand. In the month of October 2022, we received an order dated March 30, 2022 from the Commissioner of Central Tax, Hyderabad dropping demand amounting to ₹259.75 million and upheld the demand amounting to ₹12.29 million and further imposed a penalty and late fee for ₹12.44 million. We further filed an appeal against such demand before the CESTAT and paid an amount of ₹3.30 million under protest. Our Company, based on its legal assessment, did not believe that any of the pending claims required a provision as of March 31, 2023, as the probability of an outflow of resources as of that date was low.*

For details of our ongoing litigation pertaining to the abovementioned service tax matter, see "*Outstanding Litigation and Material Developments—Tax proceedings involving our Company, Promoters and Directors*" on page 283.

Capital Expenditures

Our historical capital expenditures were primarily incurred towards purchase and maintenance of computer systems and software. We expect our future capital expenditures to be, primarily used for leasehold improvements, computer systems and equipment, and intangible assets for product development and improvement.

In Fiscals 2023, 2022 and 2021, our capital expenditure for purchase of property, plant and equipment and computer systems (including other intangible assets, capital work in progress and capital advances) were ₹161.71 million, ₹(75.72) million and ₹9.84 million, respectively.

Additionally, in Fiscals 2023, 2022 and 2021, we capitalised R&D costs of ₹151.04 million, ₹40.00 million and ₹0.50 million, respectively, in accordance with Ind AS 26, towards the development of our products, Save, Propel and Zoyer.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that we believe are material to investors. We do not enter into derivative instruments or other relationships with other entities that would have been established for the purpose of facilitating off-balance sheet arrangements.

Related Party Transactions

We have engaged in the past, and may engage in the future, in various transactions with related parties. Our related party transactions have historically been related to, among others, the provision of loans, purchase of investments and the payment of professional fee and compensation to Directors and Key Management Personnel. For further information, see "*Offer Document Summary—Summary of related party transactions*", "*Risk Factors—33. We have in the past entered into, and may in the future enter into, related party transactions, which may potentially involve conflicts of interest.*" and Note 30 to our Restated Financial Information included within "*Restated Financial Information*" on pages 21, 52 and 226, respectively.

Qualitative and Quantitative Disclosures about Financial Risk

Our Board 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, 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. We have exposure to the following risks:

Credit risk

Credit risk is the risk that the counterparty will not meet its obligation under a financial instrument or customer contract, leading to financial loss. The credit risk arises principally from our operating activities (primarily trade receivables) and from our investing activities, including deposits with banks and financial institutions and other financial instruments. The carrying amounts of financial assets represent the maximum credit risk exposure. Credit risk is controlled by analysing credit limits to whom credit has been granted after obtaining necessary internal approvals for granting such credit. Furthermore, the collections from trade receivables are monitored on a continuous basis by our receivables team.

As of March 31, 2023, our trade receivables were ₹1,026.59 million. We have established an allowance for credit loss that represents our estimate of expected losses in respect of trade and other receivables based on our past and recent collection trends, according to which our exposure to credit risk arising from trade receivables was ₹57.56 million. We also provide advances to our suppliers and our employees; ₹81.98 million and ₹3.00 million, respectively, of such advances provided by us remained outstanding as of March 31, 2023.

Credit risk on cash and cash equivalents is limited as we generally transact with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies.

For further information, see Note 36.B to our Restated Financial Information included in "*Restated Financial Information*" on page 231. Also see "*Risk Factors—13. We are exposed to counterparty credit risk and any delay in, or non-receipt of, payments may materially and adversely affect our cash flows and results of operations.*" on page 41.

Market risk

We are exposed to market risks in the ordinary course of our business. Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. Our market risk primarily comprises interest rate risk.

Interest Rate Risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest-bearing investments due to fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate due to fluctuations in the interest rates.

For further information, see Note 36.C to our Restated Financial Information included in "*Restated Financial Information*" on page 231.

Liquidity risk

Liquidity risk is the risk that we will encounter difficulty in meeting our obligations associated with our financial liabilities that are settled by delivering cash or another financial asset. Our approach to managing liquidity is to ensure, as far as possible, that we will have sufficient liquidity to meet our liabilities as and when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to our reputation. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per our requirements. Our management monitors rolling forecast of our liquidity position and cash and cash equivalents on the basis of expected cash flows. In addition, our liquidity management policy involves maintaining adequate reserves and banking facilities by continuously monitoring cash flow forecast and by matching the maturity profiles of financial assets and liabilities. For further information, see Note 36.B to our Restated Financial Information included in "*Restated Financial Information*" on page 231.

Significant Economic Changes

Other than as described in this section, including disclosure regarding the impact of COVID-19 on our operations, to the knowledge of our management, there are no other significant economic changes that materially affect or are likely to affect income from continuing operations.

Unusual or Infrequent Events of Transactions

Except as described in this 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 the heading titled "*—Principal Factors Affecting Our Financial Condition and Results of Operations*" on page 253 and the uncertainties described in the section titled "*Risk Factors*" on page 31. To our knowledge, except as described or anticipated in this Prospectus, there are no known factors which we expect will have a material adverse impact on our revenue or income from continuing operations.

Future Relationship Between Cost and Income

Impact of COVID-19

In the first half of calendar year 2020, COVID-19 pandemic spread to a majority of countries across the world, including India. The COVID-19 pandemic has had, and may continue to have, significant repercussions across local, national and global economies and financial markets. Public health officials and governmental authorities responded by taking measures, including in India where our operations are primarily based, such as imposing lockdowns, prohibiting people from assembling in large numbers, instituting quarantines, restricting travel, issuing "stay-at-home" orders and restricting the types of businesses that may continue to operate, among many other things. As a result, the impact of the pandemic on our business, operations and future financial performance has included, among other things, temporary closure of our and Customers' offices and virtualizing, postponing, or cancelling physical customer, employee, or industry events, carrying out brand promotion activities remotely, as compared to conducting them in person, and remote working arrangements for our employees. For further details, see "*—Principal Factors Affecting our Financial Condition and Results of Operations—Macroeconomic Environment in India*" on page 253.

Our revenue from operations, however, was not impacted by the COVID-19 pandemic and increased from ₹2,399.66 million in Fiscal 2021 to ₹5,534.60 million in Fiscal 2023. We also experienced a rise in our total expenses, which increased by 135.46% from ₹2,220.95 million in Fiscal 2021 to ₹5,229.40 million in Fiscal 2023. For details, please refer to "*—Results of Operations*" on page 271.

Our Company has evaluated the possible effects that may result from the COVID-19 pandemic on the carrying amounts of our assets and liabilities and its internal financial controls. Our Company has considered internal and external sources of information as of the date of approval of our Restated Financial Information in determining the possible impact, if any, of the resurgence of the COVID-19 pandemic on the carrying amounts of its trade receivables, inventories, financial and non-financial assets. Our Company has been prudent in applying judgments and making estimates. Based on its evaluation, our Company does not expect any material impact on the Restated Financial Information; however, the eventual outcome of impact of COVID-19 pandemic may be different from those estimated on the date of its approval as the COVID-19 situation evolves in India and globally. Our Company will continue to closely monitor any material changes to future economic conditions.

Other than as described above and elsewhere in this Prospectus, to the knowledge of our management, there are no known factors that might affect the future relationship between costs and revenue.

Seasonality of business

We experience seasonality in our business, with higher transaction volumes associated with the festive sale period in the third quarter of each Fiscal, which encompasses holidays in India such as Diwali, Christmas and annual sales events such as the end of season sales. Furthermore, we also experience an increase in transaction volumes in the fourth quarter of each Fiscal, with Users transacting to exhaust any pending balance on their cards before the end of a financial year. We expect to continue to experience seasonal trends in our business, making results of operations variable from quarter to quarter.

See "*Risk Factors—14. Our business is subject to seasonality which may cause our revenues to vary across any given financial year causing comparisons of our results of operations and cash flows between different quarters in a financial year to not be meaningful.*" on page 42.

Dependence on Banking Partners

A substantial portion of our revenue is generated by Program Fees/interchange fees through our arrangements with our Preferred Banking Partners. See "*Risk Factors—3. Any termination of, or failure to maintain, our relationships with our banking partners, including our Preferred Banking Partners, or any changes to our interchange fees due to a variety of factors, could adversely affect our business, results of operations and financial condition.*" for risks of our relationships with our Preferred Banking Partners on our operations and financial condition on page 34.

New Products and Offerings

Since inception, we have expanded our offerings from corporate gifting to digitizing business spends on gifting, reward and recognition of employee and channel partners of businesses to employee tax benefits, as well as addressing a wide variety of spends that businesses incur, to reselling of software to banks and financial institutions. In recent years, we expanded our offerings from providing a SaaS platform of business spend management software to CEMS and corporate purchase cards. Our technology team has played a pivotal role in these enhancements to our platform and product offerings with the development and introduction of new products contributing to an increase in our Customers and Users. We intend to deploy proceeds of the Offer towards development of new products in the next two to three years. For further details, see "*Objects of the Offer—Details of Objects—2. Expenditure towards development of technology and products*" on page 103.

Statutory Auditors' Qualifications or Observations

There are no auditor qualifications in the examination report that have not been given effect to in the Restated Financial Information.

Significant developments after March 31, 2023 that may affect our future results of operations

Except as stated below and elsewhere in this Prospectus, no developments have come to our attention since the date of the Restated Financial Information as disclosed in this Prospectus which materially and adversely affect or are likely to materially and adversely affect our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next twelve months.

- Pursuant to the resolution passed by our Board at their meeting dated August 10, 2023 and the Shareholders at their extraordinary general meeting dated August 11, 2023, our Company has, in consultation with the BRLMs, undertaken a pre-IPO placement of: (i) 4,451,219 Equity Shares in aggregate at an issue price of ₹164 per Equity Share (including a premium of ₹163 per Equity Share) for an amount aggregating to ₹730.00 million; and (ii) 1,524,390 Equity Shares in aggregate at an issue price of ₹164 per Equity Share (including a premium of ₹163 per Equity Share) for an amount aggregating to ₹250.00 million, each by way of a preferential issue in accordance with Section 42 and 62 of the Companies Act, 2013 read with Companies

(Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014, each as amended. For further details, see "*Capital Structure—Notes to Capital Structure—(i) Share Capital History of our Company—(a) History of equity share Capital of our Company*" on page 87.

SECTION VI - LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as disclosed in this section, there are no outstanding (i) criminal proceedings, (ii) actions taken by regulatory or statutory authorities, (iii) claims related to direct and indirect taxes, and (iv) other pending litigation as determined to be material pursuant to the Materiality Policy in each case involving our Company, its Subsidiary, its Promoters, and its Directors (together, the "**Relevant Parties**"). As of the date of this Prospectus, our Subsidiary, ZTL, had not commenced any business or conducted any operations, transactions or activities. Further, except as disclosed in this section, there are no disciplinary actions including penalties imposed by the SEBI or the Stock Exchanges against the Promoters in the last five Financial Years including any outstanding action.*

In terms of the Materiality Policy, all pending litigation involving the Relevant Parties, other than outstanding criminal proceedings, outstanding actions taken by statutory or regulatory authorities, disciplinary action including penalty imposed by SEBI or Stock Exchanges against the Promoters in the last five Financial Years including outstanding action, and tax claims (direct or indirect), would be considered "material" if:

a) *the monetary amount of claim by or against the entity or person in any such pending proceeding is individually in excess of 1% of PAT of our Company as per the last Restated Financial Information for the full year. For the purposes of disclosure in this Prospectus, it is clarified that the de minimis threshold for all outstanding litigation involving the Relevant Parties is ₹2.29 million;*

b) *where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in an individual litigation may not exceed 1% of PAT of our Company, i.e., ₹2.29 million; or*

c) *any other outstanding legal proceedings, wherein the monetary liability is not quantifiable or does not meet the de minimis threshold provided under (a) above, shall be deemed to be material if the outcome of such litigation would have a material and adverse bearing on the business, operations, performance, prospects, financial position or reputation of our Company.*

*Further, in terms of the Materiality Policy, outstanding dues to any creditor of our Company exceeding ₹4.61 million, i.e., 5% of the total trade payables of our Company as of the date of the last Restated Financial Information shall be considered as "material". Accordingly, as of March 31, 2023, any outstanding dues of ₹4.61 million or more have been considered as material outstanding dues 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 as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by the Joint Statutory Auditors.*

It is clarified that pre-litigation notices (excluding notices from statutory, regulatory or tax authorities or notices threatening criminal action) received by the Relevant Parties shall not be considered as litigations until such time that any of the Relevant Party, is impleaded as a defendant in proceedings before any judicial forum.

I. Litigation involving our Company

(a) *Criminal proceedings against our Company*

Nil

(b) *Criminal proceedings by our Company*

(1) Our Company filed a complaint dated February 6, 2021 before the Metropolitan Magistrate Court at Andheri, Mumbai against Gollamudi Laxmi Narasimha Ramkumar and Zagg Network under Section 138 of the Negotiable Instruments Act, 1881 for dishonour of cheque of ₹20.00 million in relation to slump sale of GCPL (gift card loyalty programme) software and its related activities. The matter is currently pending.

(c) *Actions and proceedings initiated by statutory/regulatory authorities involving our Company*

Nil

(d) *Material litigation against our Company*

For details in relation to (i) the show cause and demand notices issued by the Directorate General of Goods and Services Tax Intelligence, Mumbai Zonal Unit to our Company, certain of our Directors, and other parties; (ii) service tax matter involving our Company and Avinash Ramesh

Godkhindi, see "—*Description of certain tax matters involving our Company, above the materiality threshold adopted by our Board*" on page 283.

(e) *Material litigation by our Company*

Nil

II. Litigation involving our Subsidiary

(a) *Criminal proceedings against our Subsidiary*

Nil

(b) *Criminal proceedings by our Subsidiary*

Nil

(c) *Actions and proceedings initiated by statutory/regulatory authorities involving our Subsidiary*

Nil

(d) *Material litigation against our Subsidiary*

Nil

(e) *Material litigation by our Subsidiary*

Nil

III. Litigation involving the Promoters

(a) *Criminal proceedings against our Promoters*

Nil

(b) *Criminal proceedings by our Promoters*

Nil

(c) *Actions by statutory/regulatory authorities involving our Promoters*

Nil

(d) *Disciplinary action imposed by SEBI or Stock Exchanges against our Promoters in the last five financial years*

Nil

(e) *Material litigation against our Promoters*

(1) For details in relation to the service tax matter involving our Company and Avinash Ramesh Godkhindi, "—*Description of certain tax matters involving our Company, above the materiality threshold adopted by our Board*" on page 283.

(2) For details in relation to the show cause and demand notice issued by the Directorate General of Goods and Services Tax Intelligence, Mumbai Zonal Unit to our Company, our Promoters and Directors, Raj P Narayanam, Avinash Ramesh Godkhindi, and other parties, see "—*Description of certain tax matters involving our Company, above the materiality threshold adopted by our Board*" on page 283.

(f) *Material litigation by our Promoters*

Nil

IV. Litigation involving our Directors

(a) *Criminal proceedings against our Directors*

Nil

(b) *Criminal proceedings by our Directors*

Nil

(c) *Actions by statutory/regulatory authorities involving our Directors*

Nil

(d) *Material litigation against our Directors*

(1) For details in relation to the service tax matter involving our Company and Avinash Ramesh Godkhindi, "—*Description of certain tax matters involving our Company, above the materiality threshold adopted by our Board*" on page 283.

(2) For details in relation to the show cause and demand notice issued by the Directorate General of Goods and Services Tax Intelligence, Mumbai Zonal Unit to our Company, one of our Directors, Prerna Tandon and other parties, see "—*Description of certain tax matters involving our Company, above the materiality threshold adopted by our Board*" on page 283.

(3) For details in relation to the show cause and demand notice issued by the Directorate General of Goods and Services Tax Intelligence, Mumbai Zonal Unit to our Company, our Directors, Raj P Narayanam, Avinash Ramesh Godkhindi, Abhay Deshpande Raosaheb, Prerna Tandon, Arun Vijaykumar Gupta and Aravamudan Krishna Kumar and other parties, see "—*Description of certain tax matters involving our Company, above the materiality threshold adopted by our Board*" on page 283.

