RED HERRING PROSPECTUS
Dated: July 28, 2021
Please read Section 32 of the Companies Act, 2013
Book Built Offer

CARTRADE TECH LIMITED

Our Company was incorporated as 'Kaymo Fastener Company Private Limited' on April 28, 2000 at Mumbai, Maharashtra as a private limited company under the Companies Act, 1956, and was granted the certificate of incorporation by the Registrar of Companies, Maharashtra at Mumbai ("**RoC**"). The name of our Company was subsequently changed to 'MXC Solutions India Private Limited' pursuant to a special resolution passed by our Shareholders at the EGM held on July 31, 2009, and a fresh certificate of incorporation was issued by the RoC on August 12, 2009. The name of our Company was thereafter changed to 'CarTrade Tech Private Limited', pursuant to a special resolution passed by our Shareholders at the EGM held on March 31, 2021, and a fresh certificate of incorporation was issued by the RoC on April 20, 2021. Our Company was converted from a private limited company to a public limited company, pursuant to a special resolution passed by our Shareholders at the EGM held on April 29, 2021 and the name of our Company was changed to 'CarTrade Tech Limited'. Consequently, a fresh certificate of incorporation was issued by the RoC on May 12, 2021. For further details of changes in name and changes in the registered office of the Company, see "*History and Certain Corporate Matters*" on page 151.

Registered and Corporate Office: 12th Floor, Vishwaroop IT Park, Sector 30A, Vashi, Navi Mumbai 400 705, Maharashtra, India; **Tel**: +91 22 6739 8888
Website: www.cartradetech.com; **Contact Person**: Lalbahadur Pal, Company Secretary and Compliance Officer; **E-mail**: investor@cartrade.com
Corporate Identity Number: U74900MH2000PLC126237

OUR COMPANY IS A PROFESSIONALLY MANAGED COMPANY AND DOES NOT HAVE AN IDENTIFIABLE PROMOTER

INITIAL PUBLIC OFFER OF UP TO 18,532,216 EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES") OF CARTRADE TECH LIMITED ("COMPANY") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING SHARE PREMIUM OF ₹[●] PER EQUITY SHARE), THROUGH AN OFFER FOR SALE OF UP TO 18,532,216 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION ("OFFER FOR SALE" OR "OFFER"), CONSISTING OF UP TO 2,264,334 EQUITY SHARES BY CMDB II AGGREGATING UP TO ₹[●] MILLION, UP TO 8,409,364 EQUITY SHARES BY HIGHDELL INVESTMENT LTD AGGREGATING UP TO ₹[●] MILLION, UP TO 5,076,761 EQUITY SHARES BY MACRITCHIE INVESTMENTS PTE. LTD. AGGREGATING UP TO ₹[●] MILLION, UP TO 1,765,309 EQUITY SHARES BY SPRINGFIELD VENTURE INTERNATIONAL AGGREGATING UP TO ₹[●] MILLION (COLLECTIVELY, THE "INVESTOR SELLING SHAREHOLDERS"), AND UP TO 183,333 EQUITY SHARES BY BINA VINOD SANGHI (JOINTLY HELD WITH VINAY VINOD SANGHI) AGGREGATING UP TO ₹[●] MILLION, UP TO 70,000 EQUITY SHARES BY DANIEL EDWARD NEARY AGGREGATING UP TO ₹[●] MILLION, UP TO 262,519 EQUITY SHARES BY SHREE KRISHNA TRUST AGGREGATING UP TO ₹[●] MILLION, UP TO 50,546 EQUITY SHARES BY VICTOR ANTHONY PERRY III AGGREGATING UP TO ₹[●] MILLION, UP TO 450,050 EQUITY SHARES BY VINAY VINOD SANGHI (JOINTLY HELD WITH SEENA VINAY SANGHI) AGGREGATING UP TO ₹[●] MILLION, (COLLECTIVELY, THE "OTHER SELLING SHAREHOLDERS" AND TOGETHER WITH THE INVESTOR SELLING SHAREHOLDERS, SHALL BE REFERED TO AS THE "SELLING SHAREHOLDERS", AND SUCH EQUITY SHARES, THE "OFFERED SHARES"). THE OFFER WOULD CONSTITUTE 40.43% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL.

THE FACE VALUE OF EQUITY SHARES IS ₹10 EACH. THE PRICE BAND AND THE MINIMUM BID LOT SHALL BE DECIDED BY OUR COMPANY, THE MAJOR SHAREHOLDERS AND THE INVESTOR SELLING SHAREHOLDERS IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS ("BRLMS") AND WILL BE ADVERTISED IN ALL EDITIONS OF FINANCIAL EXPRESS, AN ENGLISH NATIONAL DAILY NEWSPAPER, ALL EDITIONS OF JANASATTA, A HINDI NATIONAL DAILY NEWSPAPER, AND MUMBAI EDITION OF NAVSHAKTI, A MARATHI DAILY NEWSPAPER (MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA WHERE OUR REGISTERED AND CORPORATE OFFICE IS LOCATED) AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS").

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

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**") read with Regulation 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") ("**QIB Portion**"), provided that our Company, the Major Shareholders and the Investor Selling Shareholders in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("**Anchor Investor Portion**"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% 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. All potential Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount ("**ASBA**") process providing details of their respective ASBA accounts, and UPI ID (in case of RIBs) if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or under the UPI Mechanism, as applicable. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see "*Offer Procedure*" on page 301.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public offer of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10. The Floor Price, Cap Price and Offer Price 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 nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the 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 the 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 ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the prospective investors is invited to "*Risk Factors*" on page 22.

COMPANY'S AND THE SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring 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 Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Each of the Selling Shareholders, severally and not jointly, accepts responsibility for and confirms that the statements specifically made or confirmed by such Selling Shareholder in this Red Herring Prospectus to the extent of information specifically pertaining to itself and its portion of the Offered Shares in the Offer for Sale and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. Each of the Selling Shareholders, severally and not jointly, assumes no responsibility for any other statement, including, *inter alia*, any of the statements made by or relating to our Company or its business or any other Selling Shareholders.

LISTING

The Equity Shares issued through this Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approval from BSE and NSE for the listing of the Equity Shares pursuant to their letters dated June 11, 2021 and June 22, 2021, respectively. For the purposes of the Offer, the Designated Stock Exchange shall be NSE. A signed copy of this Red Herring Prospectus and the Prospectus shall be delivered for filing with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of this Red Herring Prospectus up to the Bid/ Offer Closing Date, see "*Material Contracts and Documents for Inspection*" on page 319.

BOOK RUNNING LEAD MANAGERS				REGISTRAR TO THE OFFER
Axis Capital Limited Axis House, 1st Floor Wadia International Centre Pandurang Budhkar Marg, Worli Mumbai 400 025 Maharashtra, India **Tel**: +91 22 4325 2183 **E-mail**: ctpl.ipo@axiscap.in **Investor Grievance ID**: complaints@axiscap.in **Website**: www.axiscapital.co.in **Contact Person**: Simran Gadh **SEBI Registration No.**: INM000012029	**Citigroup Global Markets India Private Limited** 1202, 12th Floor, First International Financial Centre G-Block C54 and 55 Bandra Kurla Complex, Bandra (East) Mumbai 400 098 **Tel**: +91 22 6175 9999 **E-mail**: cartradeipo@citi.com **Investor Grievance ID**: investors.cgmib@citi.com **Website**: www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm **Contact Person**: Karan Hundal **SEBI Registration No.**: INM000010718	**Kotak Mahindra Capital Company Limited** 1st Floor, 27 BKC, Plot No. C-27 G Block, Bandra Kurla Complex Bandra (East) Mumbai 400 051 **Tel**: +91 22 4336 0000 **E-mail**: cartrade.ipo@kotak.com **Investor Grievance ID**: kmccredressal@kotak.com **Website**: www.investmentbank.kotak.com **Contact Person**: Ganesh Rane **SEBI Registration No.**: INM000008704	**Nomura Financial Advisory and Securities (India) Private Limited** Ceejay House, Level 11 Plot F, Shivsagar Estate, Dr. Annie Besant Road, Worli Mumbai 400 018 Maharashtra, India **Tel**: +91 22 4037 4037 **E-mail**: cartradeipo@nomura.com **Investor Grievance ID**: investorgrievances-in@nomura.com **Website**:www.nomuraholdings.com/company/ group/asia/india/index.html **Contact Person**: Vishal Kanjani / Ananya Joshi **SEBI Registration No.**: INM000011419	**Link Intime India Private Limited** C-101, 247 Park, 1st Floor L.B.S. Marg Vikhroli (West) Mumbai 400 083 Maharashtra, India **Tel**: +91 22 4918 6200 **E-mail**: cartrade.ipo@linkintime.co.in **Website**: www.linkintime.co.in **Investor Grievance ID**: cartrade.ipo@linkintime.co.in **Contact Person**: Shanti Gopalkrishnan **SEBI Registration Number**: INR000004058

BID/ OFFER SCHEDULE

BID/ OFFER OPENS ON	Monday, August 9, 2021[(1)]	**BID/ OFFER CLOSES ON**	Wednesday, August 11, 2021[(2)]

(1) *Our Company, the Major Shareholders and the Investor Selling Shareholders in consultation with the BRLMs, shall consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date*

(2) *Our Company, the Major Shareholders and the Investor Selling Shareholders in consultation with the BRLMs, shall consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations*

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented or re-enacted from time to time, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Red Herring Prospectus but not defined herein shall have, to the extent applicable, the same meaning ascribed to such terms under the SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act and the rules and regulations made thereunder. Notwithstanding the foregoing, the terms used in "Industry Overview", "Key Regulations and Policies", "Statement of Special Tax Benefits", "Financial Statements", "Basis for Offer Price", "Outstanding Litigation and Material Developments" and "Description of Equity Shares and Terms of Articles of Association" on pages 98, 147, 93, 181, 91, 275 and 314 respectively shall have the meaning ascribed to them in the relevant section.

General Terms

Term	Description
"our Company" or "the Company"	CarTrade Tech Limited, a company incorporated under the Companies Act, 1956 and having its Registered and Corporate Office at 12th Floor, Vishwaroop IT Park, Sector 30A, Vashi, Navi Mumbai 400 705, Maharashtra, India
"we", "us" or "our"	Unless the context otherwise indicates or implies, refers to our Company and our Subsidiaries

Company and Selling Shareholders Related Terms

Term	Description
AAMPL	Augeo Asset Management Private Limited
AISPL	Adroit Inspection Services Private Limited
"Articles of Association" or "AoA"	Articles of association of our Company, as amended
Audit Committee	The audit committee of our Company, constituted in accordance with the applicable provisions of the Companies Act, 2013, the Listing Regulations, and as described in "*Our Management*" on page 163
"Auditors" or "Statutory Auditors"	The current statutory auditors of our Company, namely, S.R. Batliboi & Associates LLP, Chartered Accountants
"Board" or "Board of Directors"	Board of directors of our Company
CMDB	CMDB II
Corporate Social Responsibility Committee	The corporate social responsibility committee of our Company constituted in accordance with the applicable provisions of the Companies Act, 2013 and as described in "*Our Management*" on page 163
CESPL	CarTrade Exchange Solutions India Private Limited
Company Secretary and Compliance Officer	Lalbahadur Pal, the Company Secretary and Compliance Officer of our Company
CTFPL	CarTrade Finance Private Limited
Director(s)	The directors of our Company
ESOP Plans	Collectively, the ESOP 2010, ESOP 2011, ESOP 2014, ESOP 2015, ESOP 2021 I and ESOP 2021 II
ESOP 2010	CarTrade Tech Private Limited - Employee Stock Option Plan 2010, as amended
ESOP 2011	CarTrade Tech Private Limited - Employee Stock Option Plan 2011, as amended
ESOP 2014	CarTrade Tech Private Limited - Employee Stock Option Plan 2014, as amended
ESOP 2015	CarTrade Tech Private Limited - Employee Stock Option Plan 2015, as amended

Term	Description
ESOP 2021 I	MXC Solutions India Private Limited - Employee Stock Option Plan 2021 I
ESOP 2021 II	MXC Solutions India Private Limited - Employee Stock Option Plan 2021 II
Equity Shares	Equity shares of our Company of face value of ₹10 each
Highdell	Highdell Investment Ltd
Independent Directors	Independent directors of our Company, as described in "*Our Management*" on page 163
IPO Committee	The IPO committee of our Company as described in "*Our Management*" on page 163
Investor Selling Shareholders	Collectively, CMDB, Highdell, MacRitchie and Springfield
"Key Managerial Personnel" or "KMP"	Key managerial personnel of our Company in accordance with Regulation 2(1)(bb) of the SEBI ICDR Regulations as described in "*Our Management*" on page 163
MacRitchie	MacRitchie Investments Pte. Ltd.
Major Shareholders	Collectively, Bina Vinod Sanghi and Vinay Vinod Sanghi
Material Subsidiary	The material subsidiary of the Company, namely, Shriram Automall India Limited
"Memorandum of Association" or "MoA"	Memorandum of association of our Company, as amended
Nomination and Remuneration Committee	The nomination and remuneration committee of our Company, constituted in accordance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations, as described in "*Our Management*" on page 163
Other Selling Shareholders	Collectively, Bina Vinod Sanghi (jointly held with Vinay Vinod Sanghi, who is the second holder), Daniel Edward Neary, Shree Krishna Trust, Victor Anthony Perry III, Vinay Vinod Sanghi (jointly held with Seena Vinay Sanghi, who is the second holder),
Preference Shares	Collectively, the following preference shares, (i) 1,932,120 Series A Preference Shares; (ii) 2,770,456 Series B Preference Shares; (iii) 3,657,066 Series C Preference Shares; (iv) 5,964,300 Series D Preference Shares; (v) 3,519,482 Series E Preference Shares; (vi) 12,879,955 Series F Preference Shares of face value of ₹10 each; (vii) 585,437 Series F1 Preference Shares of face value of ₹10 each; (viii) 3,594,499 Series G Preference Shares of face value of ₹10 each; and (ix) 3,897,225 Series H Preference Shares of face value of ₹10 each
RedSeer	RedSeer Management Consulting Private Limited, appointed by our Company on February 25, 2021.
RedSeer Report	The report titled "*Online Auto Portals Market in India*" dated May 13, 2021 (as amended by their report dated July 20, 2021) issued by RedSeer, which has been commissioned by our Company
Registered and Corporate Office	The registered and corporate office of our Company located at 12th Floor, Vishwaroop IT Park, Sector 30A, Vashi, Navi Mumbai 400 705, Maharashtra, India
"Registrar of Companies" or "RoC"	Registrar of Companies, Maharashtra at Mumbai
Restated Consolidated Financial Information	The restated consolidated financial information of our Company, along with our Subsidiaries, comprising of the restated consolidated summary statement of assets and liabilities as at March 31, 2021, March 31, 2020 and March 31, 2019, and the restated consolidated summary statements of profits and losses (including other comprehensive income), and cash flow statement and changes in equity for the financial years ended March 31, 2021, March 31, 2020 and March 31, 2019 together with its notes, annexures and schedules are derived from our audited consolidated financial statements as at and for the financial years ended March 31, 2021, March 31, 2020 and March 31, 2019 prepared in accordance with Ind AS, and restated in accordance with requirements of Section 26 of Part I of Chapter III of Companies Act, SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by ICAI
SAMIL	Shriram Automall India Limited
Selling Shareholders	Collectively, the Investor Selling Shareholders and the Other Selling Shareholders
Series A Preference Shares	Series A 8% non-cumulative convertible preference share of face value of ₹10 each
Series B Preference Shares	Series B 8% non-cumulative convertible preference share of face value of ₹10 each
Series C Preference Shares	Series C 8% non-cumulative convertible preference share of face value of ₹10 each
Series D Preference Shares	Series D 8% non-cumulative convertible preference share of face value of ₹10 each
Series E Preference Shares	Series E 8% non-cumulative convertible preference share of face value of ₹10 each

Term	Description
Series F Preference Shares	Series F 8% non-cumulative convertible preference share of face value of ₹10 each
Series F1 Preference Shares	Series F1 8% non-cumulative convertible preference share of face value of ₹10 each
Series G Preference Shares	Series G 8% non-cumulative convertible preference share of face value of ₹10 each
Series H Preference Shares	Series H 8% non-cumulative convertible preference share of face value of ₹10 each
Shareholders	Shareholders of our Company from time to time
SHA	Sixth amended and restated shareholders agreement dated January 30, 2020 entered into amongst MXC Solutions India Private Limited, CMDB II, Austin Ligon, Daniel Edward Neary, Highdell Investment Ltd, Springfield Venture International, MacRitchie Investments Pte. Ltd., Manbro P.E. IV, LP, Foundation Investments of Ohio Ltd, MSF Private Equity Fund LLC, MCP3 SPV LLC and Vinay Vinod Sanghi and Bina Sanghi read with the waiver cum amendment agreement dated May 4, 2021
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Company, constituted in accordance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations and as described in "*Our Management*" on page 163
Springfield	Springfield Venture International
STFCL	Shriram Transport Finance Company Limited
Subsidiaries	The subsidiaries of our Company, namely: a) Adroit Inspection Services Private Limited (*with effect from May 2, 2017*) b) Augeo Asset Management Private Limited (*with effect from January 8, 2020)* c) CarTrade Exchange Solutions India Private Limited (*formerly known as Motogo India Private Limited*) (*with effect from October 19, 2012*) d) CarTrade Finance Private Limited (*with effect from July 1, 2019*) e) Shriram Automall India Limited (*with effect from February 6, 2018*) f) Automotive Exchange Private Limited (*with effect from November 10, 2015 till November 4, 2019*) g) CarTrade Foundation (*with effect from July 12, 2021*)

Offer Related Terms

Term	Description
Acknowledgement Slip	The slip or document issued by a Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form
"Allot" or "Allotment" or "Allotted"	Unless the context otherwise requires, transfer of the Equity Shares pursuant to the Offer to successful Bidders
Allotment Advice	Note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and this Red Herring Prospectus and who has Bid for an amount of at least ₹100 million
Anchor Investor Allocation Price	Price at which Equity Shares will be allocated to Anchor Investors in terms of this Red Herring Prospectus and the Prospectus, which will be decided by our Company, the Major Shareholders and the Investor Selling Shareholders in consultation with the BRLMs during the Anchor Investor Bid/ Offer Period
Anchor Investor Application Form	Application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of this Red Herring Prospectus and the Prospectus
Anchor Investor Bid/ Offer Period	One Working Day prior to the Bid/ Offer Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	Final price at which the Equity Shares will be Allotted to Anchor Investors in terms of this Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price The Anchor Investor Offer Price will be decided by our Company, the Major Shareholders and the Investor Selling Shareholders in consultation with the BRLMs

Term	Description
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, the Major Shareholders and the Investor Selling Shareholders in consultation with the BRLMs, to Anchor Investors on a discretionary basis One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations
"Application Supported by Blocked Amount" or "ASBA"	Application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorizing an SCSB to block the Bid Amount in the ASBA Account and will include applications made by RIBs using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by RIBs
ASBA Account	Bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of an RIB which is blocked upon acceptance of a UPI Mandate Request made by the RIBs using the UPI Mechanism.
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	Application form, whether physical or electronic, used by ASBA Bidders to submit Bids, which will be considered as the application for Allotment in terms of this Red Herring Prospectus and the Prospectus
Banker to the Offer	Collectively, Escrow Collection Bank, Public Offer Bank, Sponsor Bank and Refund Bank, as the case may be
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer and which is described in "*Offer Procedure*" beginning on page 301
Bid	Indication to make an offer during the Bid/ Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Offer Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of this Red Herring Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of 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 payable by the Bidder or blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid.
Bid cum Application Form	Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares and in multiples of [●] 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 will not accept any Bids, which shall be notified in all editions of Financial Express, an English national daily newspaper and all editions of Janasatta, a Hindi national daily newspaper and Mumbai edition of Navshakti, a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), each with wide circulation, and in case of any such extension, the extended Bid/ Offer Closing Date shall also be notified on the website and terminals of the Members of the Syndicate and communicated to the Designated Intermediaries and the Sponsor Bank, as required under the SEBI ICDR Regulations. Our Company, the Major Shareholders and the Investor Selling Shareholders in consultation with the BRLMs may, consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Offer Closing Date shall be widely disseminated by notification to the Stock Exchanges, and also be notified on the websites of the BRLMs and at the terminals of the Syndicate Member, which shall also be notified in an advertisement in same newspapers in which the Bid/ Offer Opening Date was published, as required under the SEBI ICDR Regulations.
Bid/ Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be notified in all editions of Janasatta, a Hindi national daily newspaper and Mumbai edition of Navshakti, a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), each with wide circulation

Term	Description
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 can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations and the terms of this Red Herring Prospectus. Provided however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors
Bidder	Any prospective investor who makes a Bid pursuant to the terms of this Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated 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	Book building process, as provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
“Book Running Lead Managers” or “BRLMs”	The book running lead managers to the Offer, namely, Axis Capital Limited, Citigroup Global Markets India Private Limited, Kotak Mahindra Capital Company Limited and Nomura Financial Advisory and Securities (India) Private Limited
Broker Centres	Centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
“CAN” or “Confirmation of Allocation Note”	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on or after the Anchor Investor Bid/ Offer Period
Cap Price	Higher end of the Price Band, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted
Client ID	Client identification number maintained with one of the Depositories in relation to demat account
“Collecting Depository Participant” or “CDP”	A depository participant as defined under the Depositories Act, 1996 registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI as per the list available on the websites of the Stock Exchanges
Cut-off Price	Offer Price, finalised by our Company, the Major Shareholders and the Investor Selling Shareholders in consultation with the BRLMs, which shall be any price within the Price Band Only Retail Individual Bidders Bidding in the Retail Portion are entitled to Bid at the Cut-off Price. QIBs and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price
Demographic Details	The demographic details of the Bidders including the Bidders’ address, name of the Bidders’ father/husband, investor status, occupation, bank account details and UPI ID, wherever applicable
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time
Designated Date	The date on which the Escrow Collection Bank transfer funds from the Escrow Account to the Public Offer Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of RIBs using UPI Mechanism, instruction issued through the Sponsor Bank) 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 this Red Herring Prospectus following which Equity Shares will be Allotted in the Offer

Term	Description
Designated Intermediary(ies)	In relation to ASBA Forms submitted by RIBs 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 RIBs where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such RIB using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs 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 can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Stock Exchange	National Stock Exchange of India Limited
"Draft Red Herring Prospectus" or "DRHP"	The draft red herring prospectus dated May 15, 2021 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 NRI(s)	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 ASBA Form and this Red Herring Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares
Escrow Account	Non lien and non-interest bearing accounts to be opened with the Escrow Collection Company(s) and in whose favour the Anchor Investors will transfer money through NACH/direct credit/NEFT/RTGS in respect of the Bid Amount when submitting a Bid
Escrow and Sponsor Bank Agreement	Agreement dated July 28, 2021, amongst our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Syndicate Member, the Sponsor Bank, the Escrow Collection Bank, the Public Offer Account Bank and the Refund Bank for collection of the Bid Amounts and where applicable, remitting refunds (if any) on the terms and conditions thereof
Escrow Collection Bank	Bank which are a clearing members and registered with SEBI as banker to an offer, under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, and with whom the Escrow Account in relation to the Offer for Bids by Anchor Investors, will be opened, in this case being Axis Bank Limited
First or sole Bidder	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	Lower end of the Price Band, subject to any revision(s) thereto not being less than the face value of Equity Shares, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted
General Information Document	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 and any other circulars issued by SEBI, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLMs
Maximum RIB Allottees	Maximum number of RIBs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIBs by the minimum Bid Lot, subject to valid Bids being received at or above the Offer Price
Mutual Fund Portion	5% of the Net QIB Portion, or 185,323 Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Net Proceeds	Proceeds of the Offer less Offer expenses. For further details regarding the use of the Net Proceeds and the Offer expenses, see "*Objects of the Offer*" on page 89
Net QIB Portion	The QIB Portion less the number of Equity Shares allocated to the Anchor Investors
Non-Institutional Bidders	All Bidders that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares for an amount of more than ₹ 0.2 million (but not including NRIs other than Eligible NRIs)

Term	Description
Non-Institutional Portion	Portion of the Offer being not less than 15% of the Offer consisting of 2,779,833 Equity Shares which shall be available for allocation on a proportionate basis to Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price
Non-Resident	Person resident outside India, as defined under FEMA and includes NRIs, FVCIs, VCFs, and FPIs
"Offer" or "Offer for Sale"	The initial public offer of up to 18,532,216 Equity Shares of face value of ₹10 each for cash at a price of ₹[●] per Equity Shares aggregating up to ₹[●] million through an Offer for Sale by the Selling Shareholders
Offer Agreement	Agreement dated May 15, 2021 amongst our Company, the Selling Shareholders and the Book Running Lead Managers, pursuant to which certain arrangements have been agreed to in relation to the Offer.
Offer Price	The final price (within the Price Band) at which Equity Shares will be Allotted to ASBA Bidders in terms of this Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price which will be decided by our Company, the Major Shareholders and the Investor Selling Shareholders in consultation with the BRLMs in terms of this Red Herring Prospectus and the Prospectus. The Offer Price will be decided by our Company, the Major Shareholders and the Investor Selling Shareholders in consultation with the BRLMs on the Pricing Date in accordance with the Book Building Process and this Red Herring Prospectus.
Offered Shares	Up to 18,532,216 Equity Shares aggregating up to ₹[●] million offered for sale by the Selling Shareholders. For details, see "*the Offer*" on page 51
Price Band	Price band of a minimum price of ₹[●] per Equity Share (Floor Price) and the maximum price of ₹[●] per Equity Share (Cap Price) including any revisions thereof The Price Band and the minimum Bid Lot size for the Offer will be decided by our Company, the Major Shareholders and the Investor Selling Shareholders in consultation with the BRLMs, and will be advertised, at least two Working Days prior to the Bid/ Offer Opening Date, in all editions of Financial Express, an English national daily newspaper and all editions of Janasatta, a Hindi national daily newspaper and Mumbai edition of Navshakti, a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located) each with wide circulation and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites
Pricing Date	Date on which our Company, the Major Shareholders and the Investor Selling Shareholders in consultation with the BRLMs, will finalise the Offer Price
Prospectus	The prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, *inter alia*, the Offer Price, the size of the Offer and certain other information, including any addenda or corrigenda thereto
Public Offer Account	No lien and non-interest bearing account to be opened with the Public Offer Bank, under Section 40(3) of the Companies Act, 2013 to receive monies from the Escrow Account and ASBA Accounts on the Designated Date
Public Offer Bank	A bank which is a clearing member and registered with SEBI as a banker to an offer and with which the Public Offer Account will be opened, in this case being Axis Bank Limited
QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being not more than 50% of the Offer consisting of 9,266,107 Equity Shares which shall be available for allocation to QIBs (including Anchor Investors), subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price
Qualified Institutional Buyers or QIBs or QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Red Herring Prospectus or RHP	This red herring prospectus dated July 28, 2021 issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which does not have complete particulars of the Offer Price and the size of the Offer, including any addenda or corrigenda thereto. This Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/ Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
Refund Account	No lien and non-interest bearing account to be opened with the Refund Bank, from which refunds, if any, of the whole or part of the Bid Amount to the Bidders shall be made

Term	Description
Refund Bank	Banker to the Offer and with whom the Refund Account will be opened, in this case being Axis Bank Limited
Registered Brokers	Stock brokers registered under SEBI (Stock Brokers and Sub-Brokers) Regulations, 1992, as amended with the Stock Exchanges having nationwide terminals, other than the BRLMs and the Syndicate Member and eligible to procure Bids in terms of Circular No. CIR/ CFD/ 14/ 2012 dated October 4, 2012 issued by SEBI
Registrar Agreement	Agreement dated May 14, 2021 amongst 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 at the Designated RTA Locations as per the list available on the websites of the Stock Exchanges, and the UPI Circulars
"Registrar to the Offer" or "Registrar"	Link Intime India Private Limited
"Retail Individual Bidder(s)" or "RIB(s)"	Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹200,000 in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs)
Retail Portion	Portion of the Offer being not less than 35% of the Offer consisting of 6,486,276 Equity Shares which shall be available for allocation to Retail Individual Bidders (subject to valid Bids being received at or above the Offer Price)
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s) QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/ Offer Closing Date
Self-Certified Syndicate Bank(s) or SCSB(s)	The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to RIBs using the UPI Mechanism, a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI mechanism is appearing in the "list of mobile applications for using UPI in public issues" displayed on the SEBI website. The said list shall be updated on the SEBI website
Share Escrow Agent	Escrow agent to be appointed pursuant to the Share Escrow Agreement
Share Escrow Agreement	Agreement dated July 28, 2021 amongst our Company, the Selling Shareholders and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Selling Shareholders and credit of such Equity Shares to the demat account of the Allottees
Specified Locations	Bidding Centres where the Syndicate shall accept ASBA Forms from Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time
Sponsor Bank	Axis Bank Limited, being a Banker to the Offer, 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 RIBs using the UPI Mechanism and carry out other responsibilities, in terms of the UPI Circulars
"Syndicate" or "Members of the Syndicate"	Together, the BRLMs and the Syndicate Member
Syndicate Agreement	Agreement dated July 28, 2021 amongst our Company, the Selling Shareholders, the Syndicate Member and the Registrar to the Offer, in relation to collection of Bids by the Syndicate
Syndicate Member	Intermediary (other than BRLMs) registered with SEBI who are permitted to carry out activities as an underwriter, namely, Kotak Securities Limited

Term	Description
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
Underwriters	[●]
Underwriting Agreement	Agreement to be entered into amongst our Company, the Selling Shareholders and the Underwriters on or after the Pricing Date but prior to filing of the Prospectus with the RoC
UPI	Unified payments interface which is an instant payment mechanism, developed by NPCI
UPI Circulars	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and any subsequent circulars or notifications issued by SEBI in this regard
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the RIB 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 RIB to such UPI linked mobile application) to the RIB initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that may be used by an RIB submitted with intermediaries with UPI as a mode of payment in accordance with the UPI Circulars to make an ASBA Bid in the Offer
UPI PIN	Password to authenticate a UPI transaction
Wilful Defaulter	An entity or person categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in terms of regulation 2(1)(lll) of the SEBI ICDR Regulations
Working Day	All days on which commercial banks in Mumbai are open for business. In respect of announcement of Price Band and Bid/ Offer Period, Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. In respect of the time period between the Bid/ Offer Closing Date and the listing of the Equity Shares on the BSE, "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

Technical/Industry Related Terms/Abbreviations

Term	Description
Average time on visit	Duration of all visits (in seconds) divided by the number of sessions in that time period, as defined by Google Analytics
Average user sessions per day	A session (also referred to as a visit) is a group of interactions by a user with our websites and apps that take place within a given time frame as defined by Google Analytics and Firebase (a Google product). Average sessions per day equals the total number of sessions for the time period divided by the number of days.
CAGR	Compound Annual Growth Rate
OEM	Original Equipment Manufacturer

Conventional and General Terms or Abbreviations

Term	Description
₹/Rs./Rupees/INR	Indian Rupees
AIFs	Alternative Investments Funds, as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations

Term	Description
Category I FPIs	FPIs who are registered as “Category I Foreign Portfolio Investors” under the SEBI FPI Regulations
Category II AIF	AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations
Category II FPIs	FPIs who are registered as “Category II Foreign Portfolio Investors” under the SEBI FPI Regulations
Category III AIF	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations
CCIL	Clearing Corporation of India Limited
CDSL	Central Depository Services (India) Limited
CEO	Chief Executive Officer of our Company
CFO	Chief Financial Officer of our Company
CIN	Corporate Identity Number
Civil Code	The Code of Civil Procedure, 1908
Companies Act	Companies Act, 2013, along with the relevant rules, clarifications and modifications made thereunder
Companies Act, 1956	Companies Act, 1956, along with the relevant rules made thereunder
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996
DIN	Director Identification Number
DPIIT	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*)
DP ID	Depository Participant Identification
DP/ Depository Participant	Depository participant as defined under the Depositories Act
ECS	Electronic clearing services
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
FCNR	Foreign Currency Non-Resident
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 thereunder
FEMA Non-Debt Instruments Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019 issued by the Ministry of Finance, GoI
FIR	First Information Report
Financial Year/ Fiscal/ FY	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
FPI(s)	Foreign portfolio investors as defined under the SEBI FPI Regulations
FVCI(s)	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
GAAR	General Anti Avoidance Rules
Gazette	Gazette of India
GoI or Government or Central Government	Government of India
GST	Goods and Services Tax
HUF	Hindu Undivided Family(ies)
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
Ind AS/ Indian Accounting Standards	Indian Accounting Standards referred to in the Companies Act and notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, each as amended
India	Republic of India
IPC	Indian Penal Code, 1860
IPO	Initial public offering
IST	Indian Standard Time
IT	Information Technology
IT Act	The Income Tax Act, 1961
KYC	Know your customer
Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
MCA	Ministry of Corporate Affairs
Mutual Fund (s)	Mutual Fund(s) means mutual funds registered under the SEBI (Mutual Funds) Regulations, 1996

Term	Description
N/A or NA	Not applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NEFT	National Electronic Funds Transfer
NPCI	National Payments Corporation of India
NRI	Person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2016 or an overseas citizen of India cardholder within the meaning of section 7(A) of the Citizenship Act, 1955
NRE Account	Non-resident rupee account
NRO Account	Non-resident ordinary account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB/Overseas Corporate Body	An entity de-recognised through Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. OCBs are not allowed to invest in the Offer
OSP	Other Service Provider
p.a.	Per annum
P/E	Price/earnings
P/E Ratio	Price/earnings ratio
PAN	Permanent account number
PAT	Profit after tax
RBI	The Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934
RTA	Registrars to an Issue and Share Transfer Agents
Regulation S	Regulation S under the U.S. Securities Act
RTGS	Real Time Gross Settlement
Rule 144A	Rule 144A under the U.S. Securities Act
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI Depositories Regulations	Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Intermediaries Regulations	Securities and Exchange Board of India (Intermediaries) Regulations, 2008
SEBI Merchant Banker Regulations	SEBI (Merchant Bankers) Regulations, 1992
SEBI RTA Regulations	Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agent) Regulations, 1993
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
State Government	The government of a state in India
Stock Exchanges	BSE and NSE
STT	Securities transaction tax
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
TAN	Tax deduction account number
U.S. Securities Act	U.S. Securities Act of 1933
U.S./USA/United States	United States of America
USD/US$	United States Dollars
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations

OFFER DOCUMENT SUMMARY

The following is a general summary of the terms of the Offer and is neither exhaustive, nor purports to contain a summary of all the disclosures in this Red Herring Prospectus or the 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 Red Herring Prospectus, including "Risk Factors", "Objects of the Offer", "Our Business", "Industry Overview", "Capital Structure", "The Offer", "Financial Statements", "Outstanding Litigation and Material Developments", "Offer Procedure" and "Description of Equity Shares and Terms of Articles of Association" on pages 22, 89, 122, 98, 67, 51, 181, 275, 301 and 314 respectively.

<table>
<tr><td>Summary of our primary business</td><td>We are India's number one online auto portal for both cars and two-wheelers, based on relative online search popularity in FY 2021, and are one of the leading used vehicle auction platform based on number of vehicles listed for auction for FY 2020 (Source:RedSeer Report). Among our key competitors, we were the only profitable digital auto platform for FY 2020 (Source: RedSeer Report). We are a multi-channel auto platform with coverage and presence across vehicle types and value-added services through our brands, namely: CarWale, CarTrade, Shriram Automall, BikeWale, CarTrade Exchange, Adroit Auto and AutoBiz. Our revenue primarily comprises of commission and related income which includes commission and fees from remarketing services and inspection and valuation services of used vehicles as well as website services and fees which includes revenues generated from online advertising solutions, lead generation, technology based services and sale of used cars.</td></tr>
<tr><td>Summary of the industry in which our Company operates</td><td>Online auto platforms match buyers and sellers on a single platform efficiently and at scale. Consumers for used and new vehicles can research and connect with dealers. Dealers can target potential purchasers and sellers. OEMs and other stakeholders can reach consumers to build their brand and generate sales. There is a constant move towards online auto portals, with their total addressable market in India estimated at US$ 14.3 billion in FY 2020 (Source: RedSeer Report).</td></tr>
<tr><td>Name of Promoter</td><td>Our Company is a professionally managed company and does not have an identifiable promoter in terms of the SEBI ICDR Regulations and the Companies Act.</td></tr>
<tr><td>Offer size</td><td>Offer of up to 18,532,216 Equity Shares of face value ₹10 each for cash at a price of ₹[●] per Equity Share aggregating up to ₹[●] million by the Selling Shareholders. The Offer would constitute 40.43% of the post-Offer paid-up Equity Share capital of our Company. For further details, see "The Offer" on page 51.</td></tr>
<tr><td>Objects of the Offer</td><td>The objects of the Offer are to (i) carry out the Offer for Sale of up to 18,532,216 Equity Shares by the Selling Shareholders; and (ii) achieve the benefits of listing the Equity Shares on the Stock Exchanges. For further details, see "Objects of the Offer" on page 89.

Further, our Company expects that listing of the Equity Shares will enhance our visibility and brand image and provide liquidity to our Shareholders and will also provide a public market for the Equity Shares in India.</td></tr>
<tr><td>Aggregate pre-Offer shareholding of the promoter, promoter group and the Selling Shareholders as a percentage of our paid-up Equity Share capital</td><td>The aggregate pre-Offer shareholding of the Selling Shareholders as a percentage of the pre-Offer paid-up Equity Share capital of our Company is set out below:
<table>
<tr><th>S. No.</th><th>Selling Shareholders</th><th>Number of Equity Shares held</th><th>Percentage of the pre-Offer paid-up capital (%)</th><th>Post- Offer shareholding</th><th>Percentage of the post-Offer paid-up capital (%)</th></tr>
<tr><td>A.</td><td>Investor Selling Shareholders</td><td></td><td></td><td></td><td></td></tr>
<tr><td>1.</td><td>CMDB II</td><td>5,732,490</td><td>12.51</td><td>3,468,156</td><td>7.57</td></tr>
<tr><td>2.</td><td>Highdell Investment Ltd</td><td>16,550,938</td><td>36.11</td><td>8,141,574</td><td>17.76</td></tr>
<tr><td>3.</td><td>MacRitchie Investments Pte. Ltd.</td><td>12,725,977</td><td>27.77</td><td>7,649,216</td><td>16.69</td></tr>
<tr><td>4.</td><td>Springfield Venture International</td><td>3,408,416</td><td>7.44</td><td>1,643,107</td><td>3.58</td></tr>
<tr><td>B.</td><td>Other Selling Shareholders</td><td></td><td></td><td></td><td></td></tr>
<tr><td>1.</td><td>Bina Vinod Sanghi jointly held with Vinay Vinod Sanghi, who is the second holder</td><td>183,333</td><td>0.40</td><td>Nil</td><td>Nil</td></tr>
<tr><td>2.</td><td>Daniel Edward Neary</td><td>70,000</td><td>0.15</td><td>Nil</td><td>Nil</td></tr>
<tr><td>3.</td><td>Shree Krishna Trust</td><td>700,050</td><td>1.53</td><td>437,531</td><td>0.95</td></tr>
<tr><td>4.</td><td>Victor Anthony Perry III</td><td>101,092</td><td>0.22</td><td>50,546</td><td>0.11</td></tr>
</table></td></tr>
</table>

5.	Vinay Vinod Sanghi jointly held with Seena Vinay Sanghi, who is the second holder	1,430,813	3.12	980,763	2.14
	Total	**40,903,109**	**89.25**	**22,370,893**	**48.81**

Our Company is a professionally managed company and does not have an identifiable promoter, or a promoter group.

Selected Financial Information

a) The details of our equity share capital, restated net worth, the net asset value per share (basic and diluted) and total borrowings as at March 31, 2021, 2020 and 2019, as derived from the Restated Consolidated Financial Information are as follows:

(₹ in million, except per share data)

Particulars	**As at March 31,**		
	2021	**2020**	**2019**
Equity share capital	35.84	34.49	34.49
Restated net worth	16,805.78	12,622.34	12,314.45
Net asset value per share	406.52	325.75	317.80
Total borrowings	-	-	-

b) The details of our total income, restated profit/(loss) and earnings per Equity Share (basic and diluted) for the Financial Years 2021, 2020 and 2019 derived from the Restated Consolidated Financial Information are as follows:

(₹ in million, except per share data)

Particulars	**For the year ended March 31,**		
	2021	**2020**	**2019**
Total income	2,815.23	3,184.45	2,668.05
Restated profit for the year	1,010.74	312.94	259.17
Earnings per Equity Share			
- Basic	22.06	5.65	4.31
- Diluted	19.19	5.07	3.87

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

There are no qualifications which have not been given effect to in the Restated Consolidated Financial Information.

Summary table of outstanding litigations

A summary of outstanding litigation proceedings involving our Company, Directors and Subsidiaries, as disclosed in "*Outstanding Litigation and Material Developments*" on page 275, in terms of the SEBI ICDR Regulations and the materiality policy of our Board dated May 13, 2021 and July 13, 2021, as of the date of this Red Herring Prospectus is provided below.

	Number of Cases	**Amount, to the extent quantifiable (₹ in million)**
Litigation against our Company		
Material civil proceedings	Nil	Nil
Criminal proceedings	Nil	Nil
Actions by regulatory/statutory authorities	Nil	Nil
Tax matters	4	6.43
Litigation by our Company		
Criminal proceedings	1	0.33
Material civil proceedings	Nil	Nil

Tax matters	Nil	Nil
Litigation involving our Directors		
Material civil proceedings	Nil	Nil
Tax matters	Nil	Nil
Criminal proceedings	Nil	Nil
Actions by regulatory/statutory authorities	Nil	Nil
Litigation against our Subsidiaries		
Material civil proceedings	5	37.84
Actions by regulatory/statutory authorities	Nil	Nil
Criminal proceedings	Nil	Nil
Tax matters	7	4.08
Litigation by our Subsidiaries		
Material civil proceedings	Nil	Nil
Criminal proceedings	5	0.59
Tax matters	Nil	NA

Risk Factors

For details of the risks applicable to us, see "*Risk Factors*" beginning on page 22

Summary table of contingent liabilities

As of March 31, 2021, our contingent liabilities disclosed in our Restated Consolidated Financial Information as per Ind AS 37, are as follows:

(*₹ in million*)

Particulars	March 31, 2021
Income tax matters	-
Service Tax	4.86
Maharashtra Value Added Tax	7.53

For further details of our contingent liabilities as at Mach 31, 2021 as per Ind AS 37, see "*Financial Statements – Annexure VII: Notes to the Restated Ind AS Consolidated Summary Statements – 35. Contingent Liabilities*" on page 239.