(e) *Material litigation by our Directors*

Nil

Tax proceedings involving our Company, Promoters and Directors

Details of outstanding tax proceedings involving our Company, Promoters and Directors as of the date of this Prospectus are disclosed below:

Nature of Proceedings	**Number of Proceedings**	**Amount involved*** (*₹ million*)
Direct Tax		
Company	-	-
Promoters	-	-
Directors	-	-
Sub-total (A)	-	-
Indirect Tax		
Company	3^	46.16
Promoters	2^	0.10
Directors	3^	0.10
Sub-total (B)	3	46.26
Total (A+B)	3	46.26

** Such amount excludes any interest or penalty in relation to such tax proceedings.*

^ These matters involve our Company, certain of our Promoters and certain of our Directors, as applicable. For details, see "—Description of certain tax matters involving our Company, above the materiality threshold adopted by our Board" on page 283.

Description of certain tax matters involving our Company, above the materiality threshold adopted by our Board

Indirect Tax

(1). The Directorate General of GST Intelligence, Hyderabad Zonal Unit ("**DGGI**") issued summons under Section 70 and section 174(2) of the Central Goods and Services Tax Act, 2017, as amended (the "**CGST Act**") in relation to non-payment of GST and requested our Company to furnish certain documents. Certain major customers and vendors of our Company were also issued summons in this regard. Based on investigations, our Company was alleged to be in non-compliance with registration and payment requirements for service tax. The DGGI issued a show cause notice dated November 13, 2019 (the "**SCN**")

to our Company for evasion of GST on the taxable services provided by our Company. It was alleged that our Company was liable to pay service tax on amount received towards loading of ‘face value’ of the gift cards (₹240.41 million), breakage income (₹2.66 million), sale of gift vouchers/ coupons issued by merchants (₹16.66 million), interchange fee collected from the payment gateway/network companies (₹7.79 million), merchant commission charged on the amount swiped using the gifts cards (₹0.78 million), miscellaneous income (₹0.90 million) and directors’ remunerations paid under reverse charge mechanism (₹2.80 million) (collectively, the “**Allegations**”).

Accordingly, in terms of the SCN, our Company was directed to show cause as to why service tax aggregating to ₹272.04 million for the period of April 2014 to June 2017 along with the interest for delayed payment of service tax proposed to be demanded, and other penalties under the Finance Act, 1994, Central Excise Act, 1944 and the rules made thereunder and CGST Act, should not be imposed on our Company. Our Company filed a reply to the SCN on March 20, 2020 contending, among other things, that the Allegations under the SCN are invalid, activities of the Company do not fall under taxable category, and that it only acts as the custodian of the funds collected from the corporate clients. The Commissioner of Central Tax issued an order on March 30, 2022 wherein the demand for certain penalties including, among other things, the interchange fee collected from the payment gateway/network companies, breakage income, merchant commission and discounts received from various associate merchants/retailers with reference to issuance of prepaid cards and miscellaneous income and charged on the amount swiped using the gifts cards were upheld. In addition to this, late fees of ₹0.14 million was imposed on our Company for non-filing of mandatory returns, along with a penalty of ₹0.10 million on Avinash Ramesh Godkhindi in the capacity of Managing Director and Chief Executive Officer of our Company. Our Company and Avinash Ramesh Godkhindi have filed an appeal memorandum against the aforementioned order, before the Assistant Registrar, Customs, Excise and Service Tax Appellate Tribunal, Hyderabad on October 31, 2022. This matter is currently pending.

(2). The Directorate General of Goods and Services Tax Intelligence, Mumbai Zonal Unit (the “**DGGI**”) issued a show cause and demand notice (the “**SCN**”) dated June 15, 2023, to our Company, our Director, Prerna Tandon, and various other parties, under provisions of the Central Goods and Sales Tax Act, 2017, the State Goods and Sales Tax Act, 2017, Integrated Goods and Sales Tax Act, 2017 (“**GST Laws**”). The SCN alleges, *inter alia*, that our Company wrongly availed and passed on input tax credit amounting to ₹12.97 million (“**ITC”**) from channel partners and sub-vendors, without actual supply of goods or services, for the period from July 2017 to March 2022. Accordingly, in terms of the SCN, our Company and Prerna Tandon were directed to show cause as to why penalties under the GST Laws should not be imposed. The matter is currently pending.

(3). The Directorate General of Goods and Services Tax Intelligence, Mumbai Zonal Unit (the “**DGGI**”) issued a show cause and demand notice (the “**SCN**”) dated June 15, 2023, to our Company, our Directors, Raj P Narayanam, Avinash Ramesh Godkhindi, Abhay Deshpande Raosaheb, Prerna Tandon, Arun Vijaykumar Gupta and Aravamudan Krishna Kumar (“**Directors**”), and various other parties, under provisions of the Central Goods and Sales Tax Act, 2017, the State Goods and Sales Tax Act, 2017 and the Integrated Goods and Sales Tax Act, 2017 (“**GST Laws**”). The SCN alleges, *inter alia*, that our Company wrongly availed input tax credit amounting to ₹8.46 million (“**ITC”**) and passed on such ITC without actual supply of services for the period from July 2017 to March 2022. Accordingly, in terms of the SCN, our Company and our Directors were directed to show cause as to why penalties under the GST Laws should not be imposed. The matter is currently pending.

Outstanding dues to creditors

In accordance with the SEBI ICDR Regulations and in terms of the Materiality Policy, the creditors to whom the amount due by our Company exceeds 5% of the total trade payables (*i.e.*, 5% of ₹92.19 million which is ₹4.61 million) of our Company as of March 31, 2023 as provided in the Restated Financial Information have been considered as material creditors of our Company for the purposes of disclosure in this Prospectus.

Details of outstanding dues owed to material creditors, MSME creditors and other creditors of our Company based on such determination are disclosed below:

Type of creditors	Number of creditors	Amount involved *(₹ million)*
Material creditors	1	44.56
MSME creditors[(1)]	3	9.63

Type of creditors	Number of creditors	Amount involved
		(₹ million)
Other creditors	102	38.00

[(1)] *Includes one material creditor with outstanding dues of ₹9.55 million.*

The details pertaining to outstanding dues to the material creditors along with names and amounts involved for each such material creditor are available on the website of our Company at www.zaggle.in/investor-relations.

It is clarified that such details available on our website do not form a part of this Prospectus and investors should not make any investment decision based on information available on the website of our Company. Anyone placing reliance on any other source of information, including our Company's website www.zaggle.in, would be doing so at their own risk.

Material developments since the Restated Financial Information as of and for the year ended March 31, 2023

Other than as disclosed in "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 245 and elsewhere in this Prospectus, in the opinion of our Board, no circumstances have arisen since the date of the last balance sheet as disclosed in this Prospectus which materially and adversely affect, or are likely to affect, our operations or profitability, or the value of our assets, or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

We have set out below an indicative list of licenses, approvals, registrations and permits obtained by our Company, which are considered material and necessary for the purpose of undertaking its business activities. In view of these key approvals, our Company can undertake this Offer, and our Company can undertake its business activities. Other than as stated below, no further material approvals from any regulatory authority are required to undertake the Offer or continue such business activities. Certain of our material approvals may have expired or may expire in the ordinary course of business, from time to time and our Company, have either already made an application to the appropriate authorities for renewal of such key approvals or are in the process of making such renewal applications. In relation to the business activities and operations of our Company, we have disclosed below approvals applied for but not received. For details in connection with the applicable regulatory and legal framework, see "Risk Factors" and "Key Regulations and Policies in India" on pages 31 and 267, respectively.

I. Approvals in relation to the Offer

For details in relation to the approvals and authorisations in relation to the Offer, see "*Other Regulatory and Statutory Disclosures—Authority for the Offer*" on page 291.

II. Approvals in Relation to our Company

(a) Corporate Approvals

(1) Certificate of incorporation dated June 2, 2011 was issued to our Company by the RoC;

(2) Fresh certificate of incorporation dated September 13, 2022 issued to our Company by the RoC consequent upon change of Company's name from Zaggle Prepaid Ocean Services Private Limited to Zaggle Prepaid Ocean Services Limited, pursuant to conversion of our Company from a private limited company into a public limited company;

(3) The CIN of our Company is U65999TG2011PLC074795; and

(4) The legal entity identifier number of our Company is 984500D889CA06A88173 which is valid until May 8, 2024.

For details in relation to incorporation of our Company, see "*History and Certain Corporate Matters*" on page 172.

(b) Tax Registrations

(1) Our permanent account number is AAACZ4965E and our tax deduction account number is HYDZ06859G, issued by the Income Tax Department, Government of India, under the IT Act; and

(2) Our Company has been issued GST registration number 36AAACZ4965E1Z4 by the Government of India.

III. Material Approvals in relation to the business operations of our Company

(a) Material Licenses and Approvals obtained by our Company

(1) UDYAM registration number of our Company is UDYAM-TS-09-0012358, issued by the Government of India, Ministry of Micro, Small and Medium Industries.

(b) Approvals under labour and employment laws

(1) Our Company is required to obtain licenses under the relevant shops and establishments legislations of Maharashtra and Telangana, for certain premises where our offices are located. As of the date of this Prospectus, we have obtained the necessary registrations under the respective shops and commercial establishment acts of these states, wherever enacted or in force, in which our office premises are located;

(2) Our Company has obtained the relevant registrations under the Employee State

Insurance Act, 1948 across states in India where it has operations; and

(3) Registration under the Employees' Provident Fund and Miscellaneous Provisions Act 1952.

IV. Pending Approvals

Material approvals or renewals applied for but not received

NIL

Material approvals not yet applied for

NIL

V. Intellectual Property

(a) Registrations obtained by our Company

<u>Trademarks</u>

S. No.	Description	Class	Trademark Number
1.	ZAGGLE	2	4831543
2.	ZAGGLE	4	4831546
3.	ZAGGLE	6	4831549
4.	ZAGGLE	7	4843733
5.	ZAGGLE	8	4843734
6.	ZAGGLE	10	4843735
7.	ZAGGLE	11	4843736
8.	ZAGGLE	12	4843737
9.	ZAGGLE	13	4831541
10.	ZAGGLE	14	4843738
11.	ZAGGLE	15	4843739
12.	ZAGGLE	17	4843740
13.	ZAGGLE	18	4817120
14.	ZAGGLE	19	4843741
15.	ZAGGLE	20	4843742
16.	ZAGGLE	21	4847305
17.	ZAGGLE	22	4847306
18.	ZAGGLE	23	4847307
19.	ZAGGLE	26	4849908
20.	ZAGGLE	27	4849909
21.	ZAGGLE	28	4817122
22.	ZAGGLE	29	4849910
23.	ZAGGLE	30	4849911
24.	ZAGGLE	31	4849912
25.	ZAGGLE	32	4817127
26.	ZAGGLE	33	4849913
27.	ZAGGLE	34	4834669
28.	ZAGGLE WAVE	36	2358577
29.	ZAGGLE OYOY	36	2358578
30.	ZAGGLE ZINGER	36	2363776
31.	ZAGGLE	37	4834668
32.	ZAGGLE	38	4817124
33.	ZAGGLE	39	4834667
34.	ZAGGLE	40	4834666
35.	ZAGGLE	41	4817125
36.	ZAGGLE	43	4834665
37.	ZAGGLE	45	4834663
38.	ZAGGLE	36	2197547
39.	Zaggle The Prepaid Ocean	36	2197548
40.	Zaggle Stored Value Discount Card	36	2258588
41.	BoMB	36	2258586

S. No.	Description	Class	Trademark Number
42.	Zaggle Multi Store Card	36	2258587
43.		36	2258589
44.	ZAGGLE	9	4817118
45.	ZAGGLE	16	4817119
46.	ZAGGLE	24	4847308
47.	ZAGGLE	25	4817121
48.	ZAGGLE	35	4817123
49.	ZAGGLE	42	4817126
50.	ZAGGLE	44	4834664
51.	founderscard	36	5017283

(b) Applications filed by our Company including status of such applications

<u>Trademark</u>

S. No.	Description	Class	Application Number	Status
1.	ZAGGLE	1	4831542	Opposed
2.	ZAGGLE	3	4831545	Opposed
3.	ZAGGLE	5	4831547	Opposed
4.	FOUNDERSCARD	36	4390797	Refused
5.	ZAGGLE FOUNDERSCARD	36	5386309	Objected
6.	KUBER	36	5388047	Objected
7.	ZAKEY	36	5630261	Objected
8.	XPNS	9	5727086	Objected
9.	XPNS	35	5727087	Objected
10.	XPNS	36	5727088	Objected
11.	XPNS	42	5727089	Objected
12.	XPNS.COM	9	5731264	Objected
13.	XPNS.COM	35	5731265	Marked for Exam
14.	XPNS.COM	36	5731266	Marked for Exam
15.	XPNS.COM	42	5731267	Objected
16.		1	5949602	Formalities check pass
17.		2	5949605	Formalities check pass
18.		3	5949609	Formalities check pass
19.		4	5949614	Formalities check pass
20.		5	5949618	Formalities check pass
21.		6	5949620	Formalities check pass
22.		7	5949624	Formalities check pass
23.		8	5949625	Formalities check pass
24.		9	5949627	Formalities check pass
25.		10	5949628	Formalities check pass
26.		11	5949684	Formalities check pass

S. No.	Description	Class	Application Number	Status
27.		12	5949686	Formalities check pass
28.		13	5949687	Formalities check pass
29.		14	5949690	Formalities check pass
30.		15	5949693	Formalities check pass
31.		16	5949702	Formalities check pass
32.		17	5949706	Formalities check pass
33.		18	5949707	Formalities check pass
34.		19	5949708	Formalities check pass
35.		20	5949709	Formalities check pass
36.		21	5950719	Formalities check pass
37.		22	5950720	Formalities check pass
38.		23	5950721	Formalities check pass
39.		24	5950722	Formalities check pass
40.		25	5950723	Formalities check pass
41.		26	5950704	Formalities check pass
42.		27	5950705	Formalities check pass
43.		28	5950706	Formalities check pass
44.		29	5950707	Formalities check pass
45.		30	5950708	Formalities check pass
46.		31	5950709	Formalities check pass
47.		32	5950710	Formalities check pass
48.		33	5950711	Formalities check pass
49.		34	5950713	Formalities check pass
50.		35	5950714	Formalities check pass
51.		36	5950670	Formalities check pass
52.		37	5950671	Formalities check pass

S. No.	Description	Class	Application Number	Status
53.		38	5950672	Formalities check pass
54.		39	5950673	Formalities check pass
55.		40	5950674	Formalities check pass
56.		41	5950675	Formalities check pass
57.		42	5950676	Formalities check pass
58.		43	5950677	Formalities check pass
59.		44	5950678	Formalities check pass
60.		45	5950679	Formalities check pass

Copyright

S. No.	Description	Application Number	Status
1.	Zaggle	116076	Application under process

Also see "*Risk Factors—34. Our business depends on our reputation, brand identity, intellectual property and knowhow and any harm to them may adversely affect our business, cash flows, results of operations and financial condition.*" on page 53.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer has been authorised by our Board pursuant to a resolution dated December 16, 2022 and the Fresh Issue has been authorised by our Shareholders pursuant to a special resolution dated December 16, 2022. Our Board had approved the (i) Draft Red Herring Prospectus pursuant to a resolution dated December 19, 2022; (ii) the Red Herring Prospectus pursuant to a resolution dated September 8, 2023; and (iii) this Prospectus pursuant to a resolution dated September 18, 2023.

The Offer for Sale has been authorised, severally and not jointly, by the Selling Shareholders as disclosed in "*The Offer*" on page 68.

The Board of Directors have taken on record the Offer for Sale by the Selling Shareholders pursuant to its resolution dated August 29, 2023.

Our Company has received in-principle approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated January 24, 2023 and January 25, 2023, respectively.

Prohibition by the SEBI, the RBI or Other Governmental Authorities

Our Company, Promoters, members of the Promoter Group, Directors, the Promoter Selling Shareholders, the Corporate Selling Shareholder, the Individual Selling Shareholder and persons in control of our Company are not debarred or prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

The Investor Selling Shareholders are not debarred or prohibited from accessing the capital markets, or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

None of the companies with which our Promoters and Directors are associated with as promoters or directors have been debarred from accessing capital markets under any order or direction passed by the SEBI or any other authorities.

Our Company, Promoters or Directors have not been declared as Wilful Defaulters or Fraudulent Borrowers.