Summary of related party transactions

A summary of related party transactions entered into by us with related parties for the Financial Years ended March 31, 2021, March 31, 2020 and March 31, 2019 as per Ind AS 24, read with SEBI ICDR Regulations, are as follows:

Nature of Material Transactions/ Names of Related Parties

S. No.	Particulars	Year ended March 31, 2021	Year ended March 31, 2020	Year ended March 31, 2019
		Amount (₹ in million)	Amount (₹ in million)	Amount (₹ in million)
A	**Remuneration to Key management personnel (Refer Note 1 below)**			
1	Vinay Sanghi	56.50	47.42	44.59
2	Aneesha Menon	7.66	-	-
3	Lal Bahadur Pal	1.73	1.71	0.55
B	**Enterprises having significant influence over the subsidiary**			
1	**Shriram Transport Finance Company Limited**			
	Payments / Expenses			
a	Other expenses	51.32	53.63	80.12
	Receipts/Income			
a	Reimbursement of expenses	173.37	177.39	67.33
b	Interest on inter-corporate deposit paid	36.28	23.38	19.93
c	Interest on subordinated debt	21.10	7.15	3.68
d	Other income	3.20	4.52	-
e	Interest on fixed deposit	2.67	-	-
	Other Transactions			
	Inter-corporate deposit repaid	94.00	131.00	550.50
	Inter-corporate deposit given	208.50	250.00	526.50
	Investment in Fixed deposits	200.00	-	-
C	**Remuneration to relatives of key management personnel (Refer Note 1 below)**			
1	Varun Sanghi	2.42	1.68	1.04
2	Diya Sanghi	0.10	-	-

S. No.	Particulars	Year ended March 31, 2021	Year ended March 31, 2020	Year ended March 31, 2019
		Amount (₹ in million)	Amount (₹ in million)	Amount (₹ in million)
3	Rashi Uday Gangwal	1.06	-	-
	Aggregate absolute Total (post-elimination of inter-company transactions)(A)	859.91	697.88	1,294.24
	Revenue from operations (B)	2,496.83	2,982.82	2,432.78
	Aggregated absolute total (post elimination of inter-company transactions) to Revenue from operations (A/B)(%)	34.44%	23.40%	53.20%

Following transactions were eliminated on consolidation

S. No.	Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
		Amount (₹ in million)	Amount (₹ in million)	Amount (₹ in million)
A)	**Transactions during the year**			
	Reimbursement of expenses by CarTrade Tech Limited			
	Shriram Automall India Limited	3.71	3.59	10.78
	CarTradeExchange Solutions Private Limited	11.88	16.54	16.88
	CarTrade Finance Private Limited	4.67	1.14	-
	Commission and related expense paid by CarTrade Tech Limited			
	CarTradeExchange Solutions Private Limited	30.35	47.28	65.05
	Shriram Automall India Limited	-	-	18.31
	Inspection and Valuation Charges paid by CarTrade Tech Limited			
	Adroit Inspection Services Private Limited	-	-	1.06
	Interest on loan taken from CarTrade Tech Limited			
	Automotive Exchange Private Limited			0.56
	Repayment of loan to CarTrade Tech Limited			
	Automotive Exchange Private Limited	-	-	30.16
	Service Business Income in the books of Shriram Automall India Limited			
	Adroit Inspection Services Private Limited	3.83	3.60	-
	Interest Income in the books of Shriram Automall India Limited			
	Adroit Inspection Services Private Limited	4.00	3.30	2.05
	CarTradeExchange Solutions Private Limited	0.13	0.03	0.72
	Augeo Asset Management Private Limited	0.27	-	-
	Employee Benefit Expenses in the books of Shriram Automall India Limited			
	Adroit Inspection Services Private Limited	-	-	0.12
	Other expenses in the books of Shriram Automall India Limited			
	Adroit Inspection Services Private Limited	24.06	32.78	15.45
	Augeo Asset Management Private Limited	7.55	0.42	-
	Valuation income in the books of Adroit Inspection Services Private Limited			
	CarTradeExchange Solutions Private Limited	6.75	14.68	-
	Finance Cost in the books of Shriram Automall India Limited			
	CarTradeExchange Solutions Private Limited	-	1.96	-

Note 1 : Remuneration to KMP includes share based payment of ₹ 9.19 million determined in accordance with applicable accounting standards and does not include the provision for gratuity and compensated absences which are determined on an actuarial basis for the Company as a whole.

<table>
<tr><td></td><td>

Note 2: The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. This assessment is undertaken each financial year through examining the financial position of the related party and market in which the related party operations.

Note 3: The transactions elimination on consolidation include transactions with Automotive Exchange Private Limited for the years ended March 31, 2019, since the effective date of the merger was subsequent to approval of the audited consolidated financial statements for the respective years.

For further details, see "*Other Financial Information – Related Party Transactions*" on page 249.
</td></tr>
<tr><td>

Details of all financing arrangements whereby our Directors and their relatives, the promoter or the promoter group have financed the purchase by any other person of securities of the issuer other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of the Draft Red Herring Prospectus and this Red Herring Prospectus.
</td><td>

There have been no financing arrangements whereby 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 the Draft Red Herring Prospectus and this Red Herring Prospectus

Further, our Company is a professionally managed company and does not have an identifiable promoter, or a promoter group.
</td></tr>
<tr><td>

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

The weighted average price at which the Equity Shares were acquired by the Selling Shareholders, in the last one year are as follows:

<table>
<tr><th>Name</th><th>Number of Equity Shares acquired</th><th>Weighted average price of acquisition per Equity Share (in ₹)</th></tr>
<tr><td>MacRitchie[#]</td><td>12,133,327</td><td>612.46</td></tr>
<tr><td>Highdell[#]</td><td>15,938,957</td><td>460.70</td></tr>
<tr><td>Vinay Vinod Sanghi*</td><td>1,716,752</td><td>333.88</td></tr>
<tr><td>CMDB[#]</td><td>5,732,190</td><td>270.43</td></tr>
<tr><td>Daniel Edward Neary[#]</td><td>20,000</td><td>25.00</td></tr>
<tr><td>Springfield[#]</td><td>3,408,416</td><td>567.59</td></tr>
</table>

**Jointly held with Seena Vinay Sanghi, who is the second holder.*
 # The weighted average price has been calculated taking into consideration the price at which the underlying Preference Shares were acquired. These Equity Shares were acquired pursuant to conversion of such Preference Shares.

Our Company is a professionally managed company and does not have an identifiable promoter, or a promoter group.
</td></tr>
<tr><td>

Average cost of acquisition of Equity Shares of the Promoters and Selling Shareholders
</td><td>

The average cost of acquisition of Equity Shares of the Selling Shareholders is as follows:

<table>
<tr><th>Name</th><th>Number of Equity Shares held</th><th>Average cost of acquisition per Equity Share (in ₹)</th></tr>
<tr><td colspan="3">Investor Selling Shareholders</td></tr>
<tr><td>CMDB</td><td>5,732,490</td><td>270.42</td></tr>
<tr><td>Highdell</td><td>16,550,938</td><td>454.82</td></tr>
<tr><td>MacRitchie</td><td>12,725,977</td><td>604.82</td></tr>
</table>
</td></tr>
</table>

	<table><tr><td>Springfield</td><td>3,408,416</td><td>567.59</td></tr><tr><td colspan="3">***Other Selling Shareholders***</td></tr><tr><td>Bina Vinod Sanghi[(1)]</td><td>183,333</td><td>10.00</td></tr><tr><td>Daniel Edward Neary</td><td>70,000</td><td>14.29</td></tr><tr><td>Shree Krishna Trust</td><td>700,050</td><td>10.00</td></tr><tr><td>Victor Anthony Perry III</td><td>101,092</td><td>301.71</td></tr><tr><td>Vinay Vinod Sanghi[(2)]</td><td>1,430,813</td><td>61.54</td></tr></table> *(1) Jointly held with Vinay Vinod Sanghi, who is the second holder.* *(2) Jointly held with Seena Vinay Sanghi, who is the second holder.* Our Company is a professionally managed company and does not have an identifiable promoter, or a promoter group.
Size of the pre-IPO placement and allottees, upon completion of the placement	Not applicable.
Any issuance of Equity Shares in the last one year for consideration other than cash	Our Company has not issued any Equity Shares in the last one year for consideration other than cash.
Any split/consolidation of Equity Shares in the last one year	Our Company has not split or consolidated the face value of the Equity Shares in the last one year.

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

Certain Conventions

All references in this Red Herring Prospectus to "India" are to the Republic of India, all references to the "US", "U.S." "USA" or "United States" are to the United States of America.

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

Financial Data

Unless stated otherwise or the context otherwise requires, the financial data in this Red Herring Prospectus is derived from the Restated Consolidated Financial Information.

Our Company's financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references to a particular Financial Year, unless stated otherwise, are to the 12-month period ended on March 31 of that year. Unless stated otherwise, all references in this Red Herring Prospectus to the terms Fiscal or Fiscal Year or Financial Year are to the 12 months ended March 31 of such year. Unless stated otherwise, or the context requires otherwise, all references to a "year" in this Red Herring Prospectus are to a calendar year.

[The Restated Consolidated Financial Information of our Company, along with our Subsidiaries, comprises of the restated consolidated summary statement of assets and liabilities as at, March 31, 2021, March 31, 2020 and March 31, 2019, and the restated consolidated summary statements of profits and losses (including other comprehensive income), and cash flow statement and changes in equity for the financial years ended March 31, 2021, March 31, 2020 and March 31, 2019, together with its notes, annexures and schedules are derived from our audited financial statements as at and for the financial years ended March 31, 2021, March 31, 2020 and March 31, 2019 prepared in accordance with Ind AS, and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by ICAI.]

Unless the context otherwise indicates, any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 22, 122 and 250 respectively, and elsewhere in this Red Herring Prospectus have been calculated on the basis of amounts derived from the Restated Consolidated Financial Information.

In this Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. Except as otherwise stated, all figures in decimals have been rounded off to the second decimal and all the percentage figures have been rounded off to two decimal places.

Non-GAAP Financial Measures

We use a variety of financial and operational performance indicators to measure and analyze our operational performance from period to period, and to manage our business. Our management also uses other information that may not be entirely financial in nature, including statistical and other comparative information commonly used within the automotive sales industry to evaluate our financial and operating performance. The key financial and operational performance indicators and ratios are defined along with a brief explanation in the section, "*Definitions and Abbreviations*", and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 1 and 250, respectively.

These financial and operational performance indicators have limitations as analytical tools. As a result, these financial and operational 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 its financial statements.

We have included certain non-GAAP financial measures and certain other statistical information, such as EBITDA, EBITDA margin, NAV per share and return on networth and others (together, "**Non-GAAP Financial Measures**" and each, a "**Non-GAAP Financial Measure**") relating to our operations and financial performance in this Red Herring Prospectus, which is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with Ind AS, Indian GAAP, IFRS or U.S. GAAP.

Further, these financial and operational performance indicators are not defined under Ind AS, IFRS or U.S. GAAP, and therefore, should not be viewed as substitutes for performance, liquidity or profitability measures under Ind

AS, IFRS or U.S. GAAP. In addition, such Non-GAAP measures, are not standardised terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance.

Currency and Units of Presentation

All references to:

- "Rupees" or "₹" or "INR" or "Rs." are to Indian Rupee, the official currency of the Republic of India; and

- "USD" or "US$" or "$" are to United States Dollar, the official currency of the United States of America

Our Company has presented all numerical information in this Red Herring Prospectus in "million" units or in whole numbers where the numbers have been too small to represent in millions. One million represents 1,000,000 and one billion represents 1,000,000,000.

Figures sourced from third-party industry sources may be expressed in denominations other than millions or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

Exchange Rates

This Red Herring Prospectus contains conversion 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 following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupee and USD (in Rupees per USD) and Rupee:

Currency	**As at**		
	March 31, 2021	**March 31, 2020**	**March 31, 2019[(1)]**
1 USD	73.50	75.39	69.17

Source: www.rbi.org.in and and www.fbil.org.in
[(1)] Exchange rate as on March 29, 2019, as RBI reference rate is not available for March 31, 2019 and March 30, 2019 being a Sunday and Saturday, respectively

Industry and Market Data

Unless stated otherwise, industry and market data used throughout this Red Herring Prospectus has been obtained from various industry publications and sources, including the report titled "*Online Auto Portals Market in India*" dated May 13, 2021 (as amended by their report dated July 20, 2021) issued by RedSeer which has been commissioned by our Company, and which is subject to the following disclaimer:

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

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

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

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

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

For risks in this regard, see "*Risk Factors - We have referred to the data derived from the industry report commissioned from the RedSeer Report*" on page 41.

The extent to which the market and industry data used in this Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources.

Accordingly, no investment decision should be made solely on the basis of such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in "*Risk Factors*" on page 22.

FORWARD-LOOKING STATEMENTS

This Red Herring Prospectus contains certain "forward-looking statements". All statements regarding our expected financial condition and results of operations, business, plans and prospects are "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "likely to", "seek to", "shall", "objective", "plan", "project", "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements whether made by us in this Red Herring Prospectus are based on our current plans, estimates, presumptions and expectations and are subject to corresponding risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement, including but not limited to, regulatory changes pertaining to the industries we serve 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 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 domestic laws, regulations and taxes and changes in competition.

Certain important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- Decline in individual car ownership or in demand for certain types of vehicles;
- Uncertainty of the effect of the COVID-19 pandemic on our business and operations;
- Disruptions, failures or breaches of our technology platforms;
- Failure to protect personal information and other data;
- Inability to keep pace with advances in technology or develop and introduce new and complementary products and services in a timely manner;
- Fraudulent behavior of sellers or purchasers of used vehicles listed on our platforms; and
- Failure to maintain, protect and enhance the recognition and reputation of our brands

For further details regarding 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 22, 122 and 250, 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 future gains or losses could materially differ from those that have been estimated and are not a guarantee of future performance.

Forward-looking statements reflect our current views as of the date of this Red Herring Prospectus and are not a guarantee of our future performance. There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

These statements are based on our management's belief and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based on are reasonable, any of these assumptions could prove to be inaccurate and the forward looking statements based on these assumptions could be incorrect. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance. Neither our Company, the Selling Shareholders, our Directors, the BRLMs nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the requirements of the SEBI ICDR Regulations, our Company, each of the Selling Shareholders (in respect of statements/ disclosures made by them in this Red Herring Prospectus) and the BRLMs, shall, severally and not jointly, ensure that investors in India are informed of material developments from the date of this Red Herring Prospectus until the date of Allotment.

SECTION II: RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks described below are not the only ones relevant to us or our Equity Shares, the industry and segments in which we currently operate or propose to operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may also impair our businesses, results of operations, cash flows and financial condition. If any of the following risks, or other risks that are not currently known or are currently deemed immaterial, actually occur, our businesses, results of operations, cash flows and financial condition could suffer, the trading price of our Equity Shares could decline and you may lose all or part of your investment. To obtain a complete understanding of our Company, prospective investors should read this section in conjunction with "Our Business", "Industry Overview" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 122, 98 and 250, respectively, as well as the financial, statistical and other information contained in this Red Herring Prospectus.

To the extent the COVID-19 pandemic adversely affects our business and results of operations, it may also have the effect of heightening many of the other risks described in this section, such as those relating to impacts on consumer spending. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Offer including the merits and risks involved. You should consult your tax, financial and legal advisers about the particular consequences to you of an investment in our Equity Shares.

Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment, which may differ in certain respects from that of other countries. This Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Red Herring Prospectus. For details, see "Forward-Looking Statements" on page 21. Unless otherwise indicated or unless the context requires otherwise, our financial information used in this section are based on our Restated Consolidated Financial Information. For further details, please see "Financial Statements" on page 181.

Unless otherwise indicated, industry and market data used in this section has been extracted from the RedSeer Report, which has been commissioned and paid for by us in connection with the Offer as no report is publicly available which provides a comprehensive industry analysis, particularly for our Company's products and services, that may be similar to the RedSeer Report. Neither we, nor the BRLMs, nor any other person connected with the Offer has independently verified any third-party statistical, financial and other industry information in the RedSeer Report. For further details and risks in relation to commissioned reports, see "– Internal Risk Factors – We have referred to the data derived from the industry report commissioned from the RedSeer Report." on page 41.

Unless otherwise indicated, all financial, operational, industry and other related information derived from the RedSeer Report and included herein with respect to any particular year, refers to such information for the relevant year.

Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section.

Internal Risk Factors

Risks Relating to our Business

1. ***We may be adversely affected by a general decline in individual car ownership or sudden declines in demand for certain types of vehicles.***

   Demand for cars sold through our platforms may be adversely affected by trends that lead to a decline in demand for cars. We have typically experienced higher revenue growth rates in the third and fourth quarters of the fiscal year than in each of the first or second quarters. In addition, a growing share of younger people no longer purchase or lease their own cars, opting for ride-hailing services, ride-sharing services, car rental services and public transportation instead. Although there has been a growing preference for use of personal vehicles compared to public transportation and shared mobility services in light of the COVID-19 pandemic *(Source: RedSeer Report)*, the trend towards ride hailing services, public transportation and shared mobility services may continue or even intensify after the COVID-19 pandemic, in particular as urbanization continues and a growing share of the population migrates to major cities. As a result, overall demand for vehicles, including for new and used cars, may decline, which could adversely affect the use of, and our revenue from, our platforms.

Further, demand for certain types of used cars may suddenly decline due to the introduction of innovative technologies for new cars, such as autonomous driving systems. The used cars listed on our platforms may not offer such innovative features and we cannot guarantee that more innovative cars will be sold on our platforms as it may take several years before they become available in the used car market. Consequently, we may not be able to adapt our offering accordingly.

Likewise, actions by manufacturers or dealers may have a significant impact on demand for vehicles on our platforms. If these parties decide to offer greater incentives for the sale of new vehicles such as discounts or attractive financing, or generally lower prices for new cars, this could make buying a new vehicle more attractive. As a result, sales of used vehicles through our platforms may decline.

In addition, new regulation or actions by governmental authorities may lead to a sudden decline for certain types of vehicles, including vehicles on our platform. For example, output of air pollutants from compression ignition engines and spark-ignition engines equipment, including motor vehicles, are regulated by Bharat Stage Emission Standards issued by the GoI. Further, the Supreme Court of India has banned the nationwide sale and registration of motor vehicles which conform to Bharat Emission Stage IV standards, with effect from April 1, 2020. As a result, demand for affected cars may decline significantly and prices for these cars, including vehicles on our platform, may drop suddenly. Such sudden developments may prevent sellers from successfully selling affected vehicles, adversely affecting our own revenues.

2. ***The extent to which the COVID-19 pandemic may affect our business, results of operations, cash flows and financial condition in the future is uncertain and cannot be predicted.***

COVID-19 has 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. In particular, a number of governments and organizations have revised GDP growth forecasts for calendar year 2020 downward in response to the economic slowdown caused by the spread of COVID-19.

The global impact of the COVID-19 pandemic has been rapidly evolving and public health officials and governmental authorities have responded by taking measures, such as 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 others. On March 14, 2020, India declared COVID-19 as a "notified disaster" and imposed nationwide lockdowns which have been extended periodically by varying degrees by state governments and local administrations. The lifting of the lockdown across various regions has been regulated with limited and progressive relaxations being granted for movement of goods and people in other places and calibrated re-opening of businesses and offices, although various regions have re-imposed further lockdowns in response to surges of COVID-19 cases.

There is significant uncertainty regarding the duration and long-term impact of the COVID-19 pandemic, as well as possible future responses by the Government, which makes it impossible for us to predict with certainty the impact that COVID-19 will have on our business, results of operations, cash flows and financial condition in the future. The COVID- 19 pandemic has affected and may continue to affect our business, results of operations, cash flows and financial condition in a number of ways such as:

- during the lockdown, it caused a material decline in general business activity, including weaker demand for personal mobility during the first few months of the COVID-19 pandemic and during the current financial year. The average number of unique visitors per month on our consumer platforms decreased to 27.11 million during the three months ended June 30, 2021 from 31.99 million during the three months ended March 31, 2021;

- the lockdowns imposed led to a closure of our offices and automalls and we moved to a work-from-home model; we resumed operations at our offline locations in a staggered manner in compliance with government guidelines during the financial year 2021, and a surge in the number of COVID-19 cases during the current financial year has led to a full or partial closure of our offices and automalls based on Government directions and could result in a more complete closure of, or other operational issues at our offline locations resulting from government action;

- a further disruption and instability in the global financial markets or deteriorations in credit and financing conditions or downgrade of India's credit rating that may affect our access to capital and other sources of funding necessary to fund our operations or address maturing liabilities on a timely basis;

- the effects of the COVID-19 pandemic on our future results of operations, cash flows and financial condition could adversely impact our ability to incur or service any future debt obligations and comply with the covenants in our future credit facilities and other financing agreements and could result in events of default and the acceleration of indebtedness, which could adversely affect our results of operations, cash flows, financial condition and our ability to make borrowings;

- COVID-19 adversely affected our revenue from operations for the first half of the financial year 2021 during which the lockdown was in effect in various parts of India and could have an adverse effect on such and other line items in our financial statements in the future. In addition, our business and operations were adversely affected by the second wave of the COVID-19 pandemic, primarily due to the ensuing lockdown. As a result, while we believe our total revenues and operational performance for the first quarter of the financial year 2022 improved as compared to the first quarter of the financial year 2021, our profitability in such comparison was adversely affected. Further, we believe our total revenues and profitability for the first quarter of the financial year 2022 were adversely affected in comparison with the last quarter of the financial year 2021 as a result of COVID-19;

- it may result in imposition of operational guidelines or other conditions on landlords to protect the health and safety of personnel working at our offices and automalls, which may result in additional costs and demands on our facility management team;

- it may affect our ability to execute our growth strategies and expand into new products and services;

- inherent productivity, connectivity, and oversight challenges due to an increase in number of individuals working from home;

- increased vulnerability to cyber-security threats and potential breaches, including phishing attacks, malware and impersonation tactics, resulting from the increase in numbers of individuals working from home;

- uncertainty as to what conditions must be satisfied before government authorities completely lift "stay-at-home" orders; and

- the potential negative impact on the health of our personnel, particularly if a significant number of them are afflicted by COVID-19, could result in a deterioration in our ability to ensure business continuity during this disruption.

Our Statutory Auditor has included emphases of matters in their reports on the audited consolidated financial statements for the financial years 2021 and 2020 on uncertainties on account of COVID-19 on the carrying value of our assets. We cannot assure you that our Statutory Auditor's observations for any future fiscal period will not contain a similar emphasis of matter, will not form part of our financial statements for the future fiscal periods and that such matter will not otherwise affect our results of operations. For details of such emphasis of matter, see "*Financial Statements*" on page 181. We have used the principles of prudence in applying judgments, estimates and assumptions based on the current conditions. In assessing the liquidity position and recoverability of assets such as goodwill, inventories, financial assets and other assets, based on current indicators of future economic conditions, we expect to recover the carrying amounts of our assets. However, the actual impact of COVID-19 pandemic on our consolidated results remains uncertain and dependent on spread of COVID-19 and steps taken by the Government to mitigate the economic impact and may differ from our estimates. We are closely monitoring the impact of COVID-19 on our financial condition, liquidity, operations, suppliers and workforce. Any intensification of the COVID-19 pandemic or any future outbreak of another highly infectious or contagious disease may adversely affect our business, results of operations, cash flows and financial condition. Further, as COVID-19 adversely affects our business and results of operations, it may also have the effect of exacerbating many of the other risks described in this "*Risk Factors*" section.

3. ***We may experience disruptions, failures or breaches of our technology platforms.***

Given that the sale and purchase of vehicles through our websites and apps is the core of our business, we depend on the efficient and uninterrupted operation of our technology platform, including our proprietary pricing algorithms. The same is true for other key functions such as marketing, logistics, forecasting and accounting. We also store data, such as proprietary information regarding vehicle transactions and customer behavior in our data centers. Such data is essential to our business and our ability to correctly price used vehicles.

While we have not experienced any such failures in the past, a disruption or failure of our technology platforms due to software or hardware malfunctions, system implementations or upgrades, computer viruses, third-party security breaches, employee error, misuse, power disruptions or other causes could lead to extended interruptions of our operations, a corresponding loss of revenue and profits, cause breaches of data security, loss of intellectual property or critical data, or the release and misappropriation of sensitive information, or otherwise impair our operations. It may become increasingly difficult to maintain and improve the availability of our websites and apps, especially during peak usage times and as our product offering becomes more complex and the number of visitors' increases. We currently do not have business interruption insurance to provide for such adverse events. If we fail to effectively address capacity constraints, engage or replace our third-party technology providers, adequately respond to disruptions or upgrade our technology platforms accordingly, our websites and apps could become unavailable or fail to load quickly, and customers may decide to use other platforms and may not return, which would adversely affect our business.

Further, our security practices may be insufficient and third parties may breach our systems through Trojans, spyware, ransomware or other malware attacks, or breaches, intentional or not, by our employees or third-party service providers, which may result in unauthorized use or disclosure of information. Such attacks might lead to blackmailing attempts, forcing us to pay substantial amounts to release our captured data or resulting in the unauthorized release of such data. Given that techniques used in these attacks change frequently and often are not recognized until launched against a target, it may be impossible to properly secure our systems. In addition, technical advances or a continued expansion and increased complexity of our platform could increase the likelihood of security breaches. Any leakage of sensitive information could lead to a misuse of data, violate applicable privacy, data security and other laws, cause significant legal and financial risks and negative publicity, and adversely affect our business and reputation.

4. ***Our actual or perceived failure to protect personal information and other data could damage our reputation and brands.***

We collect, process, store, share, disclose and use limited personal information and other data provided by customers, including names, addresses, e-mail IDs and phone numbers. To effect secure transmission of such information, we rely on, among other security measures, firewalls, web content filtering, encryption and authentication technology. We also depend on the security of our networks and, in part, on the security of our third-party service providers. Unauthorized use of, or inappropriate access to, our networks, computer systems or services, or to those of our third-party service providers, could potentially jeopardize the security of such confidential information. Because the techniques used to obtain unauthorized access, disable or degrade service or sabotage systems change frequently and often are not recognized until launched against a target, we or our third-party service providers may be unable to anticipate these techniques or to implement adequate preventative measures. Non-technical means, such as actions (or inactions) by an employee, can also result in a data breach. We cannot assure you that any security measures taken by us or our third-party service providers will be effective in preventing these activities. We may need to expend significant resources to protect against security breaches or to address problems caused by such breaches. If an actual or perceived breach of our security occurs, the perception of the effectiveness of our security measures could be harmed, which, in turn, could damage our relationships with dealers and reduce consumer traffic to our websites and apps. A party that is able to circumvent our security measures could misappropriate our proprietary information or the information of customers who use our services, cause interruption in our operations or damage the computers or other hardware of such dealers or consumers. As a result of any such breaches, our customers may assert claims of liability against us for our failure to prevent these activities. These activities may subject us to legal claims, adversely impact our reputation and interfere with our ability to provide our products and services, all of which may have an adverse effect on our business, results of operations, cash flows and financial condition. Failure to protect customer data, or to provide customers with appropriate notice of our privacy practices, could also subject us to liabilities imposed by regulatory agencies or courts. We could also be subject to evolving national and state laws and self-regulatory standards that impose data use obligations, data breach notification requirements, specific data security obligations, restrictions on solicitation or other consumer privacy-related requirements. Further, operating system platform providers or mobile application stores may also change their technical requirements or policies in a manner that adversely impacts the way in which we collect, use and share data from end-user devices. Restrictions on our ability to collect and use data as desired could negatively affect our business and actions by operating system platform providers or application stores may affect the manner in which we collect, use and share data from customer devices.

With the proposed enactment of the Personal Data Protection Bill, 2019 ("**PDP Bill**"), and the ongoing regulatory discussions regarding proposed Indian regulations to govern non-personal data, the privacy and data protection laws are set to be closely administered in India, and we may become subject to additional potential liability. The PDP Bill proposes a legal framework to govern the processing of personal data, where such data has been collected, disclosed, shared or otherwise processed within India, as well as any processing of personal data by the GoI, Indian companies, Indian citizens or any person or body of persons incorporated or created under Indian law. The PDP Bill defines personal data and sensitive personal data, prescribes rules for collecting, storing and processing of such data and creates rights and obligations of data-subjects and processors. The GoI is also in the process of considering legislation governing non-personal data. In September 2019, the Ministry of Electronics and Information Technology of the GOI formed a committee of experts ("**NPD Committee**") to recommend a regulatory regime to govern non-personal data ("**NPD**"). The NPD Committee has released two reports which recommend, among other items, a framework to govern NPD (defined as any data other than personal data), access and sharing of NPD with the GoI and corporations alike who will undertake a 'duty of care' to the community to which the NPD pertains and a registration regime for "data businesses", meaning businesses that collect, process or store data, both personal and non-personal.

As part of our operations, we are required to comply with the Information Technology Act, 2000 (the "**IT Act**") and the rules thereof, which provide for civil and criminal liability including compensation to persons affected, penalties and imprisonment for various cyber-related offenses, including unauthorized disclosure of confidential information and failure to protect sensitive personal data. The GoI has implemented certain privacy laws, including the Information Technology (Reasonable Security Practices and Procedures and or Information) Rules, 2011, which impose limitations and restrictions on the collection, use, disclosure and transfer of personal information. For further details, see "*Key Regulations and Policies in India*" on page 147.

Our failure to comply with any of these laws, regulations or standards may have an adverse effect on our business, results of operations, cash flows and financial condition.

5. ***If we are unable to keep pace with advances in technology or develop and introduce new and complementary products and services in a timely manner, customers may reduce their use of, or stop using, our services.***

The Internet and e-commerce markets are characterized by rapid technological change, changes in user and customer requirements and preferences, frequent introduction of new services and products embodying new technologies, including apps, and the emergence of new industry standards and practices that could render our existing websites, apps and technology obsolete. In particular, wireless networks around the world have recently started to test 5G technology, the next phase of mobile telecommunications standards. These market characteristics are intensified by the emerging nature of the market and the fact that many companies are expected to introduce new Internet products and services in the near future. For example, our apps could become incompatible with future operating systems for mobile devices or new mobile device technology, or we may not be able to adapt our products and services to another form of data viewing, whether on new mobile devices or otherwise, in a timely and cost-effective manner or at all. If we are unable to adapt to changing technologies, our business, results of operations, cash flows and financial condition may be adversely affected.

Developing and launching enhancements to our platforms and new services on our platforms may also involve significant technical risks and upfront capital investments that may not generate return on investment. We may use new technologies ineffectively, or we may fail to adapt to emerging industry standards. If we face material delays in introducing new or enhanced platform features and services or if our recently introduced offerings do not perform in accordance with our expectations, users of our platforms may forego the use of our services in favor of those of our competitors.

Our results of operations and financial condition depend on our ability to develop and introduce new and complementary products and services, as well as our ability to modify and upgrade our existing products and services. The process of developing new and complementary products and services or modifying existing products and services is complex and requires us to accurately predict and respond to customers' changing and diverse needs and emerging technological trends. The success of our new and complementary products and services will depend on several factors, including proper identification of market demands and the competitiveness of our products and services with the products and services introduced by our competitors. We cannot be sure that we will successfully identify new and complementary product and service opportunities, develop and introduce new products and services in a timely manner, price such new and complementary products and services at optimal levels, modify and upgrade existing products and services, achieve market acceptance of our products and services, or that products and services offered by our competitors will not render our products and services non-competitive. Our failure to respond successfully to any of these challenges will significantly harm our business, results of operations, cash flows and financial condition.

6. ***We may be adversely affected by fraudulent behavior of sellers or purchasers of used vehicles listed on our platforms.***

In the past, some of the vehicles sold through our websites and apps turned out to have been stolen and third parties will likely continue to seek to sell stolen vehicles through our platforms. Given the large number of listings, we do not check publicly available registers for all of these vehicles. Consequently, it may be difficult to detect that vehicles offered through our platforms have been stolen. In the event that such stolen vehicles are sold through our platform, we may be subject to legal proceedings. In addition, our reputation and value of our brands may suffer adversely as a result of such listings and transactions.

7. Any failure to maintain, protect and enhance the recognition and reputation of our brands could limit our ability to retain or expand our customer base and may adversely affect our business.

Maintaining leading brands is key in the online sector, and competition among online offerings tends to favor the market participants with the strongest brands. Consequently, the recognition and reputation of our brands is critical for the growth and continued success of our business. As competition in our markets intensifies, we anticipate that maintaining and enhancing our brands will become increasingly difficult and expensive, and investments to increase the value of our brands may not be successful.

Any failure to provide a quality customer experience and customer service, to make payments and deliver used or new vehicles on time by sellers on our platforms, or provide a quality customer experience and customer service and to comply with applicable laws could damage our reputation and brands and result in the loss of customers. Any negative publicity may be accelerated through social media platforms due to their immediacy and accessibility as a means of communication. In recent years, there has been a marked increase in the use of social media platforms in India, including blogs, social media websites and applications, and other forms of Internet-based communications which allow individuals access to a broad audience of customers and other interested persons. Many social media and websites immediately publish posts from users, often without filters or checks on the accuracy of the content posted. New and existing customers value readily available information concerning digital offerings and often act on such posts without further investigation or authentication. Allegations against us may be posted on social media, in Internet chat rooms or on blogs or websites by anyone on an anonymous basis. The damage may be immediate without affording us an opportunity for redressal or correction. Other risks associated with the use of social media include improper disclosure of proprietary information, negative comments about us, exposure of personally identifiable information, fraud, hoaxes or malicious exposure of false information. In addition, we may be the target of harassment or other detrimental conduct by third parties, including from our competitors. Any negative publicity, even if factually incorrect or based on isolated incidents, could damage our reputation, lead to litigation, diminish the value of our brands, undermine the trust and credibility we have established, have a negative impact on our ability to attract new or retain existing customers and require us to spend significant time and money to address such negative publicity.

8. ***We may not be able to acquire, utilize and maintain our domains and trademarks.***

We rely on a mix of trademark and copyright law and contractual restrictions to protect our intellectual property. We own 75 trademarks and 105 domains which we use across our operations. Two of our trademark applications have been objected to, while eight of our trademark applications have been rejected. Additionally, we have filed 16 applications for registration pursuant to our change in name of our Company to CarTrade Tech Limited, including applications for trade marking "CarTrade Tech", which are still pending. Of the 16 recent applications, 11 of them have been objected to and 5 have been accepted and advertised, as of the date of this Red Herring Prospectus. For details, see "*Government and Other Approvals*" on page 280. In the future, we expect to register additional similar rights, in particular as we expand our offering to customers.

If we are unable to register or renew registration of our rights for various reasons including our inability to remove objections to our trademark, copyright, patent or domain applications, or if any of our unregistered rights are registered in favour of or used by a third party, we may not be able to claim registered ownership of such rights and consequently, we may not be able to seek remedies for infringement of those rights by third parties other than relief against passing off by other entities, causing damage to our business prospects, reputation and goodwill. Further, our efforts to protect our intellectual property may not be adequate and any third party claim on any of our unprotected brands may lead to erosion of our business value and our reputation, which could adversely affect our operations. Third parties may also infringe or copy our registered rights. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property rights. We may also face problems from competing websites using domain names that are similar to ours, creating confusion for people wishing to access our websites, mobile sites or mobile apps and hampering our brand-building activities.

In addition, we enter into confidentiality and proprietary rights agreements with certain of our employees, consultants, contractors and business partners. We further control the use of our proprietary technology and intellectual property through provisions in both our general and product-specific terms of use on our websites. These agreements and provisions may not effectively grant all necessary rights to any inventions that may have been developed by the employees, consultants, contractors and business partners. In addition, these agreements may not effectively prevent unauthorized use or disclosure of our confidential information, intellectual property or technology and may not provide an adequate remedy in the event of unauthorized use or disclosure of our confidential information, intellectual property, or technology.

Finally, while we take care to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty whether we are infringing any existing third-party intellectual property rights, which may force us to alter our offerings. Our platforms feature a vast amount of content on automobiles. However, content posted on our platforms may expose us to allegations by third parties of infringement of intellectual property rights, unfair competition, defamation and other violations of third-party rights. As a result, we may be susceptible to claims from third parties asserting infringement and other related claims.

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

9. ***If our websites do not achieve a high ranking in organic search results or are removed from app stores, this could reduce traffic to our websites and apps and prevent us from competing successfully.***

In the three months ended June 30, 2021 and the financial years 2021, 2020 and 2019, our consumer platforms, CarWale, CarTrade and BikeWale collectively had an average of 27.11 million, 25.66 million, 20.51 million and 19.27 million unique visitors per month, respectively, with 88.14%, 88.44%, 66.65% and 64.67%, respectively, being organic visitors (i.e., as a result of unpaid searches). Our ability to maintain and increase the number of visitors directed to our platform is not entirely within our control, and we cannot guarantee that the algorithms employed by search engines will continue to rank our websites highly, even if we seek to optimize our rankings. For example, our competitors' search engine optimization efforts may result in their websites receiving a higher search result page ranking than ours, or Internet search engines could revise their methodologies in a way that would adversely affect our search result rankings. In addition, Internet search engines could provide automobile dealer and pricing information directly in search results or choose to align with our competitors or develop competing services. If we do not achieve a high ranking for our websites, we may need to increase our spending on other forms of marketing or may potentially suffer a significant decrease in traffic to our websites and apps. Our websites have experienced fluctuations in search result rankings in the past, and it is anticipated that similar fluctuations will occur in the future. In addition, search engines may consider our search efforts to optimize the rankings of our websites and apps manipulative or deceptive and therefore see them as a violation of their terms of services. This may result in our websites being excluded from organic search results, which could significantly reduce our ability to attract relevant traffic to our websites and apps. Any reduction in the number of users directed to our platforms through Internet search engines, vehicle listings sites or social networking sites could harm our business, results of operations cash flows and financial condition.

Further, our apps rely on app stores operated by third parties which make apps available for download. When a mobile device user searches in a mobile application download store for "car buying app" or a similar phrase, we rely on both a high search ranking and consumer brand awareness to drive consumers to select and download our apps instead of those of our competitors. However, our ability to maintain high, unpaid search result rankings in app download stores is not fully within our control. Our competitors' app download store search optimization efforts may result in their apps receiving a higher result ranking than that of our apps, or mobile application download stores could revise their methodologies in a way that would adversely affect our apps' search result rankings. Further, the structure of these app stores may change and third-party operators may decide to exclude our apps from their offering for various reasons, including our refusal to agree to changes in terms and conditions, which may adversely affect the availability of our apps. These operators may also charge us fees, or increase existing fees, to list our apps for download, which could adversely affect our margins or result in us discontinuing to offer our apps through third-party app stores.

10. ***Our failure to provide quality content on CarWale, CarTrade and BikeWale may reduce traffic to our sites and adversely affect our business, results of operations, cash flows and financial condition.***

We rely on our in-house editorial content team to continually develop content of use and interest to consumers in order to drive traffic to CarWale, CarTrade and BikeWale. Our editorial content team tests, reviews and photographs different car makes and models, and our internally-developed content focuses primarily on consumer purchasing and ownership advice and analysis of consumer automotive purchasing and ownership trends. Our Company did not suffer attrition within our content team during the three months ended June 30, 2021, although we suffered the attrition of one, four and three persons within our content team during the financial years 2021, 2020 and 2019, respectively. If we are unable to continue to develop such content, we may be required to rely on third-party content providers, which would lead to less distinctive content on our websites and apps and increased operating costs. Additionally, if we are unable to continue providing the same quality consumer content as we do currently, consumer traffic across our websites and apps could decrease. Such a decrease could lead to dealers receiving fewer indications of consumer interest through leads generated by our websites and apps, and recognizing less value for their digital advertising spend. As a result, dealers may cease to list their vehicles on our websites and apps or to subscribe to AutoBiz, our cloud-based CRM tool. Similarly, decreased traffic due to a failure to continue developing unique content in-house may cause advertisers such as OEMs and others to shift their digital advertising spend to sites with higher traffic. Any of the foregoing could adversely affect our business, results of operations, cash flows and financial condition.

11. ***If we fail to maintain or increase our base of customers, our business, results of operations, cash flows and financial condition would be adversely affected.***

We generate revenues from several business streams primarily comprising:

- commission and fees from auction and remarketing services of used vehicles for retail customers, banks and other financial institutions, insurance companies, OEMs, leasing companies, and fleet and individual operators;
- online advertising solutions on CarWale, CarTrade and BikeWale for OEMs, dealers, banks and other financial institutions;
- lead generation for OEMs, dealers, banks and other financial institutions and insurance companies;
- technology-based services to OEMs, dealers, banks and other financial institutions and insurance companies; and
- inspection and valuation services for banks and other financial institutions, insurance companies and OEMs.

Our customers do not have long-term obligations to subscribe to or purchase our services or products. Consequently, if our customers do not renew their subscriptions, continue to subscribe to our services, or continue to purchase product enhancements, or if we experience significant attrition of customers or are unable to attract new customers in numbers greater than the number of customers that we lose, our revenue from customers will decrease and our business, results of operations, cash flows and financial condition would be materially and adversely affected.

We cannot assure you there will be continued demand for the types of products and services provided by us or that our efforts to attract and retain customers will succeed. For example, a decline in the popularity of, or demand for, vehicle listings or auctions could reduce the number of buyers using our platforms and depress overall activity on our platforms. Any decline in overall activity on our platforms may result in us generating less revenue from our remarketing, inspection, valuation and other services. If we are unable to maintain a critical mass of customers for platforms, the perceived usefulness of our services may decline, and could have an adverse effect on our business, results of operations, cash flows and financial condition.

12. ***Increase in competition among automotive digital platforms may adversely affect our profitability.***

The market for vehicles is particularly competitive and has been characterized by changes in market shares, increased price competition and the development and introduction of new services and technologies by existing and new competitors. Our key competitors include automobile portals, independent used and new vehicle dealers, branded vehicle dealerships, other online dealers of new and used vehicles, websites and apps for the publication of classified advertisements, and car leasing companies, which directly sell used cars from their fleets to consumers and dealers. Our key competitors include brands such as Cars24 (Cars24 Services Private Limited), CarDekho and BikeDekho (Girnar Software Private Limited), Droom (Droom Technology Private Limited) and Mahindra First Choice Wheels Limited. Given that dealers are at the same time competitors who maintain their own offerings of vehicles, such dealers may decide to stop purchasing from us if they believe we threaten their competitive position or if we lose out to our online competitors, thereby forcing dealers to advertise or list their vehicles on our competitors' platforms.

Further, new competitors may enter the online market for vehicles or intensify their online efforts, including large automotive manufacturers. Our existing clients such as OEMs or large dealers may also decide to create their own online platforms and compete with us or choose to showcase their vehicles on our competitors' platforms, and Internet search engines could provide automobile dealer and pricing information directly in search results or develop competing services. Our current and potential competitors may have greater financial, technical, marketing and other resources. They may also have more extensive relationships in the automotive industry, longer operating histories and greater name recognition. In addition, if such competitors were to merge or enter into partnerships, this may further improve their competitive position. As a result, our competitors may be able to respond to the needs of potential purchasers or sellers of vehicles more quickly and to undertake more extensive marketing campaigns. If we are unable to compete successfully, the number of vehicles sold through us could decline.

We cannot assure you that we will be able to compete successfully in the future against our existing or potential competitors or that increased competition will not have an adverse effect on our profitability. For details in relation to our competition, see "*Our Business – Competition*" on page 143.

13. ***Acceptance of our online offering as a suitable platform for the sale and purchase of vehicles may decrease or fail to improve.***

According to the RedSeer Report, the general trend was for consumers to browse vehicles online, with over 92% of new and used car buyers researching online in financial year 2020 before visiting brick-and-mortar dealerships to make the final purchase.