Our Promoters or Directors have not been declared as fugitive economic offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.

Directors associated with the Securities Market

None of our Directors are associated with the securities market in any manner and no outstanding action has been initiated against them by the SEBI in the five years preceding the date of this Prospectus.

Compliance with Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoters, members of the Promoter Group and the Promoter Selling Shareholders, the Corporate Selling Shareholder, the Individual Selling Shareholder are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable to them in relation to the Company, as of the date of this Prospectus.

The Investor Selling Shareholders, severally and not jointly, are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable to them in relation to the Company, as of the date of this Prospectus.

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 Regulation 6(1) of the SEBI ICDR Regulations 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 not less than 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.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000, failing which the entire application monies shall be refunded forthwith in accordance with SEBI ICDR Regulations and other applicable laws. In case of delay, if any, in refund within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws. Our Company is in compliance with conditions specified in Regulation 5 of the SEBI ICDR Regulations to the extent applicable. Except as disclosed in "*Capital Structure*" on page 86, 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 of the date of this Prospectus.

Our Company, Promoters, members of our Promoter Group or Directors have not been declared as fraudulent borrowers by the lending banks or financial institutions or consortium, in terms of RBI master circular dated July 1, 2016.

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.

Each of the Selling Shareholders, severally and not jointly, confirms that the Equity Shares being offered by it are eligible for being offered for sale pursuant to the Offer including in terms of Regulation 8 and Regulation 8A of the SEBI ICDR Regulations.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, ICICI SECURITIES LIMITED, EQUIRUS CAPITAL PRIVATE LIMITED, IIFL SECURITIES LIMITED AND JM FINANCIAL LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED. 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 THE DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDERS, SEVERALLY AND NOT JOINTLY DISCHARGE THEIR RESPECTIVE RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED DECEMBER 19, 2022 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY

BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS, ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.

All applicable legal requirements pertaining to this Offer have been complied with at the time of filing of the Red Herring Prospectus with the RoC, in terms of the Companies Act. All legal requirements pertaining to this Offer will be complied with at the time of filing of this Prospectus with the RoC in terms of the Companies Act.

Disclaimer from our Company, the Selling Shareholders, our Directors and the BRLMs

Our Company, our Directors and the BRLMs accept no responsibility for statements made in relation to the Company or the Offer other than those confirmed by them in this Prospectus or in the advertisements or any other material issued by or at our Company's instance. Each of the Promoter Selling Shareholders, Corporate Selling Shareholder and Individual Selling Shareholder accepts no responsibility for any statements made other than those specifically made by the respective Selling Shareholders in relation to itself and its respective portion of the Offered Shares. Except when specifically directed in this Prospectus, anyone placing reliance on any other source of information, including our Company's website, www.zaggle.in, or respective website of our Promoters, any member of the Promoter Group or affiliates of our Company, the Promoter Selling Shareholders, Corporate Selling Shareholder or Individual Selling Shareholder, would be doing so at his or her own risk.

It is hereby clarified that the Investor Selling Shareholder are respectively providing information in this Prospectus only in relation to themselves as a selling shareholder and their respective portion of the Offered Shares, and the Investor Selling Shareholders and their respective directors, partners, affiliates, associates and officers accept and/or undertake no responsibility for any statements other than those specifically undertaken or confirmed by them as a selling shareholder and their respective portion of the Offered Shares in this Prospectus.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement and is provided in the Underwriting Agreement.

All information to the extent required in relation to the Offer shall be made available by our Company, the Selling Shareholders (to the extent that the information pertains to itself and its respective portions of the Offered Shares) and the BRLMs to the public and investors at large and no selective or additional information would be made available by our Company, the Selling Shareholders and the BRLMs 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.

Bidders were required to confirm and were deemed to have represented to our Company, the Selling Shareholders, the Underwriters and their respective directors, officers, agents, affiliates, as applicable, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, each of the Selling Shareholders, Underwriters and their respective directors, officers, agents, affiliates, and representatives, as applicable, 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 in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, the Selling Shareholders and their respective directors and officers, affiliates, 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 affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Neither the delivery of this Prospectus, nor any issue hereunder, shall, under any circumstances, create any implication that there has been no change in our affairs or in the affairs of the Selling Shareholders, the Promoters, members of our Promoter Group from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Disclaimer in Respect of Jurisdiction

Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Hyderabad, India only.

Bidders Eligible under Indian law to participate in the Offer

The Offer was 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, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, domestic Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), NBFC-SI registered with the RBI or trusts under applicable trust law and who are authorised under their constitution to hold and invest in equity shares, insurance companies registered with the IRDAI, permitted provident funds and pension funds, National Investment Fund, insurance funds set up and managed by the army, navy and air force of the Union of India, insurance funds set up and managed by the Department of Posts, Government of India and to Eligible FPIs, AIFs, FVCIs, Eligible NRIs and other eligible foreign investors, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, state industrial development corporations and registered multinational and bilateral development financial institutions.

Bidders were advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law.

Each Bidder, where required, must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Certain persons outside India are restricted from participating in the Offer. For details, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 334.

Selling Restrictions and Transfer Restrictions

Invitations to subscribe to or purchase the Equity Shares in the Offer were made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprised the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India. **No person outside India was eligible to Bid for Equity Shares in the Offer unless that person had received the preliminary offering memorandum for the Offer, which contained the selling restrictions for the Offer outside India.**

The Equity Shares offered in the Offer have not been and will not be registered, listed or otherwise qualified in any jurisdiction except India and may not be offered or sold to persons outside of India except in compliance with the applicable laws of each such jurisdiction. In particular, the Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or the securities laws of any state of the United States and may not be offered or sold in 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. The Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act ("**Regulation S**").

Each purchaser of the Equity Shares in the Offer who did not receive a copy of the preliminary offering memorandum shall be deemed to:

- Represent and warrant to our Company, the Selling Shareholders and the members of the Syndicate that it was outside the United States (as defined in Regulation S) at the time the offer of the Equity Shares was made to it and it was outside the United States (as defined in Regulation S) when its buy order for the Equity Shares was originated.

- Represent and warrant to our Company, the Selling Shareholders and the members of the Syndicate that it did not purchase the Equity Shares as a result of any "directed selling efforts" (as defined in Regulation S).

- Represent and warrant to our Company, the Selling Shareholders and the members of the Syndicate that it bought the Equity Shares for investment purposes and not with a view to the distribution thereof. If in the future it decides to resell or otherwise transfer any of the Equity Shares, it agrees that it will not offer, sell or otherwise transfer the Equity Shares except in a transaction complying with Rule 903 or Rule 904 of Regulation S or pursuant to any other available exemption from registration under the U.S. Securities Act.

- Represent and warrant to our Company, the Selling Shareholders and the members of the Syndicate that it 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, other than in accordance with applicable laws.

- Represent and warrant to our Company, the Selling Shareholders and the members of the Syndicate that if it acquired any of the Equity Shares as fiduciary or agent for one or more investor accounts, it has sole investment discretion with respect to each such account and that it has full power to make the foregoing representations, warranties, acknowledgements and agreements on behalf of each such account.

- Represents and warrant to our Company, the Selling Shareholders and the members of the Syndicate that if it acquired any of the Equity Shares for one or more managed accounts, that it was authorized in writing by each such managed account to subscribe to the Equity Shares for each managed account and to make (and it hereby makes) the representations, warranties, acknowledgements and agreements herein for and on behalf of each such account, reading the reference to "it" to include such accounts.

- Agree to indemnify and hold the Company, the Selling Shareholders and the members of the Syndicate harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Equity Shares.

- Acknowledge that our Company, the Selling Shareholders the members of the Syndicate and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements.

Disclaimer Clause of the BSE

As required, a copy of the Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to us, post scrutiny of the Draft Red Herring Prospectus, pursuant to its in-principle approval dated January 24, 2023 is as under:

"BSE Limited ("the Exchange") has given vide its letter dated January 24, 2023, permission to this Company to use the Exchange's name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner: -

a) warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or

b) warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or

c) take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company and it should not for any reason be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever."

Disclaimer Clause of the NSE

As required, a copy of the Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to us, post scrutiny of the Draft Red Herring Prospectus, pursuant to its in-principle approval dated January 25, 2023, is as under:

"As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref: NSE/LIST/2100 dated January 25, 2023, permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be

deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever."

Listing

The Equity Shares issued through the Red Herring Prospectus and this Prospectus are proposed to be listed on the BSE and NSE. Applications will be made to the Stock Exchanges for permission to deal in and for an official quotation of the Equity Shares being issued and sold in the Offer and NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalised for the Offer.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus and this Prospectus, in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within such period as may be prescribed by SEBI. If our Company does not allot Equity Shares pursuant to the Offer within such timeline as prescribed by SEBI, it shall 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 or such other rate prescribed by SEBI.

Each of the Selling Shareholders, severally and not jointly, confirms that it shall provide reasonable assistance as may be requested by our Company, to the extent such assistance is required from the Selling Shareholders in relation to their respective portion of the Offered Shares to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges within such time as is or may be prescribed by SEBI.

Consents

Consents in writing of the Selling Shareholders, our Directors, the Company Secretary and Compliance Officer, Joint Statutory Auditors, P R S V & Co. LLP, Chartered Accountants and M S K A & Associates, Chartered Accountant, the legal counsel to the Company as to Indian law, Frost & Sullivan, the BRLMs and the Registrar to the Offer, the banker to the Company, the Syndicate Members, Bankers to the Offer and the Monitoring Agency to act in their respective capacities, have been obtained and were filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act. Further, such consents that were obtained had not been withdrawn as of the date this Prospectus.

Expert

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

Our Company has received written consent dated September 18, 2023 from P R S V & Co. LLP, Chartered Accountants and M S K A & Associates, Chartered Accountant, each holding a valid peer review certificate from the ICAI, to include their name as required under Section 26(5) of the Companies Act read with the SEBI ICDR Regulations in this Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act to the extent and in their capacity as our Joint Statutory Auditors, and in respect of their: (i) examination report dated August 29, 2023 with respect to the Restated Financial Information; and (ii) their report dated August 30, 2023 on the statement of possible special tax benefits in this Prospectus, and such consent has not been withdrawn as of the date of this Prospectus.

Our Company has also received written consent dated September 18, 2023 from P R S V & Co. LLP, Chartered Accountants, to include their name as required under Section 26(5) of the Companies Act read with the SEBI ICDR Regulations in this Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act in respect of the certificates issued by them in their capacity as an independent chartered accountant to our Company, and such consent has not been withdrawn as of the date of this Prospectus.

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

Particulars regarding capital issues by our Company and listed group companies during the last three years.

Our Company has not made any capital issues or rights issue of Equity Shares during the three years preceding the date of this Prospectus.

Our Company does not have any listed Group Companies.

Commission and Brokerage paid on previous issues of the Equity Shares in the last five years

Since this is the initial public offer of the equity shares of our Company, 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.

Previous public or rights issues, if any, during the last five years

Our Company has not made public issues or rights issue during the last five years.

Performance vis-à-vis Objects – Details of Public or Rights Issues by our Company

Our Company has not made public issues or rights issue during the last five years.

Performance vis-à-vis Objects – Details of Public or Rights Issues by listed subsidiaries/listed promoter of our Company

Our Company does not have any listed subsidiaries. Further, our Company does not have any corporate promoters.

Price information of past issues handled by the BRLMs

A. ICICI Securities Limited

1. *Price information of past issues (during the current financial year and two financial years preceding the current financial year) handled by ICICI Securities Limited*

S. No.	Issue name	Issue size (₹ million)	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	Paradeep Phosphates Limited^	15,017.31	42.00	May 27, 2022	43.55	-10.24%,[-3.93%]	+27.50%,[+7.65%]	+31.19%,[+11.91%]
2	Syrma SGS Technology Limited^	8,401.26	220.00	August 26, 2022	262.00	+31.11%[-1.25%]	+29.20%,[+4.55%]	+20.66%,[+3.13%]
3	Fusion Micro Finance Limited^^	11,039.93	368.00	November 15, 2022	359.50	+9.86%,[+1.40%]	+12.84%,[-2.97%]	+25.52%,[-0.48%]
4	Five Star Business Finance Limited^^	15,885.12	474.00	November 21, 2022	468.80	+29.72%,[+1.24%]	+19.20%,[-1.19%]	+11.72%,[+0.24%]
5	Archean Chemical Industries Limited^^	14,623.05	407.00	November 21, 2022	450.00	+25.42%,[+1.24%]	+56.87%,[-1.19%]	+32.68%, [+0.24%]
6	Landmark Cars Limited^	5,520.00	506.00(1)	December 23, 2022	471.30	+22.83%,[+1.30%]	+1.16%,[-2.72%]	+35.06%,[+5.82%]
7	KFIN Technologies Limited^^	15,000.00	366.00	December 29, 2022	367.00	-13.55%,[-3.22%]	-24.56%,[-6.81%]	-4.48%,[+2.75%]
8	Utkarsh Small	5,000.00	25.00	July 21, 2023	40.00	+92.80%,[-2.20%]	NA*	NA*

	Finance Bank Limited^^							
9	SBFC Finance Limited^^	10,250.00	57.00(2)	August 16, 2023	82.00	+51.75%, [+3.28%]	NA*	NA*
10	Jupiter Lifeline Hospitals Limited	8,690.76	735.00	September 18, 2023	973.00	NA*	NA*	NA*

Notes:
**Data not available.*
^BSE as designated stock exchange
^^NSE as designated stock exchange
(1) Discount of Rs. 48.00 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 506.00 per equity share.
(2) Discount of Rs. 2.00 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 57.00 per equity share.

2. *Summary statement of price information of past issues (during the current financial year and two financial years preceding the current financial year) handled by ICICI Securities Limited*

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ million)	No. of IPOs trading at discount as of 30th calendar day from listing date			No. of IPOs trading at premium as of 30th calendar day from listing date			No. of IPOs trading at discount as of 180th calendar day from listing date			No. of IPOs trading at premium as of 180th calendar day from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2023-24*	3	23,940.76	-	-	-	2	-	-	-	-	-	-	-	-
2022-23	9	2,95,341.82	-	1	3	-	3	2	-	1	1	-	5	2
2021-22	26	7,43,520.19	-	3	6	6	4	7	3	4	5	5	4	5

Notes:
** This data covers issues up to YTD*
1. *Data is sourced either from www.nseindia.com or www.bseindia.com, as per the designated stock exchange disclosed by the respective Issuer Company.*
2. *Similarly, benchmark index considered is "NIFTY 50" where NSE is the designated stock exchange and "S&P BSE SENSEX" where BSE is the designated stock exchange, as disclosed by the respective Issuer Company.*
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*

B. Equirus Capital Private Limited

1. *Price information of past issues (during the current financial year and two financial years preceding the current financial year) handled by Equirus Capital Private Limited*

S. No.	Issue name	Issue size (₹ million)	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.	Krsnaa Diagnostics Limited$	12,133.35	954.00[1]	August 16, 2021	1,005.55	-9.42% [+4.93%]	-27.73% [+9.30%]	-32.63% [+4.90%]
2.	Anand Rathi Wealth Limited#	6,593.75	550.00[2]	December 14, 2021	602.05	+12.38% [+5.22%]	+4.46% [-4.42%]	+19.55% [-6.56%]
3.	Metro Brands Limited#	13,675.05	500.00	December 22, 2021	436.00	+21.77% [+4.45%]	+14.57% [+0.64%]	+7.93% [-9.78%]
4.	Prudent Corporate Advisory Services Limited#	4,282.84	630.00[3]	May 20, 2022	660.00	-20.71% [-5.46%]	-2.10% [+10.92%]	+26.23% [+13.89%]
5.	Dreamfolks Services Limited#	5,621.01	326.00	September 06, 2022	505.00	+12.07% [-1.91%]	+14.80% [+6.20%]	+42.44% [+1.03%]
6.	Harsha Engineers International Limited$	7,550.00	330.00[4]	September 26, 2022	450.00	+31.92% [+3.76%]	+10.68% [+4.65%]	-2.18% [-0.42%]

S. No.	Issue name	Issue size (₹ million)	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
7.	Inox Green Energy Services Limited#	7,400.00	65.00	November 23, 2022	60.50	-30.77% [-1.11%]	-32.77% [-1.33%]	-26.85% [+0.36%]
8.	Divgi TorqTransfer Systems Limited#	4,121.20	590.00	March 14, 2023	600.00	+12.04% [+4.30%]	+39.64% [+8.16%]	+67.75% [+14.51%]
9.	Netweb Technologies India Limited#	6,310.00	500.00[5]	July 27, 2023	942.50	+73.20% [-2.08%]	N.A.	N.A.
10.	TVS Supply Chain Solutions Limited$	8,800.00	197.00	August 23, 2023	207.05	N.A.	N.A.	N.A.

__Source__: www.bseindia.com and www.nseindia.com for price information and prospectus/basis of allotment for issue details.

Notes:

1. *A discount of ₹ 93 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion of Krsnaa Diagnostics Limited IPO*
2. *A discount of ₹ 25 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion of Anand Rathi Wealth Limited IPO*
3. *A discount of ₹59 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion of Prudent Corporate Advisory Services Limited IPO*
4. *A discount of ₹31 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion of Harsha Engineers International Limited IPO*
5. *A discount of ₹25 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion of Netweb Technologies India Limited IPO*
6. *Price on Designated Stock Exchange of the respective Issuer is considered for all of the above calculations.*
7. *In the event any day falls on a holiday, the price/index of the immediately preceding trading day has been considered.*
8. *N.A. (Not Applicable) – Period not completed.*

 # The S&P BSE SENSEX is considered as the Benchmark Index
$ The S&P CNX NIFTY is considered as the Benchmark Index

2. *Summary statement of price information of past issues (during the current financial year and two financial years preceding the current financial year) handled by Equirus Capital Private Limited*

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ million)	No. of IPOs trading at discount as of 30th calendar day from listing date			No. of IPOs trading at premium as of 30th calendar day from listing date			No. of IPOs trading at discount as of 180th calendar day from listing date			No. of IPOs trading at premium as of 180th calendar day from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2023-2024*	2	15,110.00	-	-	-	1	-	-	-	-	-	-	-	-
2022-2023	5	28,975.05	-	1	1	-	1	2	-	1	1	1	2	-
2021-2022	5	49,335.49	-	-	1	1	-	3	-	1	-	1	1	2

Notes:

** The information is as of the date of this Prospectus.*
The information for each of the financial years is based on issues listed during such financial year.

C. IIFL Securities Limited

1. *Price information of past issues (during the current financial year and two financial years preceding the current financial year) handled by IIFL Securities Limited*

S. No.	Issue name	Issue size (₹ million)	Issue price (₹)	Designated stock exchange as disclosed in the red herring prospectus filed	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.	Kaynes Technology India Limited	8,578.20	587.00	NSE	November 22, 2022	778.00	+19.79%,[-0.25%]	+48.24%,[-1.64%]	+102.18%,[-0.22%]

2.	Sula Vineyards Limited	9,603.49	357.00	NSE	December 22, 2022	361.00	+18.59%,[-0.55%]	-4.87%,[-5.63%]	+27.87%,[+3.46%]
3.	KFin Technologies Limited	15,000.00	366.00	NSE	December 29, 2022	367.00	-13.55%,[-3.22%]	-24.56%,[-6.81%]	-4.48%,[+2.75%]
4.	Radiant Cash Management Services Limited	2,566.41	94.00(1)	NSE	January 4, 2023	103.00	+2.55%,[-2.40%]	+2.23%,[-3.57%]	-1.28%,[+6.35%]
5.	Avalon Technologies Limited	8,650.00	436.00	NSE	April 18, 2023	436.00	-10.09%,[+2.95%]	+59.45%,[+10.78%]	N.A.
6.	Mankind Pharma Limited	43,263.55	1080.00	NSE	May 9, 2023	1,300.00	+37.61%,[+2.52%]	+74.13%,[+6.85%]	N.A.
7.	ideaForge Technology Limited	5,672.45	672.00(2)	NSE	July 7, 2023	1,300.00	+64.59%,[+0.96%]	N.A.	N.A.
8.	Senco Gold Limited	4,050.00	317.00	NSE	July 14, 2023	430.00	+25.28%,[-0.70%]	N.A.	N.A.
9.	Netweb Technologies India Limited	6,310.00	500.00(3)	BSE	July 27, 2023	942.50	+73.20%,[-2.08%]	N.A.	N.A.
10.	Yatharth Hospital & Trauma Care Services Limited	6,865.51	300.00	BSE	August 7, 2023	304.00	+23.30%,[-0.26%]	N.A.	N.A.

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Notes:

Source: www.nseindia.com, www.bseindia.com, as applicable.

(1) Issue price for anchor investors was Rs. 99 per equity share.

(2) A discount of Rs. 32.00 per equity share was offered to eligible employees bidding in the employee reservation portion.

(3) A discount of Rs. 25.00 per equity share was offered to eligible employees bidding in the employee reservation portion.

Benchmark Index taken as NIFTY 50 or S&P BSE SENSEX, as applicable. Price of the designated stock exchange as disclosed by the respective issuer at the time of the issue has been considered for all of the above calculations. The 30th, 90th and 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 from listing day is a holiday, the closing data of the previous trading day has been considered. Percentage change taken against the issue price in case of the issuer. NA means not applicable. The above past price information is only restricted to past 10 initial public offers.

2. *Summary statement of price information of past issues (during the current financial year and two financial years preceding the current financial year) handled by IIFL Securities Limited*

Financial Year	**Total no. of IPOs**	**Total amount of funds raised (₹ *million*)**	**No. of IPOs trading at discount as of 30th calendar day from listing date**			**No. of IPOs trading at premium as of 30th calendar day from listing date**			**No. of IPOs trading at discount as of 180th calendar day from listing date**			**No. of IPOs trading at premium as of 180th calendar day from listing date**		
			Over 50%	**Between 25%-50%**	**Less than 25%**	**Over 50%**	**Between 25%-50%**	**Less than 25%**	**Over 50%**	**Between 25%-50%**	**Less than 25%**	**Over 50%**	**Between 25%-50%**	**Less than 25%**
2021-22	17	3,58,549.95	-	-	5	-	4	8	-	6	4	3	1	3
2022-23	12	106,650.92	-	-	4	-	4	4	-	-	3	1	4	4
2023-24	6	74,811.51	-	-	1	2	2	1	-	-	-	-	-	-

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Notes:

Source: www.nseindia.com; www.bseindia.com, as applicable.

Data for number of IPOs trading at premium/discount taken at closing price of the designated stock exchange as disclosed by the respective issuer at the time of the issue has been considered 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.

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D. JM Financial Limited

1. Price information of past issues (during the current financial year and two financial years preceding the current financial year) handled by JM Financial Limited

S. No.	Issue name	Issue size (₹ million)	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.	Jupiter Life Line Hospitals Limited*	8,690.76	735.00	September 18, 2023	973.00	Not Applicable	Not Applicable	Not Applicable
2.	TVS Supply Chain Solutions Limited*	8,800.00	197.00	August 23, 2023	207.50	Not Applicable	Not Applicable	Not Applicable
3.	Cyient DLM Limited*	5,920.00	265.00	July 10, 2023	403.00	86.79% [1.11%]	Not Applicable	Not Applicable
4.	Ideaforge Technology Limited*	5,672.45	672.00	July 7, 2023	1,300.00	64.59% [0.96%]	Not Applicable	Not Applicable
5.	Avalon Technologies Limited*	8,650.00	436.00	April 18, 2023	436.00	-10.09% [2.95%]	59.45% [10.78%]	Not Applicable
6.	Elin Electronics Limited#	4,750.00	247.00	December 30, 2022	243.00	-15.55% [-2.48%]	-52.06% [-4.73%]	-29.35% [4.23%]
7.	Uniparts India Limited#	8,356.08	577.00	December 12, 2022	575.00	-5.11% [-3.24%]	-7.38% [-4.82%]	-0.60% [0.80%]
8.	Archean Chemical Industries Limited*	14,623.05	407.00	November 21, 2022	450.00	25.42% [1.24%]	56.87% [-1.19%]	32.68% [0.24%]
9.	Bikaji Foods International Limited#7	8,808.45	300.00	November 16, 2022	321.15	28.65% [-0.29%]	26.95% [-2.50%]	24.23% [0.08%]
10.	Global Health Limited*	22,055.70	336.00	November 16, 2022	401.00	33.23% [0.03%]	35.94% [-3.47%]	61.67% [-0.52%]

Notes:

Source: www.nseindia.com and www.bseindia.com

 # BSE as Designated Stock Exchange

** NSE as Designated Stock Exchange*

1. *Opening price information as disclosed on the website of the Designated Stock Exchange.*
2. *Change in closing price over the issue/offer price as disclosed on Designated Stock Exchange.*
3. *For change in closing price over the closing price as of the listing date, the CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.*
4. *In case of reporting dates falling on a trading holiday, values for the trading day immediately preceding the trading holiday have been considered.*
5. *30th calendar day has been taken as listing date plus 29 calendar days; 90th calendar day has been taken as listing date plus 89 calendar days; 180th calendar day has been taken a listing date plus 179 calendar days.*
6. *Restricted to last 10 issues.*
7. *A discount of Rs. 15.00 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.*
8. *Not Applicable – Period not completed*

2. Summary statement of price information of past issues (during the current financial year and two financial years preceding the current financial year) handled by JM Financial Limited

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ million)	No. of IPOs trading at discount as of 30th calendar day from listing date			No. of IPOs trading at premium as of 30th calendar day from listing date			No. of IPOs trading at discount as of 180th calendar day from listing date			No. of IPOs trading at premium as of 180th calendar day from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2023-2024	5	37,733.21	-	-	1	2	-	-	-	-	-	-	-	-
2022-2023	11	3,16,770.53	-	1	3	-	5	2	-	2	2	2	3	2
2021-2022	17	2,89,814.06	-	1	2	5	5	4	1	2	3	4	3	4

Track record of past issues handled by the BRLMs

For further information regarding the track record of the BRLMs, as specified under the circular dated January 10, 2012 bearing reference no. CIR/MIRSD/1/2012 issued by the SEBI, see the websites of the BRLMs mentioned below:

BRLM	Website
ICICI Securities Limited	www.icicisecurities.com
Equirus Capital Private Limited	www.equirus.com
IIFL Securities Limited	www.iiflcap.com
JM Financial Limited	www.jmfl.com

Stock Market Data of the Equity Shares

This being an initial public offer of our Company, the Equity Shares are not listed on any stock exchange as of the date of this Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The Registrar Agreement provides for the retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

In terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 ("**March 2021 Circular**") and the SEBI Master Circular for Issue of Capital and Disclosure Requirements, read with the SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three-months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs in accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially-allotted applications, for the stipulated period. In the event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the BRLMs shall compensate the investors at the rate higher of ₹100 or 15% per annum of the application amount for the period of such delay. Further, in terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the Book Running Lead Managers, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

Separately, pursuant to the March 2021 Circular, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the ASBA Accounts (including amounts blocked through the UPI Mechanism) for public issues opening on or after May 1, 2021, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher.	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock.
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount; and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount	From the date on which multiple amounts were blocked till the date of actual unblock.

Scenario	Compensation amount	Compensation period
	except the original Bid Amount, whichever is higher.	
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, *i.e.*, the blocked amount less the Bid Amount; and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher.	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock.
Delayed unblock for non – Allotted/ partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher.	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock.

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the post-Offer BRLMs shall be liable to compensate the investor ₹100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

All Offer-related grievances 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.

Further, Bidders shall also enclose a copy of the Acknowledgement Slip or specify the application number duly received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

All grievances relating to Bids submitted with Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs and the Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders. Our Company, the Selling Shareholders, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs or the Sponsor Banks including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

Our Company has also appointed Hari Priya, Company Secretary of our Company, as the Compliance Officer for the Offer. For details, see "*General Information*" on page 77.

Each of the Selling Shareholders have, severally and not jointly, authorised the Company Secretary and Compliance Officer, and the Registrar to the Offer to redress any complaints received from Bidders in relation to its respective portion of the Offered Shares.

Investors can contact our Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Anchor Investors are required to address all grievances in relation to the Offer to the BRLMs.

Disposal of Investor Grievances by our Company

Our Company has obtained authentication on the Securities and Exchange Board of India Complaints Redress System ("**SCORES**") and is in compliance with the SEBI circulars in relation to redressal of investor grievances through SCORES.

Our Company has also constituted a Stakeholders Relationship Committee comprising the Directors, Arun Vijaykumar Gupta, Prerna Tandon and Avinash Ramesh Godkhindi, which is responsible for redressal of grievances of the security holders of our Company. For more information, see "*Our Management*" on page 177.

Our Company has not received any investor grievances during the three years preceding the date of this Prospectus and, there were no investor complaints pending as of the date of this Prospectus.

Our Company estimates that the average time required by our Company or the Registrar to the Offer for the redressal of routine investor grievances will be seven 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.

Disposal of investor grievances by listed Group Companies

As of the date of this Prospectus, we do not have any listed Group Companies.

SECTION VII - OFFER RELATED INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued, transferred and Allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, the SCRA, the SCRR, our Memorandum of Association and our Articles of Association, the SEBI Listing Regulations, the terms of the Red Herring Prospectus, this Prospectus, the abridged prospectus, the Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents/certificates that may be executed in respect of the Offer. The Equity Shares are also 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 the SEBI, the Government of India, the Stock Exchanges, the RBI, the RoC and/or any other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the RBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Offer.

The Offer

The Offer comprised a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders. The fees and expenses relating to the Offer shall be borne by each of our Company and the Selling Shareholders in the manner agreed to among our Company and the Selling Shareholders and in accordance with applicable law. For details in relation to Offer expenses, see "*Objects of the Offer*" on page 99.

Ranking of the Equity Shares

The Equity Shares being issued, transferred and Allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, 2013, SEBI ICDR Regulations, the SEBI Listing Regulations, SCRA, SCRR, the Memorandum of Association and our Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares of our Company, including in respect of the right to receive dividend and voting. 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. For more information, see "*Description of Equity Shares and Terms of the Articles of Association*" on page 336.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to our Shareholders in accordance with the provisions of Companies Act, our Memorandum of Association and our Articles of Association and provisions of the SEBI Listing Regulations and other applicable law. 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 law. For more information, see "*Dividend Policy*" and "*Description of Equity Shares and Terms of the Articles of Association*" on pages 194 and 336, respectively.

Face value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹1 and the Offer Price at the lower end of the Price Band is ₹156 per Equity Share (the "**Floor Price**") and at the higher end of the Price Band is ₹164 per Equity Share (the "**Cap Price**"). The Anchor Investor Offer Price is ₹164 per Equity Share.

The Price Band and the minimum Bid Lot was decided by our Company in consultation with the BRLMs and was advertised in all editions of The Financial Express, an English national daily newspaper, all editions of Jansatta, a Hindi national daily newspaper, Hyderabad edition of Surya, the Telugu daily newspaper (Telugu being the regional language of Hyderabad, Telangana, where our Registered Office is located), each with wide circulation, and advertised at least two Working Days prior to the Bid/Offer Opening Date and was made available to the Stock Exchanges to upload on their respective websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price was pre-filled in the Bid cum Application Forms and made available at the website of the Stock Exchanges.

The Offer Price was determined by our Company, in consultation with the BRLMs, after the Bid/Offer Closing Date.

At any given point of time, there shall be only one denomination of Equity Shares.

Compliance with Disclosure and Accounting Norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of Shareholders

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our 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 and e-voting, in accordance with the provisions of the Companies Act;
- right to receive offers for rights Equity Shares and be allotted bonus Equity 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 rules and regulations prescribed by the RBI; and
- such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations and our Articles of Association and other applicable laws.

For a detailed description of the main provisions of our Articles of Association relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "*Description of Equity Shares and Terms of the Articles of Association*" on page 336.

Allotment only in Dematerialised form

In terms of Section 29 of the Companies Act, 2013, and the SEBI ICDR Regulations, 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. In this context, the following agreements have been signed among our Company, the respective Depositories and the Registrar to the Offer:

- tripartite agreement dated April 8, 2022 among our Company, NSDL and the Registrar to the Offer; and
- tripartite agreement dated February 24, 2022 among our Company, CDSL and the 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 the Offer will be only in dematerialised form in multiples of one Equity Share subject to a minimum Allotment of 90 Equity Shares to QIBs and RIBs. For NIBs, allotment shall not be less than the minimum non-institutional application size. For details of basis of allotment, see "*Offer Procedure*" on page 315.