We cannot guarantee that consumers and dealers will continue to be willing to buy and sell used vehicles online and that overall online acceptance in the used vehicle market will increase. If the acceptance of our online offering decreases or fails to improve, we will not be able to attract a sufficient number of customers. Consequently, we will not be able to achieve the future growth we target. Our success will largely depend on our ability to attract customers who have historically sold and purchased new and used vehicles offline, in particular in contact with traditional used car dealerships. A number of factors may deter them from dealing vehicles online, including:

- an inability to source vehicles at competitive prices;
- concerns about buying and selling vehicles without a physical storefront or face-to-face interaction with sales personnel;
- an actual or perceived lack of security of online transactions and concerns regarding the privacy of personal information;
- delivery times associated with online orders;
- delayed deliveries or deliveries of incorrect or defective vehicles;
- any inconvenience associated with dropping off, returning or exchanging vehicles purchased online; or
- a lack of usability, functionality and features with respect to our websites and apps.

If the customer experience fails to meet the expectations of existing or future customers, this could deter such customers from buying and selling vehicles through our online platform and adversely affect our business.

In addition, our future success depends on our ability to provide adequate functionality for customers who use mobile devices to purchase and sell vehicles through our apps. Customers may not accept our apps as a viable platform to buy or sell vehicles due to, for example, an actual or perceived lack of security and disruptions of our apps. Further, we cannot guarantee that we can introduce features and services from our websites to our apps as well. Consequently, an acceleration of the shift towards the use of mobile devices may adversely affect demand for our online offering.

14. ***We have grown significantly in the recent years and may not be able to maintain our profitability or manage future growth efficiently.***

We launched CarTrade and CarTrade Exchange in 2009. Subsequently, we acquired Automotive Exchange Private Limited (CarWale) in 2016, and grew its revenue from ₹ 347.29 million in financial year 2016 to ₹ 880.18 million in financial year 2020. In 2018, we acquired 55.43% of the outstanding equity interest in SAMIL, which added automalls across India to our platform. Our total income was ₹ 2,815.23 million, ₹ 3,184.45 million and ₹ 2,668.05 million in financial years 2021, 2020 and 2019, respectively.

Our expansion has increased the complexity of our business and placed, and will continue to place, significant strain on our management, personnel, operations, systems, technical performance, financial resources, and internal financial control and reporting functions, which increases the risk of disruptions. If we continue to experience rapid growth, we cannot guarantee that we will be able to manage such growth efficiently, which could damage our reputation and negatively affect our results. If we fail to manage future growth efficiently, we may be required to take steps to slow down our growth, particularly as we become a mature company, which may adversely affect our business and competitive position. Consequently, our past growth rates are not indicative of our future growth and we cannot guarantee that we will experience significant growth or any growth at all. In any event, we will not be able to grow as fast or at all if we do not increase the number of unique visitors to our websites and the number of customers, further improve the quality of our product offering, features and complementary products and services, and introduce high-quality new products, services and features. Further, we expect to continue to expend substantial financial and other resources on marketing and advertising and general administration, including legal, accounting and compliance, expenses related to becoming a listed company, without any guarantee that such additional expenses will yield the desired results.

As our operations have expanded, we have grown to 2,221 employees as of June 30, 2021 from 1,998 employees as of March 31, 2019. We expect the total number of our employees to continue to increase. Efficiently managing our growth will require us to continue to hire, train, manage and integrate qualified employees, and failure to do so may harm our business. In addition, efficiently managing our growth will require us to establish consistent policies across our different markets and functions, and any failure to do so could likewise harm our business. To manage the growth of our operations and personnel and improve our platform, we will be required to commit substantial financial, operational, and technical resources. These improvements will be particularly challenging if we acquire new businesses with different technology systems, which we would have to integrate into our existing systems. We cannot assure you that we will be able to make the investments required to manage our future growth efficiently.

Even if we are able to grow our overall business and benefit from economies of scale, we cannot guarantee that we will remain profitable. While our strategic goal is to continue to improve our margins, we may not be able to reach this goal. As we grow and diversify, we may not be able to execute our projects efficiently on such an increased scale or we may not be able to adequately deal with new challenges, which could result in delays and increased costs, each adversely affecting our profitability. Further, strategic decisions to target faster growth in order to solidify our competitive position may mean that we record losses for future periods. In addition, external developments could increase our cost base and offset any positive effects from efficiency improvements we actually achieve and we may not be able to recover higher costs by charging increased prices.

If our growth slows, we will need to use our operating leverage to improve our gross profit margins, increase the efficiency of our operations and improve our cost base, such as by reducing marketing costs, to still achieve profitability. Taking cost saving measures may, however, adversely affect our market position and consequently exacerbate the deceleration of our growth. This may offset the effects of any cost saving measures and other operational improvements. As a result, we may be faced with both a slowdown of our growth as well as a failure to remain profitable.

In addition, depending on prevailing market conditions, regulatory changes and other commercial considerations, we may be required to change our business model and we may therefore decide not to continue to follow our business strategies described in this Red Herring Prospectus.

15. ***Our business depends on the culture and attractiveness of our platforms to potential and existing users.***

We allow our website users to list and write reviews of vehicles. Because we do not have full control over the content of such user reviews, website users may post illegal, inappropriate or undesirable content on our website, such as hate speech, adult or discriminatory content or anti-national messages. We may face challenges in promoting a culture of compliance with laws and regulations among website users, and filtering such posts as and when they arise. In addition, we publish reviews and detailed reports written by our editorial team on CarWale, CarTrade and BikeWale. Our editorial team or other employees may also post illegal, inappropriate or undesirable content, which we may be unable to remove or filter in a timely manner. If such content posted by our website users or our employees is illegal, we may be exposed to legal liabilities under government rules and regulations. If the quality of our customer experience or our reputation were negatively affected as a result, our business, results of operations, cash flows and financial condition may be adversely affected.

16. ***Changing laws, rules and regulations and legal uncertainties, including the withdrawal of certain benefits or adverse application of tax laws, may adversely affect our business, results of operations,***

cash flows and financial condition.

In India, our business is governed by various laws and regulations including the IT Act and the New Telecom Policy. For details, see "*Key Regulations and Policies*" on page 147. Our business could be adversely affected by any change in laws, municipal plans or interpretation of existing laws, or promulgation of new laws, rules and regulations applicable to us. For example, there have been several recent changes such as:

- The Government of India has implemented a comprehensive national goods and services tax under the Goods and Services Tax Act, 2017, as amended, ("**GST**") regime with effect from July 1, 2017 that combines multiple taxes and levies by the Central and State Governments into a unified tax structure. Given that the various rules and regulations regarding the new regime continue to evolve, we cannot assure you as to any further changes and their impact on our business, results of operations, cash flows and financial condition. Changes to the GST rate or rules and regulations surrounding GST and the related uncertainties with respect to the implementation of GST may have an adverse effect on our business, results of operations, cash flows and financial condition.

- The General Anti-Avoidance Rules ("**GAAR**") became effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in the denial of tax benefits to an arrangement, among other consequences. In the absence of any such precedents on the subject, the application of these provisions is uncertain. The application of the GAAR provisions may have an adverse tax impact on us.

- The Finance Act, 2020 (the "**Finance Act**") which came into effect on July 1, 2020, has made various amendments. The Finance Act stipulates the sale, transfer and issue of securities through exchanges, depositories or otherwise to be charged with stamp duty. The Finance Act 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. Further, the Government of India has announced the union budget for Fiscal 2022, pursuant to which the Finance Bill, 2021 ("**Finance Bill**"), has introduced various amendments. The Finance Bill received assent from the President of India on March 28, 2021, and has been enacted as the Finance Act, 2021.

- The Finance Act, 2021 provides that goodwill of a business or profession will not be considered a depreciable asset and that no depreciation on goodwill should be allowed effective April 1, 2020. Accordingly, we have revised our estimates with respect to utilization of our brought forward losses and unabsorbed depreciation to the extent it can be offset against future taxable profits and have recorded a deferred tax asset of ₹ 654.18 million for the financial year 2021.

- In addition, the GoI has recently introduced (a) the Code on Wages, 2019 ("**Wages Code**"); (b) the Code on Social Security, 2020 ("**Social Security Code**"); (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020 which consolidate, subsume and replace numerous existing central labour legislations. For details, see "*Key Regulations and Policies*" on page 147. The implementation of such laws may increase our employee and labour costs, thereby adversely affecting our business, results of operations, cash flows and financial condition.

Further, we collect, process, store, share, disclose and use certain data provided by customers such as their names, addresses, e-mail IDs and phone numbers. To effect secure transmission of such information, we rely on, among other security measures, firewalls, web content filtering, encryption and authentication technology. The regulatory and governance framework for collection, processing, storing, sharing, disclosing, using and protecting customer data may evolve and change, may be subject to differing interpretations, and may be costly to comply with. For further details regarding applicable laws, see "*Key Regulations and Policies*" on page 147.

Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations, cash flows and financial condition. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect our business, results of operations, cash flows and financial condition.

17. ***Our success depends in large part upon our qualified personnel, including our senior management, directors and key personnel and our ability to attract and retain them when necessary.***

Our operations are dependent on our ability to attract and retain qualified personnel including senior management and key members of our product and technology team. While we believe that we currently have adequate qualified personnel, we may not be able to continuously attract or retain such personnel, or retain them on acceptable terms, given the demand for such personnel. We have suffered the attrition of 179, 579, 689 and 704 persons during the three months ended June 30, 2021 and the financial years 2021, 2020 and 2019, respectively. The loss of the services of our qualified personnel may adversely affect our business, results of operations, cash flows and financial condition. We may require a long period of time to hire and train replacement personnel when qualified personnel terminate their employment with our Company. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting the qualified employees that our business requires.

Further, our senior management team is integral to the success of our business. However, we cannot assure you that we will be able to retain any or all of our management team or successfully find and recruit qualified personnel to replace any members of our senior management team who may leave our Company in the future. Any loss of our senior management or key personnel or our inability to recruit further senior managers or other key personnel could impede our growth by impairing our day-to-day operations and hindering our development of ongoing and planned projects and our ability to develop, maintain and expand customer relationships. Additionally, any leadership transition that results from the departure of any members of our senior management team and the integration of new personnel may be difficult to manage and may cause operational and administrative inefficiencies, decreased productivity amongst our employees and loss of personnel with deep institutional knowledge, which could result in significant disruptions to our operations. We will be required to successfully integrate new personnel with our existing teams in order to achieve our operating objectives and changes in our senior management team may affect our results of operations as new personnel become familiar with our business.

18. ***Used vehicles in our automalls may be stolen, damaged or destroyed before these vehicles can be sold. Further, vehicles stored at our automalls, parked with us or owned by us may be stolen or used without our authorization or for illegal activities, exposing us to liabilities and negative publicity and damage the trust and confidence of our customers.***

Given that used vehicles are typically stored in unroofed parking lots at our Automalls, *force majeure* events such as flooding or fires, may affect a large number of these vehicles. Such events may cause us large, uninsured damages, potentially render us liable to the sellers of the vehicles, reduce customer satisfaction if we cannot deliver sold cars and consequently adversely affect our business. However, we are insured against loss due to theft and natural calamities, and therefore do not expect such events to have material financial impact.

During the period when vehicles are stored at our automalls, parked with us or owned by us, they may be stolen or an employee or a third party may use a vehicle with or without our authorization, resulting in damage to the vehicle or to third parties or their assets. Prospective purchasers usually want to inspect and test drive vehicles as well. Should such vehicle be stolen or damaged or should liabilities arise to third parties during such use, such as in the event of an accident, we may have to incur the costs of repair, replacement and other legal liabilities arising from the incident. In addition, a vehicle at our automall may be used by an employee or a third party for illegal activities, such as smuggling drugs or other crimes. The use of vehicles while stored at our automalls or when owned by us resulting in any damage may expose us to liability for breaches of laws and negative publicity, and damage the trust and confidence of our customers.

Further, in the course of providing inspection and valuation services, we may cause damage to the vehicles being inspected or valued or liabilities may arise to third parties, including through an accident. We may have to incur the cost of repair of such vehicles and other legal liabilities in such cases.

19. ***We rely on third-party service providers for many aspects of our business, and any failure to maintain these relationships could harm our business.***

We rely on third-party lenders to finance customers' vehicle purchases. We also rely on third parties for technology such as network infrastructure for hosting websites and applications. Because we utilize third-party service providers, we cannot control all of the factors that might affect the quality and fulfilment of these services and products. If the third parties on which we depend are unable to continue to provide their services, experience difficulty meeting our requirements or standards, or revoke or fail to renew our service contracts or license agreements with them, we could have difficulty operating key aspects of our business, which could damage our business and reputation. In addition, if such third-party service providers were to cease operations, temporarily or permanently, face financial distress or other business disruption or increase their fees, or if our relationships with these providers were to deteriorate, we could suffer increased costs and delays in our ability to provide our products to customers until an equivalent provider could be found or until we develop replacement technology or operations. Some of such third-party service providers may also be subject to governmental regulations and any failure by such third-party service providers to comply with applicable legal requirements could cause us financial or reputational harm. If any of the foregoing occurs or if we are unsuccessful in choosing or finding high-quality partners, fail to negotiate cost-effective relationships with such partners or ineffectively manage these relationships, it could adversely affect our business.

20. ***We may suffer uninsured losses or experience losses exceeding our insurance limits. Consequently, we may have to make payments to cover our uninsured losses, which could have an adverse effect on our financial condition.***

We have insurance policies that are customary in our industry, such as office package insurance and group mediclaim policy. However, we do not have business interruption insurance. As of March 31, 2021, the aggregate coverage of the insurance policies obtained by us is ₹ 5,302.95 million, which constitutes 27.47% of our total assets. Our offices and vehicles stored or displayed at our automalls could suffer physical damage from fire or other causes, resulting in losses, which may not be fully compensated by insurance. In addition, there are certain types of losses, such as those due to earthquakes, floods, other natural disasters, terrorism or acts of war, which may be uninsurable or are not insurable at a reasonable premium. The proceeds of any insurance claim with respect to insurance that either we or our service providers have taken may be insufficient to cover any expenses faced by us including environmental issues and other factors. Should an uninsured loss or a loss in excess of insured limits occur, we may lose the capital invested in and the anticipated revenue from, or relating to our operations on, the affected property. We could also remain liable for any debt or other financial obligation related to that property. We cannot assure you that losses in excess of insurance proceeds will not occur in the future.

In addition, any payments we may make to cover any uninsured loss may have an adverse effect on our business, results of operations, cash flows and financial condition. If we suffer any losses, damages and liabilities in the course of our operations, we may not have sufficient insurance or funds to cover any such losses. Further, we may not carry insurance coverage for all our premises. We may have to bear the costs associated with any damage suffered by us in respect of these uninsured premises or uninsured events.

21. ***Our investments in marketing may fail to drive attention for our websites and apps and may not result in additional transactions completed through our platform.***

We have made, and will continue to make, investments in our marketing efforts, including search engine marketing and other forms of online marketing, to attract large numbers of consumers seeking to sell their used vehicles or purchase such new or used vehicles. The allocation of our marketing investments is driven by analyzing the data we collect from relevant traffic to our websites and apps as well as trades entered into by our customers. We may, however, not be able to accurately measure the effectiveness of our marketing expenses. Consequently, we cannot assure you that our assumptions regarding required customer acquisition costs and resulting revenue as well as the marketing needed to source and expeditiously sell an attractive inventory will prove to be correct.

In addition, we cannot guarantee that our current marketing channels will continue to be effective, permissible and generally available to us in the future. For our online marketing, the relevant partners may be unable to deliver the anticipated traffic to our websites and apps. In particular, the popularity of social media channels tends to fluctuate, making it difficult to predict which channels are best suited to reach a young mass audience.

The rapid development of online marketplaces has led to existing regulations being modified and new regulations being proposed. New regulations in India may adversely affect certain marketing channels, in particular regulation aimed at controlling and censoring social media and increasing data protection. See "*Our Business – Description of our Business and Operations – Marketing*" on page 138. If we are not able to attract sufficient traffic to our websites and apps, translate a sufficient number of visits into transactions, build and maintain a loyal customer base and expand our relevance in the market for vehicles, this could adversely affect our future growth and competitive position.

22. ***We may not be able to procure financing for vehicle purchases by customers.***

To support the attractiveness of our offering to customers, we seek to help them obtain financing for vehicle purchases. We have engaged with several banks and financial institutions to provide financing solutions to buyers. If these banks and financial institutions are no longer able or willing to provide financing to our customers or only grant such financing on disadvantageous terms, due to, among others, financial regulatory issues or laws or regulations related to the provision of financial services, we may not be able to offer attractive financing options. Further, we are subject to contractual obligations requiring that we comply with, or help to facilitate compliance by our financial institution counterparties with a broad range of regulatory requirements and obligations, including those related to customer data, data security, privacy, anti-money laundering, and the detection and prevention of financial crimes. The national and state regulators responsible for implementing and enforcing these laws and regulations routinely examine our financial institution counterparties with respect to their compliance with such laws and regulations, including the extent to which these institutions' third-party relationships may present compliance risks. Despite our best efforts to comply with all applicable regulatory and contractual obligations, there could be some perceived or actual deficiency in our ability to adequately satisfy financial regulatory requirements or to serve as a contractual counterparty to a regulated financial institution. Any such perceived or actual deficiency or risk to a regulated financial institution could result in a disruption of our relationship with that institution as well as with other financial institutions, which could have an adverse effect on our customers' access to financing. As a result, demand for vehicles on our platform may suffer and we may not be able to grow our business as envisaged.

23. ***We may face challenges in operating and maintaining the sites we occupy for our automalls.***

We operate 114 automalls, of which 111 automalls are located at sites leased from various landlords. Our corporate office and registered office are leased properties. The date of expiry of the corporate office and registered office lease agreement is June 30, 2023. For the majority of the automalls, we have entered into lease agreements for a period of nine years, with some having a term of over nine years. We also have certain leases with lock in periods of 36 months. Some of the relevant lease agreements have expired and are in the process of being renewed. Termination of or failure to renew lease agreements with a fixed term of lease for these premises on terms and conditions favorable to us or at all, may require us to shift the concerned automall to new premises, and we may be unable to do so or may incur substantial rent escalation and relocation costs as a result. This might adversely affect our business operations and make us incur additional expenses. We may also face the risk of being evicted in the event that landlords allege a breach of the terms of the lease agreements. Further, certain of our lease agreements with landlords may not have been registered with local authorities. Consequently, we may not be able to enforce these leases. We may also be required to make additional stamp duty payments or otherwise for certain lease agreements with landlords which may be insufficiently stamped, which could have an adverse effect on our business, results of operations, cash flows and financial condition.

Moreover, we may be subject to restrictive provisions regarding our properties under municipal zoning or other property-related laws and regulations or under our lease agreements, or our properties may be subject to legal proceedings with regard to such restrictions on use involving local municipal councils or regulatory authorities. In addition, the leases agreements for certain of our offices have expired and have not been renewed.

Further, improperly executed, unregistered or insufficiently stamped conveyance instruments in a property's chain of title, unregistered encumbrances in favor of third parties, rights of adverse possessors, ownership claims of family members of prior owners or third parties, or other defects that a purchaser may not be aware of can affect title to a property. In addition to title uncertainties, there may be other irregularities, defects, noncompliance, or unsettled claims in relation to the properties that we own or lease from time to time, including issues that we may not be aware of, for instance, issues that may arise in the future in relation to the automalls operated by SAMIL, in which we acquired 55.43% of the outstanding equity interest in 2018.

24. ***Closures or consolidation among dealers or OEMs could reduce demand for, and the pricing of, our marketing solutions and advertising on our websites and apps.***

When dealers or OEMs consolidate, the services they previously purchased separately are often purchased by the combined entity in a lesser quantity than before, leading to volume compression and loss of revenue across the automotive marketplace sector. In the past, dealers have been more likely to close or consolidate when general economic conditions and/or conditions in the automotive industry are poor. Despite our market position, consolidation or closures of automobile dealers could reduce the aggregate demand for our services in the future and limit the amounts we earn for our solutions. In addition, advertising purchased by OEMs accounts for a meaningful portion of our revenues. There are a limited number of OEMs, and financial difficulties or consolidation among OEMs could similarly lead to volume compression and loss of revenue. Dealer closures or consolidation among dealers or OEMs could adversely affect our business, results of operations, cash flows and financial condition.

25. ***Our co-shareholder's interests in our subsidiary, SAMIL, may conflict with our interests.***

As of the date of this Red Herring Prospectus, our Company holds majority interest of 55.43% of the share capital in SAMIL, with the remaining 44.57% held by Shriram Transport Finance Company Limited who may:

- have economic or business interests or goals that are inconsistent with ours;
- not use our auction services;
- take actions contrary to our instructions or requests or contrary to our policies and objectives;
- be unable or unwilling to fulfill their obligations under the relevant joint venture agreement;
- have financial difficulties; or
- have disputes with us.

To date, we believe our relationship with our co-shareholder has been cordial. However, we cannot assure you that this relationship will not change adversely. A serious dispute with them or the early termination of our arrangements or agreements with them could adversely affect our business, results of operations, cash flows and financial condition.

26. ***There are material outstanding legal proceedings involving our Company, Subsidiaries and Directors.***

There are material outstanding legal proceedings involving our Company, Subsidiaries and Directors. These proceedings are pending at different levels of adjudication before various courts, tribunals, enquiry officers and appellate tribunals. The brief details of such material outstanding litigations are as follows:

	Number of Cases	***Amount, to the extent quantifiable (₹ in million)***
Litigation against our Company		
Material civil proceedings	Nil	Nil
Criminal proceedings	Nil	Nil
Actions by regulatory/statutory authorities	Nil	Nil
Tax matters	4	6.43

Litigation by our Company		
Criminal proceedings	1	0.33
Material civil proceedings	Nil	Nil
Tax matters	Nil	Nil
Litigation involving our Directors		
Material civil proceedings	Nil	Nil
Tax matters	Nil	Nil
Criminal proceedings	Nil	Nil
Actions by regulatory/statutory authorities	Nil	Nil
Litigation against our Subsidiaries		
Material civil proceedings	5	37.84
Actions by regulatory/statutory authorities	Nil	Nil
Criminal proceedings	Nil	Nil
Tax matters	7	4.08
Litigation by our Subsidiaries		
Material civil proceedings	Nil	Nil
Criminal proceedings	5	0.59
Tax matters	Nil	NA

For further details, see "*Outstanding Litigation and Material Developments*" beginning on page 275.

In relation to such outstanding litigation matters involving our Company, Subsidiaries and Directors, while the amounts and interests levied thereon to the extent ascertainable and involved in these matters have been mentioned above, the amounts and interests involved in many pending litigations are not ascertainable or quantifiable and are hence not disclosed. As of March 31, 2021, an amount of ₹ 4.86 million for service tax and an amount of ₹ 7.53 million for Maharashtra value-added tax have been disclosed by us in contingent liabilities in accordance with Ind AS 37 in relation to outstanding litigations. For details in relation to the contingent liabilities, see "– *We have certain contingent liabilities, which, if they materialize, may adversely affect our business, results of operations, cash flows and financial condition*." on page 40. For further details of our contingent liabilities as of March 31, 2021 in accordance with Ind AS 37, see "*Financial Statements – Note 35: Contingent Liabilities*" on page 239.

Such proceedings could divert management time and attention, and consume financial resources in their defence or prosecution. Should any new developments arise, such as any rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase expenses and current liabilities. Further, an adverse outcome in any of these proceedings may affect our reputation, standing and future business, and could have an adverse effect on our business, results of operations, cash flows and financial condition. We cannot assure you that any of these proceedings will be decided in favour of our Company, Subsidiaries and Directors, or that no further liability will arise out of these proceedings.

27. We have had negative cash flows in the past and may continue to have negative cash flows in the future.

The following table sets forth our consolidated cash flows for the years indicated:

(₹ in million)

Particulars	Financial Year ended March 31		
	2021	**2020**	**2019**
Net cash generated from operating activities	352.04	171.62	351.97
Net cash generated used in investing activities	(3,408.12)	(81.54)	(180.11)
Net cash generated from / (used in) financing activities	3,080.80	(110.73)	(78.43)
Net Increase / (Decrease) in Cash and Cash Equivalents	**24.73**	**(20.65)**	**93.43**

For details, see "*Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 181 and 250, respectively. We cannot assure you that our cash flows or net cash flows will be positive in the future**.**

28. ***Compliance with, and changes in, environmental, health and safety and labor laws and regulations could adversely affect our business, results of operations, cash flows and financial condition.***

We are subject to environmental, health and safety regulations in the ordinary course of our business. Various national and local laws and regulations relating to the protection of the environment may require a current or previous owner or occupant of a property to investigate and clean-up hazardous or toxic substances at a property. Under these laws, owners and occupants of property may be liable for the costs of removal or remediation of certain hazardous substances or other regulated materials on or in such property. Such laws often impose such liability without regard to whether the owner or occupant knew of, or was responsible for, any environmental damage or pollution and the presence of such substances or materials. The cost of investigation, remediation or removal of these substances may be substantial.

Environmental reports that we may request a third party to prepare with respect to any of our properties may not reveal (i) all environmental liabilities, (ii) that any prior owner or occupant of our properties did not create or comply any material environmental condition not known to us or (iii) that a material environmental condition does not otherwise exist as to any one or more of our properties. There also exists the risk that material environmental conditions, liabilities or compliance concerns may have arisen after the review was completed or may arise in the future. Finally, future laws, ordinances or regulations and future interpretations of existing laws, ordinances or regulations may impose additional material environmental liability. We may be subject to liabilities or penalties relating to environmental matters, which could adversely affect our ownership or lease of our automalls and other properties, our business, results of operations, cash flows and financial condition.

29. ***We may be required to receive or renew certain approvals or licenses required in the ordinary course of business or to commence new businesses.***

We may be required to obtain certain approvals, licenses, registrations and permissions for operating our business, some of which may expire in the ordinary course of our business and for which we would have to make an application for obtaining the approval or its renewal. For details, including the list of material approvals which may expire in the next two years, see "*Government and Other Approvals*" on page 280. In addition, some of our applications may also be rejected by appropriate authorities. For example, our application for fire license for our automall in Manesar has been rejected. Additionally, we may be required to obtain approvals prior to commencement of new businesses. For example, in August 2019, we applied to the RBI for a license for a non-banking financial company (non-deposit taking). However, we did not pursue such application further. Further, the approvals that we obtain may stipulate certain conditions requiring our compliance. If we fail to abide by the conditions mentioned in our existing approvals or fail to obtain any of the approvals or licenses required for our operations, or renewals thereof, in a timely manner, or at all, we may be subject to fines, penalties or other prosecution proceedings, which may negatively affect our business, results of operations, cash flows and financial condition.

30. ***Our existing intangible assets may become impaired, depending upon future operating results.***

The aggregate of our goodwill and our other intangible assets was ₹ 9,233.40 million, ₹ 9,292.91 million and ₹ 9,353.77 million as of March 31, 2021, 2020 and 2019, respectively, representing 47.84%, 63.20% and 65.54%, respectively, of our total assets. We periodically evaluate our goodwill and other intangible assets to determine whether all or a portion of our carrying values may no longer be recoverable, in which case a charge to earnings may be necessary. Any future evaluations requiring an asset impairment charge for goodwill or other intangible assets would adversely affect future reported results of operations and stockholders' equity, although such charges would not affect our cash flow.

31. ***Some of our secretarial records are not traceable and there is lapse in maintaining secretarial records.***

We are unable to trace the challans for form filings made with the RoC between 2009 to 2014, including the challan for the Form 18 for change in registered office and the challan for Form DIR-12 filed for Victor Anthony Perry III. Despite our best efforts, we have been unable to locate this filing in our internal records. Details of this filing are not available on the MCA Portal maintained by the Ministry of Corporate Affairs as well. We had, through a practicing company secretary engaged by us, sought to retrieve this filing from the physical records maintained by the RoC. However, the challans are not traceable in the physical records as well. In the event that we are unable to trace the relevant secretarial records, we cannot assure you that we will not be subject to any penalty or regulatory action by the relevant authorities. In addition, for three allotments made on January 11, 2010, December 15, 2010 and September 2, 2011, we are unable to trace the documents regarding allotment of unique identification numbers by the RBI for remittance of foreign funds. We have reached out to our Authorised Dealer Bank as well as the RBI but have been unable to trace the relevant documents. While we have a record of the unique identification numbers for these allotments, we cannot assure you we will not be subject to any penalty or regulatory action by the relevant authorities.

32. ***We have certain contingent liabilities, which, if they materialize, may adversely affect our business, results of operations, cash flows and financial condition.***

The following table sets forth certain information relating to our consolidated contingent liabilities as per Ind AS 37 as of March 31, 2021:

(₹ in million)

Particulars	**Amount**
Service Tax	4.86
Maharashtra Value Added Tax	7.53

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

33. ***We may not be able to effectively communicate with our customers through email and other messages. A lack of such communication could adversely affect our business and operations or cause us to be subject to claims.***

We use newsletters through emails as a free marketing tool to promote our offering, websites and apps to customers. Our emails may, however, be shown as "spam" or given a lower priority, which could reduce the likelihood of customers opening or responding positively to them. Actions by third parties to block, impose restrictions on, or charge for the delivery of, emails, as well as legal or regulatory changes limiting our right to send such messages or imposing additional requirements, could impair our ability to communicate with customers. If we are not able to use unpaid marketing tools in the form of emails or other messages efficiently, this could impair our marketing efforts or make them more expensive if we have to increase spending on paid marketing channels.

Further, malfunctions of our email and messaging services could result in erroneous messages being sent and customers no longer wanting to receive any messages from us. Our process to obtain consent from visitors to our websites and apps to receive newsletters and other messages from us and to allow us to use their data may also be insufficient or invalid. As a result, such individuals or third parties may accuse us of sending unsolicited advertisements and other messages, which could result in claims being brought against us.

34. ***We are subject to risks related to online payment methods.***

We accept payments through a variety of methods, including credit card and debit card through a third party processor and e-wallets. As we offer new payment options to customers, we may be subject to additional regulations, compliance requirements or fraud. For certain payment methods, including credit and debit cards, we pay interchange and other fees, which may increase over time and raise our operating costs. Any disruption in the functioning of our third party payment channels, even if caused due to factors beyond our control, can adversely affect our brand and reputation. We may also be subject to payment card association operating rules and certification requirements and rules governing electronic funds transfers, which could change or be reinterpreted to make it difficult or impossible for us to comply. As our business changes, we may also be subject to different rules under existing standards, which may require new assessments that involve costs above what we currently pay for compliance. If we fail to comply with the rules or requirements of any provider of a payment method we accept, if the volume of fraud in our transactions limits or terminates our rights to use payment methods we currently accept, or if a data breach occurs relating to our payment systems, we may, among other things, be subject to fines or higher transaction fees and may lose, or face restrictions placed upon, our ability to accept credit card and debit card payments from customers or facilitate other types of online payments. If any of these events were to occur, our business, results of operations, cash flows and financial condition could be adversely affected. We may suffer losses as a result of orders placed with fraudulent credit card data even if the associated financial institution approved payment of the orders. If we are unable to detect or control credit card or other fraud, our liability for these transactions could harm our reputation, business, results of operations, cash flows and financial condition.

35. ***We enter into certain related party transactions in the ordinary course of our business and we cannot assure you that such transactions will not have an adverse effect on our results of operations, cash flows and financial condition.***

We have entered into transactions with related parties in the past and are likely to do so in the future. See "*Other Financial Information - Related Party Transactions*" on page 249. We cannot assure you that we could not achieve more favourable terms if such transactions were not entered into with related parties. Although the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 require that related party transactions should not be carried out against the interests of our Company or of our minority shareholders after listing, we cannot assure you that such transactions in the future, individually or in the aggregate, will not have an adverse effect on our results of operations, cash flows and financial condition.

36. ***Our Directors and Key Managerial Personnel have interests in us other than the reimbursement of expenses incurred and normal remuneration and benefits.***

Our Directors and Key Managerial Personnel may be deemed to be interested to the extent of any equity shares held by them or their relatives, directly or indirectly, in our Company and its Subsidiaries, as well as to the extent of any dividends, bonuses or other distributions on such shareholding. Additionally, some of our Directors and Key Managerial Personnel may also be regarded as interested to the extent of their relatives holding any office or place of profit in the Company and in the employee stock options granted by our Company, which may be allotted to them in the future pursuant to the ESOP Plans, as applicable. For details, see "*Capital Structure*" and "*Our Management*" on pages 67 and 163, respectively.

37. We have referred to the data derived from the industry report commissioned from the RedSeer Report.

We commissioned, on February 25, 2021, and paid for the services of, an independent third party research agency, RedSeer Management Consulting Private Limited, for the purpose of confirming our understanding of the industry in connection with the Offer, and have relied on the report titled "*Online Auto Portals Market in India*" dated May 2021, as amended by their report dated July 20, 2021, for industry-related data in this Red Herring Prospectus. This report uses certain methodologies for market sizing and forecasting. Neither we, nor any of the Managers have independently verified such data and therefore, while we believe them to be true, we cannot assure you that they are complete or reliable. Accordingly, investors should read the industry-related disclosure in this Red Herring Prospectus in this context. 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, projections, forecasts and assumptions that may prove to be incorrect. While industry sources take due care and caution while preparing their reports, they do not guarantee the accuracy, adequacy or completeness of the data. Accordingly, investors should not place undue reliance on, or base their investment decision solely on this information.

38. ***We have issued Equity Shares in the one year period prior to the date of this Red Herring Prospectus.***

During the one year period prior to the date of this Red Herring Prospectus. we have issued the following Equity Shares:

Date of allotment	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Reason for allotment
November 26, 2020	85,000	10	11	Cash	Allotment under the ESOP 2010(1)

Date of allotment	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Reason for allotment
March 31, 2021	50,000	10	11	Cash	Allotment under the ESOP 2010(2)
April 8, 2021	776,707	10	510	Cash	Conversion of warrants(3)
April 8, 2021	140,045	10	596	Cash	Conversion of warrants(4)
April 8, 2021	800,000	10	117	Cash	Conversion of warrants(5)
April 8, 2021	1,336,310	10	1,376.80	Cash	Private placement(6)
July 21, 2021	1,932,120	10	NA	NA	Conversion of Series A Preference Shares(7)
July 21, 2021	2,770,456	10	NA	NA	Conversion of Series B Preference Shares (8)
July 21, 2021	3,657,066	10	NA	NA	Conversion of Series C Preference Shares (9)
July 21, 2021	5,964,300	10	NA	NA	Conversion of Series D Preference Shares(10)
July 21, 2021	3,915,644	10	NA	NA	Conversion of Series E Preference Shares(11)
July 21, 2021	12,879,955	10	NA	NA	Conversion of Series F Preference Shares(12)
July 21, 2021	585,437	10	NA	NA	Conversion of Series F1 Preference Shares(13)
July 21, 2021	3,594,499	10	NA	NA	Conversion of Series G Preference Shares(14)
July 21, 2021	3,897,225	10	NA	NA	Conversion of Series H Preference Shares(15)

(1) *Allotment of 85,000 Equity Shares to Jeremy Nicholas Williams.*

(2) *Allotment of 50,000 Equity Shares to Ravisen Mehra.*

(3) *Allotment of 776,707 Equity Shares to Vinay Vinod Sanghi.*

(4) *Allotment of 140,045 Equity Shares to Vinay Vinod Sanghi.*

(5) *Allotment of 800,000 Equity Shares to Vinay Vinod Sanghi.*

(6) *Allotment of 580,485 Equity Shares to Malabar India Fund, 105,543 Equity Shares to Malabar Select Fund, 94,988 Equity Shares Malabar Value Fund, 10,554 Equity Shares to Malabar Midcap Fund and 544,740 Equity Shares IIFL Special Opportunities Fund – Series 8.*

(7) *Allotment of 79,300 Equity Shares to William Austin Ligon, 20,000 Equity Shares to Daniel Edward Neary, 1,800,000 Equity Shares to CMDB II, and 32,820 Equity Shares to Highdell Investment Ltd pursuant to conversion of Series A Preference Shares*

(8) *Allotment of 13,85,228 Equity Shares to CMDB II and 13,85,228 Equity Shares MacRitchie Investments Pte. Ltd. pursuant to conversion of Series B Preference Shares*

(9) *Allotment of 12,79,943 Equity Shares to CMDB II and 23,77,123 Equity shares to Highdell Investment Ltd under conversion of Series C Preference Shares*

(10) *Allotment of 707,641 Equity Shares to CMDB II and 52,56,659 Equity shares to Highdell Investment Ltd pursuant to conversion of Series D Preference Shares*

(11) *Allotment of 5,593,78 Equity Shares to CMDB II, 11,18,755 Equity shares to Highdell Investment Ltd and 22,37,511 Equity Shares to Springfield Venture International pursuant to conversion of Series E Preference Shares*

(12) *Allotment of 5,854,525 Equity Shares to Highdell Investment Ltd, 1,170,905 Equity Shares to Springfield Venture International and 5,854,525 Equity Shares to MacRitchie Investments Pte. Ltd pursuant to conversion of Series F Preference Shares*

(13) *Allotment of 327,845 Equity Shares to Manbro P.E. IV, LP, 222,466 Equity Shares to MSF Private Equity Fund LLC and 35,126 Equity Shares to Foundation Investments of Ohio Ltd pursuant to conversion of Series F1 Preference Shares*

(14) *Allotment of 3,594,499 Equity Shares to MacRitchie Investments Pte. Ltd pursuant to conversion of Series G Preference Shares*

(15) *Allotment of 1,299,075 Equity Shares to MacRitchie Investments Pte. Ltd, 1,299,075 Equity Shares to Highdell Investment Ltd and 1,299,075 Equity Shares to MCP3 SPV LLC pursuant to conversion of Series H Preference Shares.*

Further, our Company has issued Preference Shares during a period of one year preceding the date of this Red Herring Prospectus, that may be at a price lower than the Offer Price.

Date of allotment	Number of preference shares allotted*	Face value per preference share (₹)	Issue price per preference share (₹)	Nature of consideration	Reason for allotment
June 5, 2020	1,948,614	10	825.13	Cash	Preferential allotment of Series H Preference Shares(1)
October 1, 2020	1,948,611	10	825.13	Cash	Preferential allotment of Series H Preference Shares(2)

(1) *Allotment of 649,538 Series H Preference Shares to MacRitchie Investments Pte. Ltd.; 649,538 Series H Preference Shares to Highdell Investment Ltd and 649,538 Series H Preference Shares to MCP3 SPV LLC. All Series H Preference Shares were converted to Equity Shares on July 21, 2021, and there are no outstanding Series H Preference Shares as on the date of this Red Herring Prospectus.**

(2) *Allotment of 649,537 Series H Preference Shares to MacRitchie Investments Pte. Ltd.; 649,537 Series H Preference Shares to Highdell Investment Ltd and 649,537 Series H Preference Shares were to MCP3 SPV LLC. All Series H Preference Shares were converted to Equity Shares on July 21, 2021, and there are no outstanding Series H Preference Shares as on the date of this Red Herring Prospectus.**

**38,800,540 Preference Shares were converted to 39,196,702 Equity Shares on July 21, 2021 pursuant to the terms and conditions of the Preference Shares. For details of the allottees, see "Capital Structure – Notes to the Capital Structure – Share Capital History of our Company – Equity Share capital" on page 67.*

The price at which Equity Shares have been issued by our Company in the immediately preceding year is not indicative of the price at which they will be issued or traded. For further information refer to the section "*Capital Structure"* on page 67.

39. ***Grants of stock options under our employee stock option plans may result in a charge to our profit and loss statement and, to that extent, reduce our profitability.***

Under ESOP 2021 I and ESOP 2021 II, 2,230,000 options have been granted to eligible employees and are outstanding. Under Ind AS, the grant of employee stock options results in a charge to our profit and loss statement, based on the difference between the fair value of our Equity Shares determined at the date of grant and the exercise price. Our expenses related to ESOP 2021 I and ESOP 2021 II amounted to ₹529.81 million for period from April 1, 2021 to July 15, 2021. Such expenses result in a reduction in our profitability for the relevant years.

External Risk Factors

Risks Related to India

40. ***Our business is substantially affected by prevailing economic, political and other prevailing conditionsin India.***

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

- any increase in Indian interest rates or inflation;
- any exchange rate fluctuations;
- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian consumers and Indian corporates;
- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighboring countries;
- occurrence of natural or man-made disasters;
- outbreak of an infectious disease such as COVID-19;

- prevailing regional or global economic conditions, including in India's principal export markets;
- any downgrading of India's debt rating by a domestic or international rating agency;
- financial instability in financial markets; and
- other significant regulatory or economic developments in or affecting India or its online automotive portals sector.

Moreover, a fall in the purchasing power of our customers, for any reason whatsoever, including rising consumer inflation, availability of financing to our customers, changing governmental policies and a slowdown in economic growth may have an adverse effect on our customers' income, savings and could in turn negatively affect their demand for our products. For example, in 2016, the Reserve Bank of India and the Ministry of Finance of the Government of India introduced demonetization policies, leading to a short-term decrease in liquidity of cash in India, which had in turn negatively affected consumer spending. Although there have been minimal short-term effects on our day-to-day business, the medium-term and long-term effects of demonetization on our business are uncertain and we cannot accurately predict the effect thereof on our business, results of operations, cash flows, financial condition and prospects. Further, consumer purchases of new and used cars generally decline during recessionary periods and other periods in which disposable income is adversely affected. Purchases of new and used automobiles are typically discretionary for consumers and have been, and may continue to be, affected by negative trends in the economy, including increases in the cost of energy and gasoline, the availability and cost of credit, reductions in business and consumer confidence, stock market volatility and increased unemployment.

In addition, any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, results of operations, cash flows and financial condition and the price of the Equity Shares.

41. ***Investors may not be able to enforce a judgement of a foreign court against our Company.***

Our Company is incorporated under the laws of India. Our Company's assets are located in India and the majority of our Board of Directors and all of our Key Managerial Personnel are residents of India. As a result, it may be difficult for investors to effect service of process upon us or such persons outside India or to enforce judgments obtained against our Company or such parties outside India.

Recognition and enforcement of foreign judgments is provided for under Section 13 of the Code of Civil Procedure, 1908 ("**CPC**"), on a statutory basis. Section 13 of the CPC provides that foreign judgments shall be conclusive regarding any matter directly adjudicated upon, except: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognize the law of India in cases to which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud; and (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. Under the CPC, a court in India shall, upon the production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record. However, under the CPC, such presumption may be displaced by proving that the court did not have jurisdiction.

India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. Section 44A of the CPC provides that where a foreign judgment has been rendered by a superior court, within the meaning of such section, in any country or territory outside of India which the GoI has by notification declared to be in 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 CPC is applicable only to monetary decrees not being of the same nature as amounts payable in respect of taxes, other charges of a like nature or a fine or other penalties. Some jurisdictions including the United Kingdom, United Arab Emirates, Singapore and Hong Kong have been declared by the GoI to be reciprocating countries for the purposes of Section 44A of the CPC.

The United States and India do not currently have a treaty providing for reciprocal recognition and enforcement of judgments, other than arbitration awards, in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any federal or state court in the United States on civil liability, whether or not predicated solely upon the federal securities laws of the United States, would not be enforceable in India. However, the party in whose favor such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in the United States. 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.

Further, 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.

42. ***Investors can be subject to Indian taxes arising out of capital gains on the sale of equity Shares or dividend paid thereon.***

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

Capital gains arising from the sale of equity shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit the GoI'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%, where the long-term capital gains exceed ₹100,000, subject to certain exceptions in case of a resident individuals and HUF.