Joint Holders

Subject to the provisions contained in our Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they shall be deemed to hold the same as joint tenants with benefits of survivorship.

Nomination Facility to Bidders

In accordance with Section 72 of the Companies Act, 2013, and the rules framed thereunder, 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 nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation. 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 our 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, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividends, interests, bonuses or other moneys 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 dematerialised mode, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participants of the Bidder would prevail. If the Bidders wish to change the nomination, they are requested to inform their respective Depository Participants.

Bid/Offer Period

BID/OFFER OPENED ON	Thursday, September 14, 2023
BID/OFFER CLOSED ON	Monday, September 18, 2023[(1)]

[(1)] *UPI mandate end time and date was at 5:00 pm on the Bid/Offer Closing Date.*

An indicative timetable in respect of the Offer is disclosed below:

Event	**Indicative Date**
Bid/Offer Closing Date	Monday, September 18, 2023
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about Friday, September 22, 2023
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about Monday, September 25, 2023
Credit of Equity Shares to dematerialised accounts of Allottees	On or about Tuesday, September 26, 2023
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about Wednesday, September 27, 2023

* *In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/ Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked; (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay*

in unblocking of non-allotted/ partially allotted Bids, exceeding three Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding three Working Days from the Bid/ Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The Book Running Lead Managers shall in their sole discretion, identifyand fix liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable. The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation on our Company, the Selling Shareholders or the BRLMs.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and commencement of trading of the Equity Shares on the Stock Exchanges are taken within six Working Days of the Bid/Offer Closing Date or such an earlier period as may be voluntarily implemented by our Company or as may be prescribed by the SEBI, the timetable may be extended due to various factors, such as 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 they shall extend such reasonable support and co-operation, to the extent such assistance is required from such Selling Shareholders in relation to its respective portion of the Offered Shares, as may be 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 such an earlier period as may be voluntarily implemented by our Company or as may be prescribed by the SEBI.

Any circulars or notifications from the SEBI after the date of this Prospectus may result in changes to the above-mentioned timelines. Further, the offer procedure is subject to change to any revised circulars issued by the SEBI to this effect.

The BRLMs will be required to submit reports of compliance with listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Submission of Bids (Other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and revision in Bids	Only between 10.00 a.m. and 5.00 p.m. IST
Bid/Offer Closing Date*	
Submission and revision in Bids	Only between 10.00 a.m. and 3.00 p.m. IST

** UPI mandate end time and date was at 5:00 pm on the Bid/Offer Closing Date.*

On the Bid/Offer Closing Date, the Bids were uploaded until:

i. 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

ii. until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Bidders.

On the Bid/Offer Closing Date, extension of time could have been granted by Stock Exchanges only for uploading Bids received from Retail Individual Bidders after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

The Registrar to the Offer submitted the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date until the Bid/ Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs were required to unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLMs and the RTA on a daily basis.

It is clarified that Bids were processed only after the application monies were blocked in the ASBA Account and Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount were not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders were advised to submit their Bids one day prior to the Bid/Offer Closing Date. Any time mentioned in this Prospectus is IST. Bidders were cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that could not be uploaded were not considered for allocation under the Offer. Bids were accepted only during Monday to Friday (excluding any public holiday). Investors were required to 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 were not accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders were uploaded by the relevant Designated Intermediary in the electronic system provided by the Stock Exchanges.

In case of any discrepancy in the data entered in the electronic book *vis-a-vis* data contained in the physical Bid cum Application Form, for a particular Bidder, the details of 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 (i) the minimum subscription of 90% of the Fresh Issue; and (ii) minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR, including devolvement of Underwriters, if any, within 60 days from the Bid/Offer Closing Date, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law. If there is a delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and other applicable law.

The requirement for minimum subscription is not applicable to the Offer for Sale.

In the event of an undersubscription in the Offer, the Equity Shares will be Allotted in the following order:

i. such number of Equity Shares will first be Allotted by our Company such that 90% of the Fresh Issue portion is subscribed;

ii. upon achieving (i), all the Equity Shares offered for sale in the Offer for Sale by Selling Shareholders will be Allotted (in proportion to the Offered Shares being offered by each Selling Shareholder; and

iii. once Equity Shares have been Allotted as per (i) and (ii) above, such number of Equity Shares will be Allotted by our Company towards the balance 10% of the Fresh Issue portion.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000.

Arrangement for disposal of odd lots

Since the Equity Shares will be traded in dematerialised form only and the market lot for the Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Offer.

Restrictions on Transfer and Transmission of Equity Shares

Except for lock-in of the pre-Offer capital of our Company, the Minimum Promoters' Contribution and the Anchor Investor lock-in in the Offer as detailed in "*Capital Structure*" on page 86, and except as provided in the Articles of Association as detailed in "*Description of Equity Shares and Terms of the Articles of Association*" on page 336, there are no restrictions on transfers and transmission of Equity Shares and on their consolidation/splitting.

OFFER STRUCTURE

Initial Public Offer of 34,352,255* Equity Shares bearing face value of ₹1 each for cash at a price of ₹164 per Equity Share (including a share premium of ₹163 per Equity Share) aggregating to ₹5,633.77* million comprising a Fresh Issue of 23,902,439* Equity Shares aggregating to ₹3,920.00* million and an Offer for Sale of 10,449,816* Equity Shares aggregating to ₹1,713.77* million, comprising 1,529,677* Equity Shares aggregating to ₹250.87* million by Raj P Narayanam, 1,529,677* Equity Shares aggregating to ₹250.87* million by Avinash Ramesh Godkhindi, 2,830,499 Equity Shares aggregating to ₹464.20* million by VenturEast Proactive Fund LLC, 2,046,026* Equity Shares aggregating to ₹335.55* million by GKFF Ventures, 538,557* Equity Shares aggregating to ₹88.32* million by VenturEast SEDCO Proactive Fund LLC, 118,040* Equity Shares aggregating to ₹19.36* million by Ventureast Trustee Company Private Limited (acting on behalf of Ventureast Proactive Fund), 1,765,540* Equity Shares aggregating to ₹289.55* million by Zuzu Software Services Private Limited and 91,800* Equity Shares aggregating to ₹15.06* million by Koteswara Rao Meduri.

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

Our Company, in consultation with the Book Running Lead Managers, has undertaken a Pre-IPO Placement of 4,451,219 Equity Shares and 1,524,390 Equity Shares at an issue price of ₹164 per Equity Share (including a premium of ₹163 per Equity Share) for a cash consideration aggregating to ₹730 million and ₹250 million, on August 16, 2023, and August 21, 2023, respectively. The size of the Fresh Issue has been reduced by ₹980 million and accordingly, the size of the Fresh Issue is aggregating to ₹3,920 million. The Pre-IPO Proceeds will be fully utilised by our Company towards general corporate purposes. For further details in relation to the Pre-IPO Placement, see "*Capital Structure*" on page 86.

The Offer was made through the Book Building Process, in compliance with Regulation 6(2) of the SEBI ICDR Regulations:

Particulars	QIBs(1)	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for allocation*(2)	Not less than 25,764,192 Equity Shares	Not more than 5,152,838 Equity Shares available for allocation or Offer less allocation to QIB Bidders and RIBs.	Not more than 3,435,225 Equity Shares available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Bidders.
Percentage of Offer size available for allocation	Not less than 75% of the Offer shall be Allotted to QIB Bidders. However, up to 5% of the QIB Portion (excluding Anchor Investor Portion) was made available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion were eligible for allocation in the remaining QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion was available for allocation to QIBs.	Not more than 15% of the Offer or the Offer less allocation to QIB Bidders and RIBs was made available for allocation of which one-third of the Non-Institutional Portion was available for allocation to Bidders with an application size of more than ₹200,000 and up to ₹1.00 million and two-thirds of the Non-Institutional Portion was available for allocation to Bidders with an application size of more than ₹1.00 million.	Not more than 10% of the Offer or the Offer less allocation to QIB Bidders and Non-Institutional Bidders.
Basis of Allotment/allocation if respective category was oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): (a) 515,284 Equity Shares were made available for allocation on a proportionate basis to Mutual Funds only; and (b) 9,790,393 Equity Shares were made available for	The allotment to each NIB shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares if any, was Allotted on a proportionate basis, in accordance with the conditions specified in the	The allotment to each RIB/UPI 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

Particulars	QIBs[1]	Non-Institutional Bidders	Retail Individual Bidders
	allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. 15,458,515 Equity Shares were allocated on a discretionary basis to Anchor Investors of which one-third was made available for allocation to Mutual Funds only, subject to valid Bid having been received from Mutual Funds at or above the Anchor Investor Allocation Price.	SEBI ICDR Regulations subject to: (a) one third of the portion available to Non-Institutional Bidders being 1,717,613 Equity Shares were reserved for Bidders with Bids exceeding ₹200,000 up to ₹1.00 million; and (b) two third of the portion available to Non-Institutional Bidders being 3,435,225 Equity Shares were reserved for Bids exceeding ₹1.00 million. Provided that, the unsubscribed portion in either of the categories specified in (a) or (b) above, may be allocated to Bidders in the other category.	further details, see "*Offer Procedure*" on page 315.
Mode of Bidding^	Only through the ASBA process (except for Anchor Investors).	Through ASBA process only (including the UPI Mechanism for Bids up to ₹500,000)	Through ASBA process only (including the UPI Mechanism)
Minimum Bid	Such number of Equity Shares and in multiples of 90 Equity Shares that the Bid Amount exceeds ₹200,000.	Such number of Equity Shares and in multiples of 90 Equity Shares that the Bid Amount exceeds ₹200,000.	90 Equity Shares.
Maximum Bid	Such number of Equity Shares in multiples of 90 Equity Shares not exceeding the size of the Offer, subject to applicable limits to each Bidder	Such number of Equity Shares in multiples of 90 Equity Shares not exceeding the size of the Offer (excluding the QIB Portion), subject to applicable limits to Bidder	Such number of Equity Shares in multiples of 90 Equity Shares so that the Bid Amount does not exceed ₹200,000
Bid Lot	90 Equity Shares and in multiples of 90 Equity Shares thereafter		
Allotment Lot	90 Equity Shares and thereafter in multiples of one Equity Share for QIBs and RIBs. For NIBs, the allotment shall not be less than the minimum non-institutional application size		
Trading Lot	One Equity Share		
Mode of Allotment	Compulsory in dematerialised form		
Who can apply[3]	Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, mutual funds registered with SEBI, eligible FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, FVCIs registered with the SEBI, multilateral and bilateral development financial institutions, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹250 million, pension fund with	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies, trusts and any individuals, corporate bodies and family offices including FPIs which are individuals, corporate bodies and family offices which are re-categorised as Category II FPIs and registered with SEBI.	Resident Indian individuals, Eligible NRIs and HUFs (*in the name of Karta*).

Particulars	QIBs[(1)]	Non-Institutional Bidders	Retail Individual Bidders
	minimum corpus of ₹250 million registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the Government, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and NBFC-SI.		
Terms of Payment	**In case of Anchor Investors:** Full Bid Amount was paid by the Anchor Investors at the time of submission of their Bids[(5)] **In case of other Bidders**: Full Bid Amount was blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Banks through the UPI Mechanism, that was specified in the ASBA Form at the time of submission of the ASBA Form.		

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

^ SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the bank accounts of the investors. Accordingly, Stock Exchanges shall, for all categories of investors viz. QIBs, NIBs and RIBs and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked

(1) *Our Company, in consultation with the BRLMs, allocated up to 60% of the QIB Portion to Anchor Investors at the price at which allocation was made to Anchor Investors, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion was up to ₹100 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion was more than ₹100 million but up to ₹2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹50 million per Anchor Investor, and (iii) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million or part thereof will be permitted, subject to minimum allotment of ₹50 million per Anchor Investor. Anchor Investors made a minimum Bid of such number of Equity Shares, that the Bid Amount was at least ₹100 million. One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation was made to Anchor Investors, which price was determined by our Company in consultation with the BRLMs.*

(2) *Subject to valid Bids being received at or above the Offer Price.*

(3) *If the Bid is submitted in joint names, the Bid cum Application Form is required to 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 were required to confirm and were 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) *Anchor Investors were not permitted to use the ASBA process.*

(5) *Full Bid Amount was paid by the Anchor Investors at the time of submission of the Anchor Investor Application Forms.*

The Bids by FPIs with certain structures as described under "Offer Procedure—Bids by FPIs" on page 321 and having same PAN could be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) could be proportionately distributed.

Bidders were required to confirm and were 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.

Subject to valid Bids having been received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion was not allowed to be met with spill-over from other categories or a combination of categories. For further details, see "*Terms of the Offer*" on page 305.

Withdrawal of the Offer

The Offer shall be withdrawn in the event the requirement of the minimum subscription as prescribed under Regulation 45 of the SEBI ICDR Regulations is not fulfilled. Our Company in consultation with the BRLMs, reserves the right not to proceed with the Offer, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company in consultation with the BRLMs, decide not to proceed with the Offer, 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. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Banks, 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. Our Company shall also inform the same to the Stock Exchanges on which the Equity Shares are proposed to be listed.

Notwithstanding the foregoing, 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 RoC approval of this Prospectus after it is filed with the RoC. If our Company withdraws the Offer after the Bid/Offer Closing Date and thereafter determines that it will proceed with a public offering of Equity Shares, our Company shall file a fresh draft red herring prospectus with the SEBI.

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 which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is also available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer, including in relation to the process for Bids by Retail Individual Bidders through the UPI Mechanism.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer, (ii) maximum and minimum Bid size, (iii) price discovery and allocation, (iv) payment instructions for ASBA Bidders, (v) issuance of Confirmation of Allocation Note and Allotment in the Offer, (vi) general instructions (limited to instructions for completing the Bid cum Application Form), (vii) Designated Date, (viii) disposal of applications, (ix) submission of Bid cum Application Form, (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds), (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications, (xii) mode of making refunds, and (xiii) interest in case of delay in Allotment or refund.

*The 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 UPI Bidders 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 until 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 UPI Bidders through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three-months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II until further notice. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI Master Circular for Issue of Capital and Disclosure Requirements has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. The provisions of these circulars are deemed to form part of this Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism. This circular has come into force for initial public offers opening on or after May 1, 2022 and the provisions of th circular are deemed to form part of this Prospectus.*

*Pursuant to SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the time period for listing of equity shares pursuant to a public issue has been reduced from six Working Days to three Working Days, and as a result, the final reduced timeline of T+3 days has been made effective using the UPI Mechanism for applications by UPI Bidders (pursuant to SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023) ("**UPI Phase III**"). The above timeline will be applicable: (a) on a voluntary basis for public issues opening on or after September 1, 2023; and (b) on a mandatory basis for public issues opening on or after December 1, 2023. Accordingly, subject to timing of the Offer and any circulars, clarification or notification issued by the SEBI from time to time (including in connection with SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023), this Offer will be undertaken pursuant to the processes and procedures under prescribed under UPI Phase II and the listing and commencement of trading of the Equity Shares at the Stock Exchanges is expected to occur within a period of six Working Days from the Bid/Offer Closing Date or such an earlier period as may be voluntarily implemented by our Company or as may be prescribed by the SEBI.*

Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

Our Company and the Selling Shareholders do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this 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 Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and this Prospectus.

Further, our Company, the Selling Shareholders and 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 was 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 Offer was allocated on a proportionate basis to QIBs, provided that our Company, in consultation with the BRLMs, allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third was reserved for domestic Mutual Funds, subject to valid Bids having been received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. Further, 5% of the Net QIB Portion was made available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion was made available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids having been received at or above the Offer Price. Further, not more than 15% of the Offer was made available for allocation in accordance with Regulation 32(3A) of the SEBI ICDR Regulations to Non-Institutional Bidders and not more than 10% of the Offer was made available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids having been received at or above the Offer Price.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange subject to receipt of valid Bids having been 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.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, the PAN and UPI ID, for UPI Bidders Bidding in the Retail Portion 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 their Equity Shares rematerialised subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021.

Further, not more than 15% of the Offer was made available for allocation in accordance with Regulation 32(3A) of the SEBI ICDR Regulations to Non-Institutional Bidders and not more than 10% of the Offer was made available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids having been received at or above the Offer Price.

Phased implementation of UPI

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of, among others, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by UPI Bidders through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. The SEBI in its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, has reduced the time period for listing of equity shares pursuant to a public issue from six Working Days to three Working Days. The above timeline will be applicable on a voluntary basis for public issues opening on or after September 1, 2023 and on a mandatory basis for public issues opening on or after December 1, 2023.

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 until June 30, 2019. Under this phase, a Retail Individual Bidder had the option to submit the ASBA Form with any of the Designated Intermediary and use his/her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019 and was to initially continue for a period of three-months or floating of five main board public issues, whichever is later. SEBI, vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, extended the timeline for implementation of UPI Phase II until further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds 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 of this phase has been notified by SEBI pursuant to its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023. The above timeline will be applicable on a voluntary basis for public issues opening on or after September 1, 2023 and on a mandatory basis for public issues opening on or after December 1, 2023. In this phase, the time duration from public issue closure to listing has been reduced to three Working Days.

The Offer was made under UPI Phase II of the UPI Circular and listing and commencement of trading of the Equity Shares at the Stock Exchanges is expected to occur within six Working Days from the Bid/Offer Closing Date or such an earlier period as may be voluntarily implemented by our Company or as may be prescribed by the SEBI.

All SCSBs offering facility of making application in public issues provided facility to make application using UPI. Our Company was required to appoint one of the SCSBs as Sponsor Banks to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/or payment instructions of the UPI Bidders 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 was available with the Designated Intermediaries at relevant Bidding Centres and at the Registered Office. The electronic copy of the Bid cum Application Forms was 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 was available at the offices of the BRLMs. All Bidders (other than Anchor Investors) were required to mandatorily participate in the Offer only through the ASBA process. Anchor Investors were not permitted to participate in the Offer through the ASBA process. The UPI Bidders Bidding in the Retail Portion could additionally Bid through the UPI Mechanism.

UPI Bidders Bidding in the retail Portion using the UPI Mechanism were required to provide the UPI ID in the relevant space provided in the Bid cum Application Form. Bid cum Application Forms that do not contain the UPI ID are liable to be rejected.

ASBA Bidders (other than UPI Bidders using UPI Mechanism) were required to provide bank account details and authorization to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that did not contain such details are liable to be rejected.

ASBA Bidders ensured that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders Bidding in the Retail Portion using UPI Mechanism, could submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-

Syndicate members, Registered Brokers, RTAs or CDPs. UPI Bidders authorizing an SCSB to block the Bid Amount in the ASBA Account could submit their ASBA Forms with the SCSBs. ASBA Bidders ensured that the ASBA Account had sufficient credit balance such that an amount equivalent to the full Bid Amount could be blocked by the SCSB or the Sponsor Banks, as applicable at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs were required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

The prescribed colour of the Bid cum Application Forms for various categories was as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, FVCIs, FPIs, registered multilateral and bilateral development financial institutions applying on a repatriation basis	Blue
Anchor Investors	White

** Excluding electronic Bid cum Application Form*

Notes:

(1) Electronic Bid cum Application Forms and the abridged prospectus were available for download on the website of the NSE (www.nseindia.com) and the BSE (www.bseindia.com).

(2) Bid cum Application Forms for Anchor Investors were available at the office of the BRLMs.

In case of ASBA forms, the relevant Designated Intermediaries uploaded the relevant bid details in the electronic bidding system of the Stock Exchanges and the Stock Exchanges were required to accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on the application monies blocked. For ASBA Forms (other than UPI Mechanism) Designated Intermediaries (other than SCSBs) submitted/ delivered the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and did not submit it to any non-SCSB bank or any Escrow Collection Bank.

For UPI Bidders using UPI Mechanism, the Stock Exchanges were required to share the Bid details (including UPI ID) with the Sponsor Banks on a continuous basis to enable the Sponsor Banks to initiate UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Banks were required to initiate request for blocking of funds through NPCI to UPI Bidders, who were required to accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI was required to maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (using the UPI Mechanism) in case of failed transactions was with the concerned entity (*i.e.*, the Sponsor Banks, NPCI or the bankers to an issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI was required to share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the Bankers to the Offer. The BRLMs were required to also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Offer for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs were required to send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

In accordance with BSE Circular No: 20220803-40 and NSE Circular No: 25/2022, each dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Banks were required to initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Offer Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders Bidding using through the UPI Mechanism would have accepted UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time would have lapsed.

The Sponsor Banks were required to undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and also ensured that all the responses received from NPCI were sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Banks were required to 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 Banks and issuer banks were required to download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

The Sponsor Banks hosted a web portal for intermediaries (closed user group) from the date of Bid/Offer Opening Date until the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

Pursuant to NSE circular dated August 3, 2022 with reference no. 25/2022, the following is applicable to all initial public offers opening on or after September 1, 2022:

(a) Cut-off time for acceptance of UPI mandate shall be up to 5:00 pm on the initial public offer closure date and existing process of UPI bid entry by syndicate members, registrars to the offer and Depository Participants shall continue till further notice;

(b) There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued;

(c) Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 5 pm on the initial public offer closure day;

(d) The Stock Exchanges shall display Offer demand details on its website and for UPI bids the demand shall include/consider UPI bids only with latest status as RC 100–black request accepted by Investor/ client, based on responses/status received from the Sponsor Banks.

Electronic registration of Bids

(a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer.

(b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids until such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

(c) The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

Participation by the Promoters, the members of the Promoter Group, the BRLMs, the Syndicate Members and persons related to Promoters/the members of the Promoter Group/the BRLMs

The BRLMs and the Syndicate Members were not allowed to purchase the Equity Shares in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Members may purchase Equity Shares in the Offer, either in the QIB Portion where the allocation is on a proportionate basis or in the Non-Institutional Portion where the allocation is in accordance with Regulation 32(3A) of the SEBI ICDR Regulations, as could be applicable to such Bidders, and such subscription could be on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the BRLMs and Syndicate Members, were treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the BRLMs nor any associate of the BRLMs could apply in the Offer under the Anchor Investor Portion:

(i) mutual funds sponsored by entities which are associate of the BRLMs;

(ii) insurance companies promoted by entities which are associate of the BRLMs;

(iii) AIFs sponsored by the entities which are associate of the BRLMs;

(iv) FPIs (other than individuals, corporate bodies and family offices) sponsored by the entities which are associate of the BRLMs; or

(v) pension funds sponsored by the entities which are associate of the BRLMs.

Further, an Anchor Investor was 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, among the Anchor Investor and the BRLMs.

Further, except for the sale of Equity Shares by Raj P Narayanam and Avinash Ramesh Godkhindi in the Offer, the Promoters and members of the Promoter Group did not participate by applying for Equity Shares in the Offer. Further, persons related to the Promoters and the member of the Promoter Group did not apply in the Offer under the Anchor Investor Portion.

However, a QIB who has any of the following rights in relation to our Company was deemed to be a person related to the Promoters or the members of the Promoter Group of our Company:

(i) rights under a shareholders' agreement or voting agreement entered into with the Promoters or the members of the Promoter Group of our Company;

(ii) veto rights; or

(iii) right to appoint any nominee director on the Board.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate was required to be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserved the right to reject any Bid without assigning any reason thereof, subject to applicable law.

Bids made by asset management companies or custodians of Mutual Funds were required to specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid could 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 were not treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which such Bid has been made.

No Mutual Fund scheme could 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 HUFs

Bids by HUFs, were required to be made in the individual name of the Karta. The Bidder/Applicant had to specify that the Bid was 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 was the name of the Karta". Bids/Applications by HUFs were considered at par with Bids/Applications from individuals.

Bids by Eligible NRIs

Eligible NRIs could 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 NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries.

Eligible NRI Bidders Bidding on a repatriation basis by using the Non-Resident Forms were required to authorise their SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) 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 authorise their respective SCSBs (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) 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 were advised to use the Bid cum Application Form for residents (white in colour). Eligible NRIs Bidding on a repatriation basis were advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

Eligible NRIs were permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, Eligible NRIs could use Channel IV (as specified in the UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE/NRO accounts.

NRIs applying in the Offer using UPI Mechanism were advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such application.

For details of investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 334. Participation of eligible NRIs shall be subject to FEMA Non-debt Instruments Rules.

For details of restrictions on investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 334.

Bids by FPIs

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an 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 Non-debt Instruments Rules, with effect from April 1, 2020, the aggregate FPI investment limit is the sectoral cap applicable to an Indian company as prescribed in the FEMA Non-debt Instruments Rules with respect to its paid-up equity capital on a fully diluted basis. Currently, the sectoral cap is 100% and accordingly, the applicable limit with respect to our Company is 100%.

In case the total holding of an FPI increases beyond 10% of the total paid-up equity share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI 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.

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 case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations was required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents (blue in colour).

In terms of the FEMA, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

The FEMA NDI Rules were 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.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments(as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivate instruments is also required to ensure that any transfer of offshore derivative instruments issued by, or on behalf of it subject to, inter alia, the following conditions:

(i) such offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and

(ii) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

Bids by FPIs which utilise the multi-investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of the SEBI FPI Regulations (the "**Operational FPI Guidelines**"), submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs were not treated as multiple Bids ("**MIM Bids**"). As specified in 4.1.4.2 (b)(i) and 4.1.4.2 (c)(iv) of the General Information Document, it hereby clarified that FPIs bearing the same PAN could be treated as multiple Bids by a Bidder and may be rejected, except for Bids from FPIs that utilise the multi-investment manager structure in accordance with the Operational FPI Guidelines (such structure referred to as "MIM Structure"). In order to ensure valid Bids, FPIs making MIM Bids using the same PAN and with different beneficiary account numbers, Client IDs and DP IDs, were required to submit a confirmation that their Bids are under the MIM Structure and indicate the name of their investment managers in such confirmation were submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids could be rejected.

Further, in the following cases, the bids by FPIs will not be considered as multiple Bids: involving (i) the MIM Structure and indicating the name of their respective investment managers in such confirmation; (ii) offshore derivative instruments ("**ODI**") which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration; (iv) FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi) Government and Government related investors registered as Category 1 FPIs; and (vii) Entities registered as Collective Investment Scheme having multiple share classes.

Please note that in terms of the General Information Document, the maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under applicable laws. Further, MIM Bids by an FPI Bidder utilising the MIM Structure were aggregated for determining the permissible maximum Bid. Further, please note that as disclosed in the Red Herring Prospectus read with the General Information Document, Bid Cum Application Forms are liable to be rejected in the event that the Bid in the Bid cum Application Form "exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus".

For example, an FPI was required to ensure that any Bid by a single FPI and/ or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collective, the "FPI Group") was below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis. Any Bids by FPIs and/ or the FPI Group (including but not limited to (a) FPIs Bidding through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post Offer Equity Share capital was liable to be rejected.

Bids by SEBI registered AIFs, VCFs and FVCIs

The SEBI FVCI Regulations, SEBI VCF Regulations and the SEBI AIF Regulations prescribe, *inter alia*, the investment restrictions on the FVCIs, VCFs and AIFs registered with SEBI respectively. While the SEBI VCF Regulations have since been repealed, the funds registered as VCFs under the SEBI VCF Regulations continue to be regulated by such regulations until the existing fund or scheme managed by the fund is wound up. FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering. Category I AIF and Category II AIF cannot invest more than 25% of the investible funds in one investee company directly or through investment in the units of other AIFs. A Category III AIF cannot invest more than 10% of the investible funds in one investee company directly or through investment in the units of other AIFs. AIFs which are authorised under the fund documents to invest in units of AIFs are prohibited from offering their units for subscription to other AIFs. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its investible funds by way of subscription to an initial public offer of a venture capital undertaking. Additionally, a VCF that had not re-registered as an AIF under the SEBI AIF Regulations and continued to be regulated by the SEBI VCF Regulations (and accordingly were not allowed to participate in the Offer) until the existing fund or scheme managed by the fund was wound up and such funds had not launched any new scheme after the notification of the SEBI AIF Regulations.

There was no reservation for Eligible NRIs, AIFs, FPIs and FVCIs, and all Bidders were treated on the same basis with other categories for the purpose of allocation.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the 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 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, was required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof.

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 were required to be attached to the Bid cum Application Form, failing which our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended, ("**Banking Regulation Act**"), and the Master Directions - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, and Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the banking company's paid-up share capital and reserves, whichever is lower.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company, subject to prior approval of the RBI, if: (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; and (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company. The bank is required to submit a time bound action plan to the RBI for the disposal of such shares within a specified period. The aggregate investment by a banking company along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank, and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid-up share capital engaged in non-financial services. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above.

Further, the aggregate equity investment made by a banking company in all its subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments, cannot exceed 20% of the bank paid up share capital and reserves.

Bids by SCSBs

SCSBs participating in the Offer were 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 issued by SEBI. Such SCSBs were 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 was to be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such Bids.

Bids by NBFC-SI

In case of Bids made by NBFC-SI registered with RBI, a certified copies of the (i) certificate of registration issued by RBI, (ii) last audited financial statements on a standalone basis (iii) a net worth certificate from its statutory auditor(s), and (iv) such other approval as may be required by the NBFC-SI were required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserved the right to reject any Bid, without assigning any reason thereof.

NBFC-SI participating in the Offer were required to comply with all applicable regulations, directions, guidelines and circulars issued by RBI from time to time.

The investment limit for NBFC-SI shall be as prescribed by RBI from time to time.

Bids by Insurance Companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI was required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserved the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the IRDAI Investment Regulations, based on investments in equity shares of the investee company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Offer were advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and comply with all applicable regulations, guidelines and circulars issued by the IRDAI from time to time.

Bids by Provident Funds/Pension Funds

In case of Bids made by provident funds/pension funds (registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013), subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund was required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserved 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 by limited companies, corporate bodies, registered societies, eligible FPIs, Mutual Funds, insurance companies, NBFC-SI, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable laws) and pension funds (registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013) 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 were required to be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs reserved the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company, in consultation with the BRLMs, in their absolute discretion, reserved the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company, in consultation with the BRLMs, could deem fit.

In accordance with existing regulations issued by the RBI, OCBs could not participate in this Offer.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, the key terms for participation by Anchor Investors are provided below.

1) Anchor Investor Application Forms were made available for the Anchor Investor Portion at the offices of the BRLMs;

2) 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 were aggregated to determine the minimum application size of ₹100.00 million;

3) One-third of the Anchor Investor Portion was reserved for allocation to domestic Mutual Funds;

4) Bidding for Anchor Investors opened one Working Day before the Bid/ Offer Opening Date, *i.e.*, September 13, 2023;

5) Our Company in consultation with the BRLMs, finalised the allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion were not less than: (a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion was up to ₹100.00 million; (b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion was 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 (c) 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;

6) Allocation to Anchor Investors was completed on the Anchor Investor Bid/Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation was made, was available in the public domain by the BRLMs before the Bid/Offer Opening Date, through intimation to the Stock Exchanges;

7) Anchor Investors could not withdraw or lower the size of their Bids at any stage after submission of the Bid;

8) 50% of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining 50% of the Equity Shares shall be locked-in for a period of 30 days from the date of Allotment; and

9) Neither the BRLMs (s) or any associate of the BRLMs (other than mutual funds sponsored by entities which are associate of the BRLMs or insurance companies promoted by entities which are associate of the BRLMs or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the BRLMs or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the BRLMs) applied under the Anchor Investors category.

Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion were not considered multiple Bids.

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 the Red Herring Prospectus or this 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 laws or regulation and as specified in the Red Herring Prospectus, or as specified in this Prospectus.

For more information, please read the *General Information Document*.