Further, the Finance Act, 2019 has made various amendments in the taxation laws 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. These amendments came into effect on July 1, 2020.

In addition, the Finance Act, 2020 has, amongst others things, provided a number of amendments to the direct and indirect tax regime, including a simplified alternate direct tax regime and that dividend distribution tax ("**DDT**") will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident and are likely be subject to tax deduction at source. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source from such dividend. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares.

Further, the Government of India has announced the union budget for financial year 2022, pursuant to which the Finance Bill, 2021 ("**Finance Bill**"), has introduced various amendments. The Finance Bill has received assent from the President of India on March 28, 2021, and has been enacted as the Finance Act, 2021. We have not fully determined the impact of these recent and proposed laws and regulations on our business.

43. ***Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.***

Our Articles of Association, the composition of our Board and Indian laws related to corporate procedures, directors' fiduciary duties 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 as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

44. ***We may be affected by competition law in India and any adverse application or interpretation of the Competition Act could in turn adversely affect our business.***

The Competition Act, 2002, of India, as amended ("**Competition Act**"), regulates practices having 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, which causes or is likely to cause an AAEC is considered void and may result in the imposition of substantial penalties. Further, 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 customers 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.

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 Competition Commission of India (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 which may have an AAEC in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Further, 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, we cannot predict with certainty at this time the impact of the provisions of the Competition Act on the agreements entered into by us. However, since we pursue an acquisition driven growth strategy, 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. Any prohibition or substantial penalties that may be levied under the Competition Act could adversely affect our business, results of operations, cash flows and financial condition.

45. ***Significant differences exist between Ind AS used to prepare our financial information and other accounting principles, such as IFRS and U.S. GAAP, with which investors may be more familiar.***

Our restated financial statements included in this Red Herring Prospectus are derived from our audited financial statements as of and for the financial years 2021, 2020 and 2019 prepared in accordance with Ind AS and restated in accordance with the SEBI ICDR Regulations, the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by ICAI and Section 26 of Part I of Chapter III of the

Companies Act. Ind AS differ in certain respects from U.S. GAAP, IFRS and other accounting principles and standards. We have not attempted to quantify the impact of U.S. GAAP or IFRS on the financial information included in this Red Herring Prospectus nor do we provide for a reconciliation of the financial information included in this Red Herring Prospectus to those of U.S. GAAP or IFRS. Accordingly, the degree to which financial information included in this Red Herring Prospectus will provide meaningful information is entirely dependent on investor's familiarity with Indian accounting principles. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited.

46. ***Our ability to raise foreign capital may be constrained by Indian law.***

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 valuation 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, or at all.

India's foreign direct investment policy has been recently amended by Press Note 3 of 2020, dated April 17, 2020 issued by the Department for Promotion of Industry and Internal Trade ("**DPIIT**"), to state that all investments under the foreign direct investment route 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 GoI. 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 or purview, such subsequent change in the beneficial ownership will also require approval of the GoI. Further, on April 22, 2020, the Ministry of Finance of the GoI made a similar amendment to the FEMA Rules. While the term "beneficial owner" is defined under the Prevention of Money-Laundering (Maintenance of Records) Rules, 2005 and the General Financial Rules, 2017, neither the foreign direct investment policy nor the FEMA Rules provide a definition of the term "beneficial owner". The interpretation of "beneficial owner" and enforcement of this regulatory change involves certain uncertainties, which may have an adverse effect on our ability to raise foreign capital. Further, there is uncertainty regarding the timeline within which the said approval from the GoI may be obtained, if at all.

47. ***We are, and after the Offer will remain, a "foreign-owned and controlled" company in accordance with the Consolidated FDI Policy and FEMA Rules and accordingly, we shall be subject to Indian foreign investment laws***

In accordance with the provisions of the Consolidated FDI Policy and FEMA Rules, our Company is a foreign owned and controlled company. As a foreign-owned and controlled company, our Company is subject to various requirements under the Consolidated FDI Policy and other Indian foreign investment laws. Such requirements include restrictions on undertaking certain business activities without prior Government approval or at all, and pricing guidelines applicable to issue or transfer of our Equity Shares.

While we believe that our business activities have been, and continue to remain, compliant with the requirements under the Consolidated FDI Policy and other Indian foreign investment laws, we cannot assure you that the Government, or a regulatory or judicial authority, will not take a different interpretation. A determination by the Government, or a regulatory or judicial authority, that any of our business activities are being, or have been, conducted in violation of the Consolidated FDI Policy and other applicable Indian foreign investment laws, would attract regulatory sanctions, including monetary penalties. In such an event, we may also have to cease undertaking the relevant business activities. Further, as long as we are a foreign-owned and controlled company, we may not be able to undertake certain commercially attractive business activities or investments without prior approval of the Government or at all.

Risks Related to the Offer

48. ***Our Company is a professionally managed company and does not have an identifiable promoter in terms of the SEBI ICDR Regulations and the Companies Act, 2013.***

Our Company is a professionally managed company and does not have an identifiable promoter in terms of the SEBI ICDR Regulations and the Companies Act 2013. Accordingly, in terms of Regulation 14(1) of the SEBI ICDR Regulations, there is no requirement of minimum promoter's contribution in this Offer and accordingly, none of the Equity Shares will be locked in for a period of three years pursuant to the Offer.

In terms of Regulations 17 of the SEBI ICDR Regulations, the entire pre-Offer equity share capital will be locked-in for a period of one year from the date of Allotment, other than for (i) the Equity Shares sold pursuant to the Offer for Sale; (ii) any Equity Shares allotted to the employees of our Company under the ESOP Plans prior to the Offer, as applicable; and (iii) any Equity Shares held by a VCF or Category I AIF or Category II AIF or FVCI, as applicable, provided that such Equity Shares shall be locked in for a period of at least one year from the date of purchase by such shareholders. Further, any unsold portion of the Equity Shares offered pursuant to the Offer for Sale will be locked-in as required under the SEBI ICDR Regulations.

Following the lock-in period of one year, the pre-Offer shareholders, may sell their shareholding in our Company, depending on market conditions and their investment horizon. Further, any perception by investors that such sales might occur could affect the trading price of the Equity Shares.

49. ***We cannot be certain that an active trading market for the Equity Shares will develop or be sustained after this offering, and, following the offering, the price of the Equity Shares may fluctuate significantly, which could cause you to suffer substantial losses.***

We cannot guarantee that an active trading market will develop or be sustained after the offering. Nor can we predict the prices at which the Equity Shares may trade after the offering.

The Offer Price of our Equity Shares may not be indicative of the market price for the Equity Shares after the Offer. If you purchase the Equity Shares in our initial public offering, you may not be able to resell them at or above the initial public offering price. We cannot assure you that the initial public offering price of the Equity Shares, or the market price following our initial public offering, will equal or exceed prices in privately negotiated transactions of our shares that may have occurred from time to time prior to our initial public offering. The market price of the Equity Shares may decline or fluctuate significantly due to a number of factors, some of which may be beyond our control, including:

- developments with respect to the spread or worsening of the COVID-19 pandemic;
- the impact of COVID-19 on our business operations and our ability to be able to service customers, and the consequential impact on our operating results;
- actual or anticipated fluctuations in our operating results;
- announcements about our earnings that are not in line with analyst expectations;
- the public's reaction to our press releases, other public announcements and filings with the regulator;
- significant liability claims, complaints from our customers, shortages or interruptions in the availability of vehicles, or reports of incidents of tampering of vehicles;
- changes in senior management or key personnel;
- macroeconomic conditions in India;
- fluctuations of exchange rates;
- the operating and stock price performance of comparable companies;
- changes in our shareholder base;
- changes in our dividend policy;
- issuances, exchanges or sales, or expected issuances, exchanges or sales;

- changes in accounting standards, policies, guidance, interpretations or principles; and
- changes in the regulatory and legal environment in which we operate; or
- market conditions in the construction and development industry and the domestic and worldwide economies as a whole, including in relation to the COVID-19 crisis.

Any of these factors may result in large and sudden changes in the volume and trading price of the Equity Shares. In the past, following periods of volatility in the market price of a company's securities, shareholders have often instituted securities class action litigation against that company. If we were involved in a class action suit, it could divert the attention of management, and, if adversely determined, have a material adverse effect on our business, results of operations, cash flows and financial condition.

50. ***Any future issuance of Equity Shares, or convertible securities or other equity linked securities by us may dilute your shareholding .***

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by us, including through exercise of employee stock options may dilute your shareholding in our Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares.

51. ***Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby suffer future dilution of their ownership position.***

Under the Companies Act, a company incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by shareholders of such company.

However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interests in our Company may be reduced.

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

Our Company has not declared dividends in the recent past. Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, working capital requirements and capital expenditure. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. We cannot assure you that we will be able to pay dividends in the future.

53. ***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.***

Pursuant to the SEBI ICDR Regulations, 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. Retail Individual Investors can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date. While our Company is required to complete Allotment pursuant to the Offer within six Working Days from the Bid/Offer Closing Date, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operation or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

54. ***We cannot guarantee that our Equity Shares will be listed on the BSE and NSE in a timely manner or at all.***

In accordance with Indian law and practice, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Offer and until Allotment of Equity Shares pursuant to this Offer.

In accordance with current regulations and circulars issued by SEBI, our Equity Shares are required to be listed on the BSE and NSE within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that trading in our Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

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

The Offer consists of an Offer for Sale. The Selling Shareholders shall be entitled to the net proceeds from the Offer for Sale, which comprise proceeds from the Offer for Sale net of Offer expenses, and our Company will not receive any proceeds from the Offer for Sale.

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

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

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

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

Certain provisions in Indian law 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 or 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 our stakeholders, it is possible that such a takeover would not be attempted or consummated because of the SEBI Takeover Regulations.

SECTION III: INTRODUCTION

THE OFFER

The following table sets forth details of the Offer:

Equity Shares Offered	
Offer of Equity Shares by way of:(1)(2)	
Offer for Sale(2)	Up to 18,532,216 Equity Shares, aggregating up to ₹[●] million
of which:	
A) QIB Portion(3)(4)	Not more than 9,266,107 Equity Shares aggregating up to ₹[●] million
of which:	
- Anchor Investor Portion	Up to 5,559,664 Equity Shares
- Net QIB Portion (assuming the Anchor Investor Portion is fully subscribed)	3,706,443 Equity Shares
of which:	
- Mutual Fund Portion (5% of the QIB Category (excluding Anchor Investor Portion))	185,323 Equity Shares
- Balance of the Net QIB Portion for all QIBs, including Mutual Funds	3,521,120 Equity Shares
B) Non-Institutional Portion	Not less than 2,779,833 Equity Shares aggregating up to ₹[●] million
C) Retail Portion	Not less than 6,486,276 Equity Shares aggregating up to ₹[●] million
Pre and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer	45,834,067 Equity Shares
Equity Shares outstanding after the Offer	45,834,067 Equity Shares
Use of Net Proceeds of the Offer	Our Company will not receive any proceeds from the Offer.

(1) *The Offer has been authorised by our Board of Directors pursuant to the resolution passed at its meeting dated May 13, 2021 and the Draft Red Herring Prospectus has been approved by our Board pursuant to a resolution passed on May 13, 2021 and by the IPO Committee pursuant to a resolution passed on May 15, 2021. Further, our Board has taken on record the approval for the Offer for Sale by the Selling Shareholders pursuant to its resolution dated May 13, 2021. This Red Herring Prospectus has been approved by our Board pursuant to a resolution passed on July 28, 2021.*

(2) *The Selling Shareholders have, severally and not jointly, confirmed and approved their participation in the Offer for Sale as set out below:*

Selling Shareholder*	Number of Equity Shares offered in the Offer for Sale	Date of consent	Date of board resolution/ Authorisation
Investor Selling Shareholders			
CMDB	Up to 2,264,334 Equity Shares aggregating up to ₹[●] million	July 21, 2021	July 21, 2021
Highdell	Up to 8,409,364 Equity Shares aggregating up to ₹[●] million	July 21, 2021	July 16, 2021
MacRitchie	Up to 5,076,761 Equity Shares aggregating up to ₹[●] million	July 21, 2021	April 5, 2021
Springfield	Up to 1,765,309 Equity Shares aggregating up to ₹[●] million	July 21, 2021	July 20, 2021
Other Selling Shareholders			
Bina Vinod Sanghi(1)	Up to 183,333 Equity Shares aggregating up to ₹[●] million	May 12, 2021	-
Daniel Edward Neary	Up to 70,000 Equity Shares aggregating up to ₹[●] million	May 10, 2021	-
Shree Krishna Trust	Up to 262,519 Equity Shares aggregating up to ₹[●] million	July 20, 2021	July 20, 2021
Victor Anthony Perry III	Up to 50,546 Equity Shares aggregating up to ₹[●] million	May 12, 2021	-
Vinay Vinod Sanghi(2)	Up to 450,050 Equity Shares aggregating up to ₹[●] million	July 21, 2021	-

** Our Company has received a termination letter dated July 20, 2021 from Steve Greenfield, a withdrawal letter dated July 21, 2021 from Vinti Rajesh Gajree (jointly with Vinay Vinod Sanghi) and a withdrawal letter dated July 21, 2021 from Viraj Vinod Sanghi (jointly with Niki Viraj Sanghi) stating their respective intentions to not offer equity shares held by them in the Offer.*

(1) Jointly held with Vinay Vinod Sanghi, who is the second holder.

(2) Jointly held with Seena Vinay Sanghi, who is the second holder.

For further details, please see "Capital Structure" on page 67 and "Offer Procedure – Undertakings by the Selling Shareholders" on page 311.

(3) Our Company, the Major Shareholders and the Investor Selling Shareholders in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. For details, see "Offer Procedure" on page 301.

(4) Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories at the discretion of our Company, the Major Shareholders and the Investor Selling Shareholders in consultation with the BRLMs and the Designated Stock Exchange. Under-subscription, if any, in the QIB Portion would not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see "Offer Structure" on page 299. In case of an undersubscription in the Offer, the Equity Shares proposed for sale by each Selling Shareholder shall be in proportion to the Offered Shares by such Selling Shareholder.

Allocation to all categories, except the Anchor Investor Portion and the Retail Portion, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price, as applicable. The allocation to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. For further details, see "*Offer Procedure*" on page 301.

SUMMARY OF FINANCIAL INFORMATION

The summary financial information presented below should be read in conjunction with "*Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 181 and 250.

[*The remainder of this page has intentionally been left blank*]

RESTATED CONSOLIDATED SUMMARY BALANCE SHEET

(₹ in million)

Particulars	As at March 31, 2021	As at March 31,2020	As at March 31,2019
ASSETS			
Non-current assets			
Property, plant and equipment	511.22	496.94	475.67
Capital work-in-progress	4.93	1.92	-
Goodwill	8,979.61	8,979.61	8,976.75
Other intangible assets	253.79	313.30	377.02
Right of use assets	479.87	365.81	273.23
Intangible assets under development	-	-	0.34
Financial assets			
Investments	180.53	205.51	17.18
Other financial assets	245.63	47.96	31.59
Income tax assets (net)	107.81	83.58	92.35
Deferred tax assets (net)	654.18	30.56	28.13
Other Non-Current assets	19.87	21.77	45.96
Total non – current assets	**11,437.44**	**10,546.96**	**10,318.22**
Current assets			
Inventories	15.77	0.18	9.42
Financial assets			
Investments	6,274.36	2,741.95	2,853.41
Loan	493.00	378.50	259.50
Trade receivables	472.97	466.92	360.35
Cash and cash equivalents	219.94	195.21	215.86
Bank balance other than cash and cash equivalents above	24.85	20.73	0.40
Other financial assets	306.95	209.13	93.48
Income tax asset (net)	-	16.85	8.71
Other current assets	56.71	127.63	151.59
Total current assets	**7,864.55**	**4,157.10**	**3,952.72**
Total assets	**19,301.99**	**14,704.06**	**14,270.94**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	35.84	34.49	34.49
Instruments entirely in the nature of equity	388.01	349.03	349.03
Other equity	16,381.93	12,238.82	11,930.93
Equity attributable to equity holders of the Parent	16,805.78	12,622.34	12,314.45
Non controlling interests	818.44	702.75	556.76
Total equity	**17,624.22**	**13,325.09**	**12,871.21**
Liabilities			
Non-current liabilities			
Financial liabilities			
Lease liabilities	463.99	345.70	217.39
Provisions	45.17	41.91	37.09
Deferred tax liabilities	63.10	78.90	95.72
Other Non-Current liabilities	1.37	0.99	-
Total non – current liabilities	**573.63**	**467.50**	**350.20**
Current liabilities			
Financial liabilities			

(₹ in million)

Particulars	As at March 31, 2021	As at March 31,2020	As at March 31,2019
Trade payables			
- total outstanding dues of micro enterprises and small enterprises	0.57	-	0.30
- total outstanding dues of creditors other than micro enterprises and small enterprises	221.83	195.74	180.34
Other financial liabilities	586.97	493.20	602.73
Lease liabilities	81.52	75.71	117.60
Provisions	33.59	32.79	27.27
Other Current liabilities	179.66	114.03	121.29
Total current liabilities	**1,104.14**	**911.47**	**1,049.53**
Total liabilities	**1,677.77**	**1,378.97**	**1,399.73**
Total equity and liabilities	**19,301.99**	**14,704.06**	**14,270.94**

RESTATED CONSOLIDATED SUMMARY PROFIT AND LOSS STATEMENT

(₹ in million, excluding share data)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Income			
Revenue from operations	2,496.83	2,982.82	2,432.78
Other income	318.40	201.63	235.27
Total income	**2,815.23**	**3,184.45**	**2,668.05**
Expenses			
Purchase of stock-in-trade	28.13	162.17	9.44
Changes in inventories of stock-in-trade	(15.59)	9.23	(9.42)
Employee benefits expense	1,301.09	1,330.78	1,276.08
Finance cost	42.98	34.89	23.81
Depreciation and amortisation expense	199.27	173.82	152.18
Other expenses	789.59	1,084.41	861.65
Total expenses	**2,345.47**	**2,795.30**	**2,313.74**
Restated profit before tax for the year	**469.76**	**389.15**	**354.31**
Tax expense / (benefit)			
Current tax	97.75	112.82	105.80
Deferred tax (credit)	(638.73)	(36.61)	(10.66)
Total tax expense / (credit)	**(540.98)**	**76.21**	**95.14**
Restated profit for the year	**1,010.74**	**312.94**	**259.17**
Other comprehensive income / (loss) Items that will not be reclassified to profit or loss			
Remeasurements gain/ (loss) on defined benefit plans	7.63	5.11	(2.91)
Income tax effect on above	(1.92)	(1.94)	0.87
Total other comprehensive income/ (loss) for the year	**(5.71)**	**3.17**	**(2.04)**
Total comprehensive income for the year	**1,016.45**	**316.11**	**257.13**
Restated profit attributable to:			
(i) Equity holders of the Parent	912.06	218.77	166.88
(ii) Non-controlling interests	98.68	94.17	92.29
	1,010.74	**312.94**	**259.17**
Other comprehensive income attributable to:			
(i) Equity holders of the Parent	3.65	0.59	(1.08)
(ii) Non-controlling interests	2.06	2.58	(0.96)
	5.71	**3.17**	**(2.04)**
Total comprehensive income attributable to:			
(i) Equity holders of the Parent	915.71	219.36	165.80
(ii) Non-controlling interests	100.74	96.75	91.33
	1,016.45	**316.11**	**257.13**
Earnings per equity share face value (of Rs. 10/- each)			
Basic (In Rs.)	22.06	5.65	4.31
Diluted (In Rs.)	19.19	5.07	3.87

RESTATED CONSOLIDATED SUMMARY CASH FLOW STATEMENT

(₹ in million)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
A. CASH FLOW FROM OPERATING ACTIVITIES:			
Restated profit before tax for the year	**469.76**	**389.15**	**354.31**
Adjusted for:			
Depreciation and amortisation of property, plant and equipment, right of-use-assets and intangible assets	199.27	173.82	152.18
Share-based payment expense	65.48	125.41	121.20
Interest income on financial asset (ICD) carried at amortised cost	(57.60)	(32.32)	(19.93)
Interest Income – on Bank deposits	(4.03)	(2.01)	(1.85)
Interest Income – security deposits	(1.48)	(1.31)	(1.20)
Interest Income – income tax refund	(3.57)	(3.44)	(3.80)
Profit on sale of Property, Plant and Equipment (Net)	(0.06)	(0.28)	(0.11)
Interest expense on lease liabilities	42.98	34.89	23.81
Impairment allowance on financial assets	25.90	34.33	5.75
Bad debts written off (Net)	-	0.87	6.51
Liabilities no longer required written back	(29.85)	(7.28)	(10.90)
Net gain on investment carried at fair value through Profit and Loss	(201.80)	(145.99)	(178.49)
	35.24	**176.69**	**93.17**
Operating Profit before Working Capital Changes	505.00	565.84	447.48
Changes in working capital:			
(Increase) in trade receivables	(30.55)	(134.25)	(25.45)
(Increase) / Decrease in other assets	73.72	(94.50)	(60.77)
(Increase) / Decrease in Inventory	(15.59)	9.23	(9.42)
(Increase) in financial assets	(304.85)	-	-
Increase in trade payables	27.27	15.10	26.68
(Decrease) / Increase in current liabilities	66.57	(6.27)	103.98
(Decrease) / Increase in financial liabilities	123.63	(102.25)	31.86
Increase in provision for employee benefits	9.77	10.34	7.73
	(50.03)	**(302.60)**	**74.61**
Cash generated from operations	**454.97**	**263.24**	**522.09**
Income tax (paid) (net)	(102.93)	(91.62)	(170.12)
Net cash generated from Operating Activities	**352.04**	**171.62**	**351.97**
B. CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Property, Plant and Equipment	(54.44)	(48.24)	(24.43)
Proceeds from sale of Property, Plant and Equipment	0.06	0.29	0.27
Purchase of current investments	(6,029.68)	(13,146.22)	(289.87)
Proceeds from Sale of current investments	2,724.01	13,229.63	77.10
Payment made on account of acquisition of subsidiary	-	(15.00)	-
Loan given	(114.50)	(120.46)	(526.50)
Loan recovered	-	-	550.50