Information for Bidders

The relevant Designated Intermediary was required to enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options were not considered as multiple Bids. It was the Bidder's responsibility to obtain the Acknowledgement Slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares would be allocated/Allotted. Such Acknowledgement Slip is non-negotiable and by itself will not create any obligation of any kind. When a Bidder revised his or her Bid, he /she was required to surrender the earlier acknowledgement slip and could have requested for a revised Acknowledgement Slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Selling Shareholders and/or the BRLMs are cleared or approved by the Stock Exchanges, nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company, nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

General instructions for submission of valid Bids

Do's:

A. 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;

B. Ensure that you have Bid within the Price Band;

C. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

D. Ensure that you (other than the Anchor Investors) have mentioned the correct details of your ASBA Account (*i.e.*, bank account number) in the Bid cum Application Form if you are not an UPI Bidder using the UPI Mechanism in the Bid cum Application Form and if you are an UPI Bidders 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;

E. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Center (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) were required to submit the Bid cum Application Form in the manner set out in the General Information Document;

F. UPI Bidders Bidding were required to ensure that they use only their own ASBA Account or only their own bank account linked UPI ID (only for UPI Bidders 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;

G. Ensure that you have funds equal to or more than the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;

H. UPI Bidders using UPI Mechanism, could submit their ASBA Forms with the Syndicate Member, Registered Brokers, RTAs or CDPs and were required to ensure that the ASBA Form contains the stamp of such Designated Intermediary;

I. Ensure that the signature of the first Bidder in case of joint Bids, is included in the Bid cum Application Forms. If the first Bidder is not the ASBA Account holder, ensure that the Bid cum Application Form is signed by the ASBA Account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;

J. 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 the name of only the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

K. Ensure that you request for and receive a stamped Acknowledgement Slip in the form of a counterfoil or acknowledgement specifying the application number as a proof of having accepted the of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

L. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed, and obtain a revised Acknowledgement Slip;

M. Retail Individual Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs;

N. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the circular no. MRD/DoP/Cir-20/2008 dated June 30, 2008 issued by the SEBI, 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 the SEBI circular 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 Income Tax 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;

O. 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;

P. 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;

Q. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trusts, etc., the relevant documents, including a copy of the power of attorney, if applicable, are submitted;

R. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;

S. Since the Allotment will be in demat form only, ensure that the depository account is active, the correct DP ID, Client ID, the PAN, and UPI ID (for UPI Bidders bidding through UPI mechanism) and PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, UPI ID (for ASBA Bidders bidding through UPI mechanism) and the PAN 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, UPI ID (for ASBA Bidders bidding through UPI mechanism) and PAN available in the Depository database;

T. In case of QIBs and NIBs, ensure that while Bidding through a Designated Intermediary, the ASBA Form 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);

U. The ASBA Bidders were required to use only their own bank account or only their own bank account linked UPI ID for the purposes of making Application in the Offer, which is UPI 2.0 certified by NPCI;

V. Bidders (except UPI Bidders Bidding through the UPI Mechanism) could instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process;

W. In case of UPI Bidders, once the Sponsor Banks issued the Mandate Request, the UPI Bidders would be required to proceed to authorise the blocking of funds by confirming or accepting the UPI Mandate Request to authorise the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;

X. UPI Bidders bidding using the UPI Mechanism were required to mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the Bid cum Application Form;

Y. Ensure that when applying in the Offer using the UPI Mechanism, 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;

Z. UPI Bidders who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which UPI Bidders should ensure acceptance of the UPI Mandate Request received from the Sponsor Banks to authorise blocking of funds equivalent to the revised Bid Amount in the UPI Bidder's ASBA Account;

AA. Anchor Investors were required to submit the Anchor Investor Application Forms to the BRLMs;

BB. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, were 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;

CC. Bids received from FPIs bearing the same PAN were not treated as multiple Bids in the event such FPIs utilise the MIM Structure and such Bids had been made with different beneficiary account numbers, Client IDs and DP IDs;

DD. Bidders through UPI Mechanism were required to ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her/its UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, a UPI Bidders may be deemed to have verified the attachment containing the application details of the UPI Bidders in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorised the Sponsor Banks to block the Bid Amount mentioned in the Bid Cum Application Form;

EE. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Banks prior to 5:00 p.m. of the Bid/ Offer Closing Date;

FF. Bids by Eligible NRIs, HUFs and any individuals, corporate bodies and family offices who are FPIs and registered with SEBI for a Bid Amount of less than ₹200,000 would be considered under the Retail Portion for the purposes of allocation and Bids for a Bid Amount exceeding ₹200,000 would be considered under the Non-Institutional Portion for allocation in the Offer;

GG. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB or the Sponsor Banks, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Banks for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

HH. Ensure that the Demographic Details are updated, true and correct in all respects;

II. Ensure that your PAN is linked with your Aadhaar card, and that you are in compliance with notification dated Feb 13, 2020 and press release dated June 25, 2021, each issued by the Central Board of Direct Taxes; and

JJ. The ASBA Bidders shall ensure that bids above ₹500,000 are uploaded only by SCSBs.

The Bid cum Application Form was 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:

A. Do not Bid for lower than the minimum Bid size;

B. Do not submit a Bid using UPI ID, if you are not an UPI Bidders;

C. Do not Bid/revise the Bid Amount to an amount calculated at less than the Floor Price or higher than the Cap Price;

D. Do not Bid for a Bid Amount exceeding ₹0.20 million (for Bids by Retail Individual Bidders);

E. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

F. Do not pay the Bid Amount in cheques, demand drafts, cash, money order, postal order or by stock invest;

G. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

H. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;

I. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

J. Do not submit the Bid for an amount more than funds available in your ASBA account;

K. 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 could revise or withdraw their Bids on or before the Bid/Offer Closing Date;

L. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;

M. If you are a QIB or Non-Institutional Bidder, do not submit your Bid after 3.00 p.m. on the Bid / Offer Closing Date;

N. Do not Bid for Equity Shares in excess of what is specified for each category;

O. In case of ASBA Bidders and UPI Bidders using UPI mechanism, do not submit more than one Bid cum Application Form per ASBA Account or UPI ID, respectively;

P. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;

Q. 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 Bidder;

R. 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;

S. 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);

T. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations, or under the terms of the Red Herring Prospectus;

U. Do not submit the General Index Register (GIR) number instead of the PAN;

V. Do not submit incorrect details of the DP ID, Client ID, the 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;

W. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

X. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centers. If you are UPI Bidders and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;

Y. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;

Z. Anchor Investors should not bid through the ASBA process;

AA. Anchor Investors should submit Anchor Investor Application Form only to the BRLMs;

BB. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;

CC. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

DD. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;

EE. UPI Bidders Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or a bank which is not mentioned in the list provided in the SEBI website is liable to be rejected;

FF. Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders Bidding using the UPI Mechanism;

GG. Do not Bid if you are an OCB;

HH. If you are in the United States, then do not Bid; and

II. In case of ASBA Bidders (other than 3 in 1 Bids), Syndicate Members must ensure that they do not upload any bids above ₹ 500,000.

The Bid cum Application Form was 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 the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see "*General Information*" on page 77.

For helpline details of the Book Running Lead Managers pursuant to the SEBI circular bearing reference number SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see "*General Information—Book Running Lead Managers*" on page 78.

Grounds for Technical Rejection

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 maybe rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;
4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Banks);
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 no. CIR/MRD/DP/ 22 /2010 dated July 29, 2010;
10. GIR number furnished instead of PAN;
11. Bids by UPI Bidders with Bid Amount of a value of more than ₹500,000;
12. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
13. Bids accompanied by stock invest, money order, postal order or cash; and
14. Bids by QIBs uploaded after 4.00 pm on the QIB Bid/ Offer Closing Date, by and Non-Institutional

Bidders uploaded after 4.00 pm on the QIB Bid/ Offer Closing Date and Bids by UPI Bidders uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchanges.

Further, in case of any pre-issue or post issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see "*General Information*" on page 77.

Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI Master Circular for Issue of Capital and Disclosure Requirements, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

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 through the Red Herring Prospectus and this 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 Offer may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to Bidders other than to the Retail Individual Bidders, Non-Institutional Bidders and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Bidder shall not be less than the minimum bid lot, subject to the availability of shares in Retail Portion, and the remaining available shares, if any, shall be allotted on a proportionate basis.

The allotment of Equity Shares to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of shares in Non-Institutional Portion, and the remaining shares, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations. Not more than 15% of the Offer or the Offer less allocation to QIB Bidders and RIBs shall be available for allocation of which one-third of the Non-Institutional Portion was made available for allocation to Bidders with an application size of more than ₹200,000 and up to ₹1,000,000 and two-thirds of the Non-Institutional Portion was made available for allocation to Bidders with an application size of more than ₹1,000,000, provided that the unsubscribed portion in either of the aforementioned sub-categories would be allocated to applicants in the other sub-category of Non-Institutional Bidders.

Payment into Escrow Account(s) for Anchor Investors

Our Company, in consultation with the BRLMs, in its absolute discretion, decided the list of Anchor Investors to whom the CAN was sent, pursuant to which the details of the Equity Shares allocated to them in their respective names was notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account(s) were required to be drawn in favour of:

(a) In case of resident Anchor Investors: "ZAGGLE PREPAID OCEAN SERVICES LIMITED ANCHOR INVESTOR-R"; and

(b) In case of Non-Resident Anchor Investors: "ZAGGLE PREPAID OCEAN SERVICES LIMITED ANCHOR INVESTOR-NR".

Anchor Investors were required to note that the escrow mechanism is not prescribed by the SEBI and has been established as an arrangement between our Company, the Selling Shareholders and the 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 had, after filing the Red Herring Prospectus with the RoC, published a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in: all editions of The Financial Express, an English national daily newspaper, all editions of Jansatta, a Hindi national daily newspaper, Hyderabad edition of Surya, the Telugu daily newspaper (Telugu being the regional language of Hyderabad, Telangana, where our Registered Office is located), each with wide circulation.

In the pre-Offer advertisement, we had stated the Bid/Offer Opening Date and the Bid/Offer Closing Date. The advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, was 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 have entered into an Underwriting Agreement on September 18, 2023.

(b) After signing the Underwriting Agreement, this Prospectus is being filed with the RoC in accordance with applicable law. This Prospectus contains details of the Offer Price, the Anchor Investor Offer Price, Offer size, and underwriting arrangements and is complete in all material respects.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of Sub-Section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

"*Any person who:*

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, 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.

Undertakings by our Company

Our Company undertakes the following:

(i) adequate arrangements were made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application form from Anchor Investors;

(ii) the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

(iii) 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 within six Working Days of the Bid/Offer Closing Date or such an earlier period as may be voluntarily implemented by our Company or as may be prescribed by the SEBI or under any applicable law;

(iv) if Allotment is not made within the prescribed time period under applicable law, the entire Bid amount received will be refunded/unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period

(v) the funds required for making refunds (to the extent applicable) to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

(vi) where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder 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;

(vii) except for allotments pursuant to the ESOP Scheme no further issue of the Equity Shares shall be made until the Equity Shares issued through the Red Herring Prospectus and this Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc.; and

(viii) our Company, in consultation with the BRLMs, reserves the right not to proceed with the Fresh Issue, 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 the 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;

(ix) if our Company, 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 the SEBI.

Undertakings by the Selling Shareholders

The Selling Shareholders, severally and not jointly undertake the following:

(i) they are the legal and beneficial owner of the respective Equity Shares offered by them in the Offer for Sale;

(ii) the Offered Shares are free and clear of any encumbrances and shall be transferred to the successful Bidders within the time specified under applicable law;

(iii) the respective portion of the Offered Shares offered for sale by the Selling Shareholders are eligible for being offered in the Offer for Sale in terms of Regulation 8 and Regulation 8A of the SEBI ICDR Regulations; and

(iv) they shall not have any recourse to the proceeds of the Offer for Sale until final listing and trading approvals have been received from the Stock Exchanges.

The statements and undertakings provided above are statements which are specifically confirmed or undertaken, severally and not jointly, by each Selling Shareholder in relation to itself and its respective portion of the Offered Shares. All other statements or undertakings or both in this Prospectus in relation to the Selling Shareholders (which have not been made by the Selling Shareholders themselves), shall be statements made by our Company, even if the same relate to the Selling Shareholders.

Utilisation of Net Proceeds

The Board certifies that:

(i) 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;

(ii) details of all monies utilised out of the Fresh Issue shall be disclosed, and continue to be disclosed until 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

(iii) 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, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment.

The Government of India has from time to time made policy pronouncements on foreign direct investment ("**FDI**") through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry Government of India (earlier known as the Department of Industrial Policy and Promotion) ("**DPIIT**") issued the FDI Policy, which with effect from October 15, 2020 consolidated, subsumed superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as of and prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular. Up to 100% foreign investment under the automatic route is currently permitted for our Company.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that: (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations, (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy, and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments 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 ("**Restricted Investors**"), will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Offer Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

For further details, see "*Offer Procedure*" on page 315.

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

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

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 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 - DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION

Capitalised 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 and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below:

Authorised Share Capital

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 may, from time to time, be provided in Clause 5 of the Memorandum of Association, with power to increase or reduce such capital from time to time and power to divide the share capital 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, subject to the provisions of applicable law for the time being in force.

Kinds of Share Capital

The Company may issue the following kinds of shares in accordance with the Articles, the Companies Act and other applicable laws:

(a) Equity share capital:

  (i) with voting rights; and/or

  (ii) with differential rights as to dividend, voting or otherwise in accordance with the Companies Act; and

(b) Preference share capital.

Alteration of Share Capital

Subject to the provisions of the Companies Act, the Company in its General Meetings may, by an Ordinary Resolution, from time to time:

(a) increase the authorised share capital by such sum, to be divided into shares of such amount as it thinks expedient;

(b) sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum of Association, 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 (1) or more of such shares have some preference or special advantage in relation to dividend, capital or otherwise as compared with the others;

(c) cancel shares which at the date of such general meeting have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled;

(d) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Companies Act; and

(e) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination.

The cancellation of Shares under point (c) above shall not be deemed to be a reduction of the authorised share capital.

Further Issue of Shares

Where at any time after the expiry of two years from the formation of the Company or at any time after the expiry of one year from the allotment of shares in the Company made for the first time after its formation, whichever is earlier, the Board or the Company, as the case may be, propose to increase the subscribed capital by the issue of further shares by allotment, then such shares shall be offered, subject to the provisions of Section 62 of the Companies Act, and the relevant rules thereunder, as applicable:

(A)

(i) to the persons who at the date of the offer are holders of the Equity Shares of the Company, in proportion as nearly as circumstances admit, to the paid-up share capital on those shares at that date, subject to the conditions mentioned in (ii) to (iv) below;

(ii) the offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than such number of days as may be prescribed under applicable law and not exceeding thirty (30) days from the date of the offer, within which the offer if not accepted, shall be deemed to have been declined;

Provided that the notice shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing Shareholders within the time prescribed under applicable law;

(iii) the offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in (ii) above shall contain a statement of this right;

(iv) after the expiry of time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that the person declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the Members and the Company;

(B) to employees under any scheme of employees' stock option subject to special resolution passed by the Company and subject to the rules and such other conditions, as may be prescribed under applicable law; or

(C) Notwithstanding anything contained in sub clause (A), the further shares aforesaid may be offered to any person(s), if it is authorised by a special resolution, whether or not those persons include the persons referred to in clause (A) or clause (B) above either for cash or for a consideration other than cash, in accordance with the Companies Act and the rules; or where no such resolution is passed, if the votes cast (whether on a show of hands or on a poll as the case may be) in favour of the proposal contained in the resolution moved in the General Meeting (including the casting vote, if any, of the chairman) by members who, being entitled so to do, vote in person, or where proxies are allowed, by proxy exceeds the votes, if any, cast against the proposal by members, so entitled and voting and the Central Government is satisfied, on an application made by the Board in this behalf, that the proposal is most beneficial to the Company.

(1) Nothing in sub-clause (iii) of clause (1)(A) shall be deemed:

(i) To extend the time within which the offer should be accepted; or

(ii) To authorise any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares compromised in the renunciation.

(2) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the Debentures issued or loans raised by the Company to convert such Debentures or loans into shares in the Company or to subscribe for shares of the Company.

Provided that the terms of issue of such Debentures or loans containing such an option have been approved by the Central Government before the issue of such Debentures or the raising of such loans or is in conformity with rules, if any, made by the Government in this behalf; and in case of the debentures or loans or other than debentures issued to, or loans obtained from the Government or any Institution specified by the Central Government in this behalf, has also been approved by a special resolution passed by the Company in a General Meeting.

A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Companies Act and the rules.

The provisions contained in this Article shall be subject to the provisions of Section 42 and Section 62 of the Companies Act, other applicable provisions of the Companies Act and the rules and to the extent applicable, any SEBI regulations or guidelines.

Variation of Shareholders' Rights

(a) If at any time the share capital of the Company is divided into different classes of shares, the rights attached to the shares of any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to provisions of the Companies Act, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less than three-fourth of the issued Shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the issued shares of that class, as prescribed by the Companies Act.

(b) Subject to the provisions of the Companies Act, to every such separate meeting, the provisions of the Articles relating to meeting shall *mutatis mutandis* apply.

Company's Lien on Shares / Debentures

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. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures.

Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this Article.

The fully paid up shares shall be free from all lien and in the case of partly paid up shares the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.

Transfers and Register of Transfers

(a) Shares or other securities of any member shall be freely transferable, provided that any contract or arrangement between two or more persons in respect of transfer of securities shall be enforceable as a contract.

(b) 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.

(c) Notwithstanding anything contained in the Companies Act or the Articles, where the shares or other securities are held by a Depository, the records of the Beneficial Ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs or any such other means.

(d) The Company shall not be required to maintain register of transfers for entering particulars of transfers and transmissions of shares or other securities in dematerialised form.

Execution of Transfer Instrument

Every such instrument of transfer shall be executed, 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.

Voting Rights of Members

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 (1) vote.

(b) On a poll, every member holding Equity Shares shall have voting rights in proportion to his share in the paid up equity share capital.

A member may exercise his vote at a meeting by electronic means in accordance with the Companies Act and shall vote only once.

Number of Directors

Subject to compliance with applicable laws, the Board shall be composed of a maximum of 15 Directors.

Managing Director(s) and/or Whole Time Directors

Subject to the provisions of the Companies Act and the Articles:

(a) the Directors shall have power to appoint from time to time one or more of their body to be Managing Director or Managing Directors or Whole-time Directors of the Company for such term and subject to such remuneration as they may think fit. Provided that if permitted under applicable law, an individual can be appointed or reappointed or continue as Chairman of the Company as well as Managing Director or Chief Executive Officer of the Company at the same time;

(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 as required under applicable law;

(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 shall not be liable to retirement by rotation as long as he holds office as managing director.

Powers and Duties of Managing Director or Whole-Time Director

The managing director/whole time director shall subject to the supervision, control and direction of the Board and subject to the provisions of the Companies Act, exercise such powers as are exercisable under the 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

Subject to the provisions of the Companies 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. Further, the Board may appoint one or more chief executive officers for its multiple businesses, as may be required.

(b) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

(c) A provision of the Companies Act or the Articles requiring or authorising a thing to be done by or to a Director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as a Director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

Dividend

The Company in General Meeting may declare dividends to be paid to the Members according to their rights and interest in the profits and may, subject to the provisions of the Companies Act, fix the time for payment. No larger dividend shall be declared than is recommended by the Board, but the Company in General Meeting may declare a smaller dividend.

Capitalisation of Profits

(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 sub-clause (b) among 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;

(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 Companies Act in the paying up of unissued shares to be issued to Members of the Company as fully paid bonus shares; and

(v) the Board shall give effect to the resolution passed by the Company in pursuance of the Articles.

Power of Directors for Declaration of Bonus Issue

(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 authorise any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or other securities to which they may be entitled upon such capitalisation or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, 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.

Where Books of Accounts to be Kept

The Books of Account shall be kept at the Office or at such other place in India as the Directors think fit in accordance with the applicable provisions of the Companies Act.

Inspection by Directors

The books of account and books and papers of the Company, or any of them, shall be open to the inspection of Directors in accordance with the applicable provisions of the Companies Act.

Inspection by Members

The Board of Directors or any committee thereof, shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books and documents and registers of the Company or any of them shall be open to the inspection of the Members, and no Member (not being a Director) shall have any right of inspecting any account or books or documents or registers of the Company except as conferred by statute or authorised by the Directors or by the resolution of the Company in General Meeting.

Auditors

Appointment, re-appointment, rotation, removal, resignation, eligibility, qualification, disqualification, remuneration, powers and duties etc. of the Auditors whether Statutory or Internal Auditor, shall be in accordance with the provisions of the Companies Act and the rules.

Winding Up

Winding up when necessary will be done in accordance with the provisions of the Companies Act and other applicable law.

Director's and Others' Right to Indemnity

Subject to the provisions of the Companies Act and other applicable law, every Director and Officer of the Company shall be indemnified by the Company against any liability incurred by him/her in his/her capacity as Director or Officer of the Company including in relation to defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour or in which he/she is acquitted or in which relief is granted to him/her 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 wilful misconduct or bad faith acts or omissions of such Director or officer of the Company.

SECTION IX - OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company which are or may be deemed material have been entered or are to be entered into by our Company. These contracts and also the documents for inspection referred to hereunder, were attached to the copy of the Red Herring Prospectus filed with the RoC, and were also made available at the following web-link: www.zaggle.in/investor-relations. Copies of the above-mentioned documents referred to hereunder, were available for inspection at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from the date of the Red Herring Prospectus until the Bid/Offer Closing Date (except for such agreements executed after the Bid/Offer Closing Date).

Material contracts to the Offer

1. Offer agreement dated December 19, 2022 read with amendment agreement dated August 30, 2023 entered into among our Company, the Selling Shareholders and the BRLMs.

2. Registrar agreement dated December 15, 2022 read with amendment agreement dated August 29, 2023 entered into among our Company, the Selling Shareholders and the Registrar to the Offer.

3. Monitoring agency agreement dated August 29, 2023 entered into between our Company and the Monitoring Agency.

4. Cash escrow and sponsor bank agreement dated September 7, 2023 entered into among our Company, the Selling Shareholders, the BRLMs, Bankers to the Offer, and the Registrar to the Offer.

5. Share escrow agreement dated September 6, 2023 entered into among our Company, the Selling Shareholders, and the Share Escrow Agent.

6. Syndicate agreement dated September 7, 2023 entered into among our Company, the Selling Shareholders, the BRLMs and Syndicate Members.

7. Underwriting agreement dated September 18, 2023 entered into among our Company, the Selling Shareholders, the BRLMs and the Syndicate Members.

Material documents

1. Certified copies of the Memorandum of Association and the Articles of Association, as amended until date.

2. Certificate of incorporation dated June 2, 2011 issued by Registrar of Companies, Andhra Pradesh at Hyderabad.

3. Fresh certificate of incorporation dated September 13, 2022 issued by the RoC, consequent to the change of name from 'Zaggle Prepaid Ocean Services Private Limited' to 'Zaggle Prepaid Ocean Services Limited', pursuant to conversion into a public limited company.

4. Copies of the annual reports of the Company as of and for the Financial Years ended March 31, 2022, March 31, 2021 and March 31, 2020.

5. Resolution dated December 16, 2022 passed by the Board authorising the Offer and other related matters.

6. Resolution dated December 16, 2022 passed by the Shareholders authorising the Fresh Issue and other related matters.

7. Consent letters and authorisations/ resolutions passed by the respective boards of directors of the Selling Shareholders, as applicable, for participation in the Offer for Sale, as detailed in "*The Offer*" on page 68.

8. Resolution dated December 19, 2022 passed by the Board, approving the Draft Red Herring Prospectus.

9. Resolution dated September 8, 2023 passed by the Board, approving the Red Herring Prospectus and certain other related matters and resolution dated September 18, 2023 passed by the Board, approving this Prospectus and certain other related matters.

10. Report titled "*Industry Report on SaaS based Fintech Market in India*" dated August 23, 2023, issued by Frost & Sullivan pursuant to an engagement letter dated February 9, 2022 and an addendum to such engagement letter dated August 19, 2023 entered into with our Company.

11. Consent letter dated August 23, 2023 issued by Frost & Sullivan with respect to the report titled "*Industry Report on SaaS based Fintech Market in India*" dated August 23, 2023.

12. The examination report dated August 29, 2023 of the Joint Statutory Auditors with respect to the Restated Financial Information.

13. The report dated August 30, 2023 of the Joint Statutory Auditors, on the statement of possible special tax benefits.

14. Consent dated September 18, 2023 from the Joint Statutory Auditors, P R S V & Co. LLP, Chartered Accountants and M S K A & Associates, Chartered Accountant, to include their name as required under Section 26(5) of the Companies Act read with the SEBI ICDR Regulations in this Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act to the extent and in their capacity as our Joint Statutory Auditors, and in respect of their (i) the examination report dated August 29, 2023 on the Restated Financial Information, and (ii) the report dated August 30, 2023 on the statement of possible special tax benefits, included in this Prospectus.

15. Consent dated September 18, 2023 from P R S V & Co. LLP, Chartered Accountants, to include their name as required under Section 26(5) of the Companies Act read with the SEBI ICDR Regulations in this Prospectus and as an "expert" as defined under Section 2(38) of Companies Act in respect of the certificates issued by them in their capacity as an independent chartered accountant to our Company.

16. Consents of the BRLMs, the Registrar to the Offer, the banker to the Company, the Syndicate Members, Bankers to the Offer, Monitoring Agency, the legal counsel to the Company as to Indian law, our Directors and the Company Secretary and Compliance Officer, to act in their respective capacities.

17. The ESOP Scheme.

18. Resolutions of the Board and Shareholders dated May 24, 2023 and June 23, 2023, respectively in relation to appointment of Raj P Narayanam as the Executive Chairman of our Company.

19. Resolution of the Board dated April 30, 2021, in relation to appointment of Avinash Ramesh Godkhindi as the Managing Director and Chief Executive Officer of our Company.

20. Employment agreement dated October 1, 2015, as amended by letter dated June 1, 2018 between our Company and Raj P Narayanam.

21. Employment agreement dated February 1, 2012, as amended by letter dated April 30, 2021 between our Company and Avinash Ramesh Godkhindi.

22. Scheme of amalgamation of Magixo with our Company approved by the Office of the Regional Director, South East Region, Hyderabad on March 1, 2022.

23. Tripartite agreement dated April 8, 2022, among our Company, NSDL and the Registrar to the Offer.

24. Tripartite agreement dated February 24, 2022, among our Company, CDSL and the Registrar to the Offer.

25. Certificate from P R S V & Co. LLP, Chartered Accountants dated September 18, 2023 in relation to certain key performance indicators concerning our Company's operational and financial performance.

26. Due diligence certificate to SEBI from the BRLMs dated December 19, 2022.

27. In-principle listing approvals dated January 24, 2023 and January 25, 2023 from BSE and NSE, respectively.

28. Final observations letter bearing number SEBI/HO/CFD/RAC-DIL2/P/OW/2023/12944/1 dated March 29, 2023 issued by SEBI.

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders, subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act 1956, the Securities Contracts (Regulation) Rules, 1957, the SEBI Act, 1992 or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements in this Prospectus are true and correct.

SIGNED BY

Raj P Narayanam

Executive Chairman

Place: Hyderabad

Date: September 18, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act 1956, the Securities Contracts (Regulation) Rules, 1957, the SEBI Act, 1992 or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements in this Prospectus are true and correct.

SIGNED BY

Avinash Ramesh Godkhindi

Managing Director and Chief Executive Officer

Place: Mumbai

Date: September 18, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act 1956, the Securities Contracts (Regulation) Rules, 1957, the SEBI Act, 1992 or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements in this Prospectus are true and correct.

SIGNED BY

Arun Vijaykumar Gupta

Non-Executive Director

Place: Mumbai

Date: September 18, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act 1956, the Securities Contracts (Regulation) Rules, 1957, the SEBI Act, 1992 or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements in this Prospectus are true and correct.

SIGNED BY

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Aravamudan Krishna Kumar

Independent Director

Place: Hyderabad

Date: September 18, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act 1956, the Securities Contracts (Regulation) Rules, 1957, the SEBI Act, 1992 or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements in this Prospectus are true and correct.

SIGNED BY

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Abhay Deshpande Raosaheb

Independent Director

Place: Hyderabad

Date: September 18, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act 1956, the Securities Contracts (Regulation) Rules, 1957, the SEBI Act, 1992 or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements in this Prospectus are true and correct.

SIGNED BY

Prerna Tandon

Independent Director

Place: Bengaluru

Date: September 18, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act 1956, the Securities Contracts (Regulation) Rules, 1957, the SEBI Act, 1992 or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements in this Prospectus are true and correct.

SIGNED BY

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Venkata Aditya Kumar Grandhi

Chief Financial Officer

Place: Hyderabad

Date: September 18, 2023

DECLARATION

I hereby confirm and certify that all statements, disclosures and undertakings specifically made or confirmed by me in this Prospectus about or in relation to myself, as a Selling Shareholder and my portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including any of the statements, disclosures and undertakings, made by, or relating to, the Company or any other Selling Shareholder or any other person(s) in this Prospectus.

SIGNED BY

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Raj P Narayanam

Place: Hyderabad

Date: September 18, 2023

DECLARATION

I hereby confirm and certify that all statements, disclosures and undertakings specifically made or confirmed by me in this Prospectus about or in relation to myself, as a Selling Shareholder and my portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including any of the statements, disclosures and undertakings, made by, or relating to, the Company or any other Selling Shareholder or any other person(s) in this Prospectus.

SIGNED BY

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Avinash Ramesh Godkhindi

Place: Mumbai

Date: September 18, 2023

DECLARATION

We, VenturEast Proactive Fund LLC, hereby confirm that all statements, disclosures and undertakings specifically made by us in this Prospectus in relation to ourselves, as an Investor Selling Shareholder and our portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings, including any of the statements, disclosures and undertakings, made by, or relating to, the Company or any other Selling Shareholder or any other person(s) in this Prospectus.

SIGNED FOR AND ON BEHALF OF VENTUREAST PROACTIVE FUND LLC

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Name: Wendy Ramakrishnan

Designation: Director

Place: Ebene, Mauritius

Date: September 18, 2023

DECLARATION

We, GKFF Ventures, hereby confirm that all statements, disclosures and undertakings specifically made by us in this Prospectus in relation to ourselves, as an Investor Selling Shareholder and our portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings, including any of the statements, disclosures and undertakings, made by, or relating to, the Company or any other Selling Shareholder or any other person(s) in this Prospectus.

SIGNED FOR AND ON BEHALF OF GKFF VENTURES

____

Name: Devesh Heeraman

Designation: Director

Place: Mauritius

Date: September 18, 2023

DECLARATION

We, VenturEast SEDCO Proactive Fund LLC, hereby confirm that all statements, disclosures and undertakings specifically made by us in this Prospectus in relation to ourselves, as an Investor Selling Shareholder and our portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings, including any of the statements, disclosures and undertakings, made by, or relating to, the Company or any other Selling Shareholder or any other person(s) in this Prospectus.

SIGNED FOR AND ON BEHALF OF VENTUREAST SEDCO PROACTIVE FUND LLC

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Name: Wendy Ramakrishnan

Designation: Director

Place: Ebene, Mauritius

Date: September 18, 2023

DECLARATION

We, Ventureast Trustee Company Private Limited (acting on behalf of Ventureast Proactive Fund), hereby confirm that all statements, disclosures and undertakings specifically made by us in this Prospectus in relation to ourselves, as an Investor Selling Shareholder and our portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings, including any of the statements, disclosures and undertakings, made by, or relating to, the Company or any other Selling Shareholder or any other person(s) in this Prospectus.

SIGNED FOR AND ON BEHALF OF VENTUREAST TRUSTEE COMPANY PRIVATE LIMITED VENTUREAST PROACTIVE FUND (ACTING ON BEHALF OF VENTUREAST PROACTIVE FUND)

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Name: Sai Sanjeev Yamsani

Designation: Authorised signatory

Place: Bengaluru

Date: September 18, 2023

DECLARATION

We hereby confirm and certify that all statements, disclosures and undertakings specifically made or confirmed by us in this Prospectus about or in relation to ourselves, as a Selling Shareholder and our portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings, including any of the statements, disclosures and undertakings, made by, or relating to, the Company or any other Selling Shareholder or any other person(s) in this Prospectus.

SIGNED FOR AND ON BEHALF OF ZUZU SOFTWARE SERVICES PRIVATE LIMITED

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Name: Sudhakar Tirunagari

Designation: Director

Place: Hyderabad

Date: September 18, 2023

DECLARATION

I hereby confirm and certify that all statements, disclosures and undertakings specifically made or confirmed by me in this Prospectus about or in relation to myself, as a Selling Shareholder and my portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including any of the statements, disclosures and undertakings, made by, or relating to, the Company or any other Selling Shareholder or any other person(s) in this Prospectus.

SIGNED BY

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Koteswara Rao Meduri

Place: Hyderabad

Date: September 18, 2023