(₹ in million)

Particulars	**For the year ended March 31, 2021**	**For the year ended March 31, 2020**	**For the year ended March 31, 2019**
Transfer from / (To) Restricted Bank Balance	-	-	10.33
Fixed deposits with maturity period more than 3 months matured / (placed) (net)	(4.12)	-	-
Interest income received	70.55	18.46	22.49
Net Cash generated (used in) Investing Activities	**(3,408.12)**	**(81.54)**	**(180.11)**
C. CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from issue of instruments in the nature of equity including premium	3,215.70	-	-
Proceeds from issue of equity share capital including premium	1.49	-	-
Interest portion of lease liabilities	(42.98)	(34.89)	(23.81)
Principal portion of lease liabilities	(93.41)	(75.84)	(54.62)
Net Cash generated from /(used in)Financing Activities	**3,080.80**	**(110.73)**	**(78.43)**
Net Increase / (decrease) in cash and cash equivalents	**24.73**	**(20.65)**	**93.43**
Cash and cash equivalents at beginning of the year	**195.21**	**215.86**	**122.43**
Cash and cash equivalents at end of the year	**219.94**	**195.21**	**215.86**

GENERAL INFORMATION

Registered and Corporate Office

CarTrade Tech Limited
12th Floor, Vishwaroop IT Park
Sector 30A, Vashi
Navi Mumbai 400 705
Maharashtra
India
Registration Number: 126237
CIN: U74900MH2000PLC126237

Address of the RoC

Our Company is registered with the RoC situated at the following address:

Registrar of Companies, Maharashtra at Mumbai
100, Everest
Marine Drive
Mumbai 400 002
Maharashtra, India

Company Secretary and Compliance Officer

Lalbahadur Pal
12th Floor, Vishwaroop IT Park
Sector 30A, Vashi
Navi Mumbai 400 705
Maharashtra
India
Tel: +91 22 6739 8888
Email: investor@cartrade.com

Board

As on the date of this Red Herring Prospectus, our Board comprises the following:

Name	Designation	DIN	Address
Vinay Vinod Sanghi	Chairman, Managing Director and Chief Executive Officer	00309085	20, Mistry Court, Dinshaw Vacha Road, Churchgate, Mumbai 400 020
Aneesha Menon	Executive Director and Chief Financial Officer	07779195	C-501/Flora, Tharwani Residency, Sector 6A, Kamothe, Mansarovar, Panvel, Raigad, Navi Mumbai, Maharashtra 410 206
Victor Anthony Perry III	Non-Executive Director	06992828	3633 Tuxedo Rd NW Atlanta, Georgia, USA 30305 1015
Kishori Jayendra Udeshi	Independent Director	01344073	15, Sumit Apartments, 31, Carmichael Road, Cumballa Hill, Mumbai 400 026
Vivek Gul Asrani	Independent Director	00114447	142, Meherdad Building Plot No. 64, G D Somani Marg, Opp President Hotel, Cuffe Parade, Mumbai 400 005
Lakshminarayanan Subramanian	Independent Director	02808698	33, Paschimi Marg, First Floor, Vasant Vihar, South West Delhi, Delhi 110 057

For further details of our Directors, see "*Our Management*" on page 163.

Filing

A copy of the Draft Red Herring Prospectus was filed electronically on the SEBI Intermediary Portal at https://siportal.sebi.gov.in/intermediary/index.html, in accordance with SEBI circular bearing reference SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, and emailed at cfddil@sebi.gov.in. in accordance with the instructions issued by the SEBI on March 27, 2020, in relation to "Easing of Operational Procedure - Division of Issues and Listing – CFD."

A copy of this 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 the Prospectus required to be filed under Section 26 of the Companies Act will be filed with the RoC situated at Registrar of Companies, Maharashtra at Mumbai, 100, Everest, Marine Drive, Mumbai 400 002 and through the electronic portal at http://www.mca.gov.in/mcafoportal/loginvalidateuser.do.

Book Running Lead Managers

Axis Capital Limited
Axis House, 1st Floor
Wadia International Centre
Pandurang Budhkar Marg, Worli
Mumbai 400 025
Maharashtra, India
Tel: +91 22 4325 2183
E-mail: ctpl.ipo@axiscap.in
Investor Grievance ID: complaints@axiscap.in
Website: www.axiscapital.co.in
Contact Person: Simran Gadh
SEBI Registration No.: INM000012029

Citigroup Global Markets India Private Limited
1202, 12th Floor
First International Financial Centre
G-Block C54 and 55
Bandra Kurla Complex, Bandra (East)
Mumbai 400 098
Tel: +91 22 6175 9999
E-mail: cartradeipo@citi.com
Investor Grievance ID: investors.cgmib@citi.com
Website:
www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm
Contact Person: Karan Hundal
SEBI Registration No.: INM000010718

Kotak Mahindra Capital Company Limited
1st Floor, 27 BKC, Plot No. C-27
G Block, Bandra Kurla Complex
Bandra (East)
Mumbai 400 051
Tel: +91 22 4336 0000
E-mail: cartrade.ipo@kotak.com
Investor Grievance ID:
kmccredressal@kotak.com
Website: www.investmentbank.kotak.com
Contact Person: Ganesh Rane
SEBI Registration No.: INM000008704

Nomura Financial Advisory and Securities (India) Private Limited
Ceejay House, Level 11 Plot F, Shivsagar Estate, Dr. Annie Besant Road, Worli
Mumbai 400 018
Maharashtra, India
Tel: +91 22 4037 4037
E-mail: cartradeipo@nomura.com
Investor Grievance ID: investorgrievances-in@nomura.com
Website:www.nomuraholdings.com/company/
group/asia/india/index.html
Contact Person: Vishal Kanjani / Ananya Joshi
SEBI Registration No.: INM000011419

Legal Counsel to our Company as to Indian Law

Cyril Amarchand Mangaldas
3rd Floor, Prestige Falcon Tower
19, Brunton Road, Off M.G. Road
Bengaluru 560 025
Karnataka, India
Tel: +91 80 6792 2000

Legal Counsel to the BRLMs as to Indian Law

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

Legal Counsel to the Investor Selling Shareholders

AZB & Partners
AZB House, Peninsula Corporate Park
Ganpatrao Kadam Marg, Lower Parel
Mumbai 400 013
Tel: + 91 22 6639 6880

U.S. Federal Securities Laws Counsel to the BRLMs

Sidley Austin LLP
Level 31
Six Battery Road
Singapore 049909
Tel: +65 6230 3900

Statutory Auditors to our Company

S.R. Batliboi & Associates LLP
Chartered Accountants
12th floor, The Ruby
29 Senapati Bapat Marg
Dadar (West), Mumbai 400 028
Maharashtra, India
E-mail : SRBA@srb.in
Tel : +91 22 4912 6000
Firm Registration No : 101049W/E300004
Peer Review No : 011169

Except as disclosed below, there has been no change in our auditors in the last three years preceding the date of this Red Herring Prospectus.

Changes in auditors

Below are the changes to our statutory auditors in the last three years:

Particulars	Date of change	Reason for change
S.R. Batliboi & Associates LLP Chartered Accountants 12th floor, The Ruby 29 Senapati Bapat Marg Dadar (West), Mumbai 400 028 Maharashtra, India E-mail : SRBA@srb.in Tel : +91 22 4912 6000 Firm Registration No : 101049W/E300004 Peer Review No : 011169	October 30, 2019	Re-appointment as the Statutory Auditor for a period of five years
S.R. Batliboi & Associates LLP Chartered Accountants 12th floor, The Ruby 29 Senapati Bapat Marg Dadar (West), Mumbai 400 028 Maharashtra, India E-mail : SRBA@srb.in Tel : +91 22 4912 6000 Firm Registration No : 101049W/E300004 Peer Review No : 011169	October 26, 2018	Appointment as the Statutory Auditor on account of casual vacancy due to the resignation of the previous auditor
Deloitte Haskins and Sells LLP Chartered Accountants 32nd Floor, Tower 3	October 22, 2018	Resignation as statutory auditor on account of the Company's cost optimisation exercise

Particulars	Date of change	Reason for change
One International Centre Senapati Bapat Marg Elphinstone (West) Mumbai 400 013 Tel: +91 22 6185 4000 Email: mobengali@deloitte.com Firm Registration Number: 117366W/W-100018 Peer Review Number: 009919		

Registrar to the Offer

Link Intime India Private Limited
C-101, 247 Park, 1st Floor
L.B.S Marg
Vikhroli (West)
Mumbai 400 083
Maharashtra, India
Tel: +91 22 4918 6200
E-mail: cartrade.ipo@linkintime.co.in
Investor grievance email: cartrade.ipo@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Shanti Gopalkrishnan
SEBI Registration No. INR000004058

Syndicate Member

Kotak Securities Limited
4th Floor, 12BKC
G Block, Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Tel: +91 22 6218 5470
E-mail: umesh.gupta@kotak.com
Website: www.kotak.com
Contact Person: Umesh Gupta
SEBI Registration No.: INZ000200137

Banker to the Offer

Escrow Collection Bank/ Refund Bank/ Public Offer Bank/ Sponsor Bank

Axis Bank Limited
Axis Bank Ltd, Fortune 2000,
Ground Floor, Bandra Kurla Complex,
Bandra East, Mumbai 400 051
Telephone: +91 91670 02301
E-mail: bkc.branchhead@axisbank.com
Website: www.axisbank.com
Contact Person: Shruti Khanna
SEBI Registration number: INBI00000017

Bankers to our Company

HDFC Bank
Sandoz House Branch
Dr. Annie Besant Road
Worli
Mumbai 400 018
Email: anurag.singhai@hdfcbank.com
Tel: +91 98204 27163

Website: www.hdfcbank.com
Contact person: Anurag Singhai

Designated Intermediaries

Self-Certified Syndicate Banks

The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, (other than through the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to RIBs using the UPI Mechanism, a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time.

Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI mechanism is provided as 'Annexure A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The said list shall be updated on the SEBI website.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yesand updated 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 http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes 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 Stock Exchanges at www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx? And www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively, as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the 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.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as their name and contact details, is provided on the websites of the 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.

Experts

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

Our Company has received written consent dated July 28, 2021 from S.R. Batliboi & Associates LLP, Chartered Accountants, to include their name as required under section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated July 13, 2021 on our Restated Consolidated Financial Information; and (ii) their report dated May 14, 2021 on the Statement of Special Tax Benefits in this Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Monitoring Agency

As the Offer is an offer for sale of Equity Shares, our Company is not required to appoint a monitoring agency for this Offer.

Appraising Entity

As the Offer is an offer for sale of Equity Shares, our Company will not receive any proceeds from the Offer. Accordingly, no appraising entity has been appointed for the Offer.

Credit Rating

As the Offer is an offer for sale of Equity Shares, there is no credit rating required.

IPO Grading

As the Offer is an offer for sale of Equity Shares, no credit agency registered with SEBI has been appointed in respect of obtaining grading for the Offer.

Trustees

As the Offer is an offer for sale of Equity Shares, the appointment of trustees is not required.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Inter-se allocation of responsibilities

The following table sets forth the inter-se allocation of responsibilities for various activities among the Book Running Lead Managers:

Sr. No.	Activity	Responsibility	Co-ordination
1.	Capital structuring with the relative components and formalities such as composition of debt and equity, type of instruments, and positioning strategy. Due diligence of Company including its operations / management / business plans / legal etc. Drafting and design of Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus. Ensure compliance and completion of prescribed formalities with the Stock Exchanges, SEBI and RoC including finalisation of RHP, Prospectus, Offer Agreement, Syndicate and Underwriting Agreements and RoC filing	Axis, Citi, Kotak, Nomura	Axis
2.	Drafting and approval of all statutory advertisements	Axis, Citi, Kotak, Nomura	Axis
3.	Drafting and approval of all publicity material other than statutory advertisements as mentioned in point 3 above, including corporate advertising and brochures and filing of media compliance report with SEBI.	Axis, Citi, Kotak, Nomura	Nomura
4.	Appointment of intermediaries – Registrar to the Offer, advertising agency, Banker(s) to the Offer, Sponsor Bank, printer and other intermediaries including coordination of all agreements	Axis, Citi, Kotak, Nomura	Citi
5.	Preparation of road show presentation and FAQs for the road show team	Axis, Citi, Kotak, Nomura	Citi
6.	International institutional marketing of the Offer, which will cover, *inter alia*: • Institutional marketing strategy • Finalising the list and division of international investors for one-to-one meetings • Finalising international road show and investor meeting schedules	Axis, Citi, Kotak, Nomura	Nomura
7.	Domestic institutional marketing of the Offer, which will cover, inter alia:	Axis, Citi,	Axis

Sr. No.	Activity	Responsibility	Co-ordination
	• Finalising the list and division of domestic investors for one-to-one meetings • Finalising domestic road show and investor meeting schedules	Kotak, Nomura	
8.	Conduct non-institutional marketing of the Offer	Axis, Citi, Kotak, Nomura	Kotak
9.	Conduct retail marketing of the Offer, which will cover, inter-alia: • Finalising media, marketing, public relations strategy and publicity budget • Finalising collection centres • Finalising centres for holding conferences for brokers etc. • Follow-up on distribution of publicity and Offer material including form, RHP/Prospectus and deciding on the quantum of the Offer material	Axis, Citi, Kotak, Nomura	Kotak
10.	Coordination with Stock Exchanges for book building software, bidding terminals and mock trading and Deposit of 1% security deposit with the designated stock exchange, anchor coordination, anchor CAN and intimation of anchor allocation and preparation of CAN for Anchor Investors	Axis, Citi, Kotak, Nomura	Nomura
11.	Managing the book and finalization of pricing in consultation with Company and Selling Shareholders	Axis, Citi, Kotak, Nomura	Citi
12.	Post-Offer activities, which shall involve essential follow-up with Banker to the Offer and SCSBs to get quick estimates of collection and advising Bank about the closure of the Offer, based on correct figures, finalisation of the basis of allotment based on technical rejections, post Offer stationery and, coordination with various agencies connected with the post-offer activity such as registrar to the offer, bankers to the offer, Sponsor Banks Self-Certified Syndicate Bank including responsibility for underwriting arrangements (as applicable), listing of instruments, demat credit and refunds/ unblocking of funds, announcement of allocation and dispatch of refunds to Bidders, etc., payment of the applicable STT on behalf of Selling Shareholders, coordination for investor complaints related to the Offer, Coordinating with Stock Exchanges and SEBI for submission of all post-Offer reports including the submission of final post issue report and coordination with SEBI and Stock Exchanges for refund of 1% security deposit.	Axis, Citi, Kotak, Nomura	Kotak

Book Building Process

Book Building Process, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of this Red Herring Prospectus, the Bid cum Application Forms and the Revision Forms within the Price Band. The Price Band and minimum Bid Lot size will be decided by our Company, the Major Shareholders and the Investor Selling Shareholders in consultation with the BRLMs, and advertised in all editions of Financial Express, an English national daily newspaper and all editions of Janasatta, a Hindi national daily newspaper and Mumbai edition of Navshakti, a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located) at least two Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Offer Price shall be determined by our Company, the Major Shareholders and the Investor Selling Shareholders in consultation with the BRLMs after the Bid/ Offer Closing Date.

All Bidders, except Anchor Investors, are 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 will be blocked by SCSBs. In addition to this, the RIBs may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are 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 can revise their Bids during the Bid/ Offer Period and withdraw their Bids on or before the Bid/ Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/ Offer Period. Allocation to the Anchor Investors will be on a discretionary basis.

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

For further details on the method and procedure for Bidding, see "*Offer Structure*" and "*Offer Procedure*" on pages 299 and 301, respectively.

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

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 301.

Underwriting Agreement

After the determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC, our Company and the Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered in the Offer. The Underwriting Agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of each of the Underwriters will be several and will be subject to certain conditions specified therein.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares pursuant to the Underwriting Agreement:

(This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC.)

Name, Address, Telephone Number and Email Address of the Underwriters	**Indicative Number of Equity Shares to be Underwritten**	**Amount Underwritten (₹ in million)**
[●]	[●]	[●]

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

In the opinion of our Board, the resources 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 Exchanges. Our Board/ IPO Committee, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment set forth in the table above.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors respectively procured by them in accordance with the Underwriting Agreement. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscribers for or subscribe to the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement. The Underwriting Agreement has not been executed as on the date of this Red Herring Prospectus and will be executed after determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC. The extent of underwriting obligations and the Bids to be underwritten in the Offer shall be as per the Underwriting Agreement.

CAPITAL STRUCTURE

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

(In ₹, except share data)

Sr. No.	Particulars	Aggregate value at face value (₹)	Aggregate value at Offer Price*
A.	**AUTHORIZED SHARE CAPITAL**(1)		
	60,730,000 Equity Shares of face value of ₹10 each	**607,300,000**	-
B.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	45,834,067 Equity Shares of face value of ₹10 each	458,340,670	[●]
C.	**PRESENT OFFER**		
	Offer for Sale of up to 18,532,216 Equity Shares by the Selling Shareholders aggregating up to ₹[●] million(2)(3)	185,322,160	[●]
D.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER**		
	45,834,067 Equity Shares of face value of ₹10 each	458,340,670	
E.	**SECURITIES PREMIUM ACCOUNT**		
	Before and after the Offer	17,722.54 million#	

* *To be included upon finalisation of Offer Price*

\# *As on March 31, 2021. The Company has made further allotments of Equity Shares as disclosed in this section, post March 31, 2021.*

(1) *For details in relation to the changes in the authorised share capital of our Company, see "History and Certain Corporate Matters – Amendments to the Memorandum of Association" on page 151.*

(2) *The Offer has been authorised by our Board of Directors pursuant to the resolution passed at its meeting dated May 13, 2021. The Draft Red Herring Prospectus was approved by our Board pursuant to a resolution passed on May 13, 2021 and by the IPO Committee pursuant to a resolution passed on May 15, 2021. Further, our Board has taken on record the approval for the Offer for Sale by the Selling Shareholders pursuant to its resolution dated May 13, 2021. This Red Herring Prospectus has been approved by our Board pursuant to a resolution passed on July 28, 2021.*

(3) *Each Selling Shareholder, severally and not jointly, confirms that the Offered Shares have been held by such Selling Shareholder for a period of at least one year prior to the filing of the Draft Red Herring Prospectus in accordance with Regulation 8 of the SEBI ICDR Regulations and accordingly, are eligible for the Offer in accordance with the provisions of the SEBI ICDR Regulations. For details on the authorization of each of the Selling Shareholders in relation to their respective Offered Shares, see "The Offer" on page 51.*

Notes to the Capital Structure

1. **Share Capital History of our Company**

(2) ***Equity share capital***

The history of the equity share capital of our Company is set forth in the table below:

Date of allotment*	Number of Equity Shares allotted	Face value per Equity Share (₹)	Offer Price per Equity Share (₹)	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
May 24, 2000	300	10	10	Cash	Allotment pursuant to initial subscription to the Memorandum of Association (1)	300	3,000
December 13, 2002	9,700	10	10	Cash	Further issue(2)	10,000	100,000
October 15, 2009	3,013,834	10	10	Cash	Further issue(3)	3,023,834	30,238,340
October 29, 2009	31,127	10	10	Cash	Further issue(4)	3,054,961	30,549,610
December 8, 2009	100	10	25	Cash	Further issue(5)	3,055,061	30,550,610
December 15, 2010	200	10	81.42	Cash	Further issue(6)	3,055,261	30,552,610

Date of allotment*	Number of Equity Shares allotted	Face value per Equity Share (₹)	Offer Price per Equity Share (₹)	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
September 2, 2011	200	10	138.20	Cash	Further issue[(7)]	3,055,461	30,554,610
October 9, 2014	100	10	301.71	Cash	Private placement[(8)]	3,055,561	30,555,610
October 22, 2014	101,092	10	301.71	Cash	Private placement[(9)]	3,156,653	31,566,530
January 15, 2016	100	10	200	Cash	Private placement[(10)]	3,156,753	31,567,530
January 11, 2017	250,000	10	11	Cash	Allotment under the ESOP 2010[(11)]	3,406,753	34,067,530
January 11, 2017	42,550	10	21	Cash	Allotment under the ESOP 2011[(12)]	3,449,303	34,493,030
November 26, 2020	85,000	10	11	Cash	Allotment under the ESOP 2010[(13)]	3,534,303	35,343,030
March 30, 2021	50,000	10	11	Cash	Allotment under the ESOP 2010[(14)]	3,584,303	35,843,030
April 8, 2021	776,707	10	510	Cash	Conversion of warrants[(15)]	4,361,010	43,610,100
April 8, 2021	140,045	10	596	Cash	Conversion of warrants[(16)]	4,501,055	45,010,550
April 8, 2021	800,000	10	117	Cash	Conversion of warrants[(17)]	5,301,055	53,010,550
April 8, 2021	1,336,310	10	1,376.80	Cash	Private placement[(18)]	6,637,365	66,373,650
July 21, 2021	1,932,120	10	NA	NA	Conversion of Series A Preference Shares[(19)]	8,569,485	85,694,850
July 21, 2021	2,770,456	10	NA	NA	Conversion of Series B Preference Shares [(20)]	11,339,941	113,399,410
July 21, 2021	3,657,066	10	NA	NA	Conversion of Series C Preference Shares [(21)]	14,997,007	149,970,070
July 21, 2021	5,964,300	10	NA	NA	Conversion of Series D Preference Shares[(22)]	20,961,307	209,613,070
July 21, 2021	3,915,644	10	NA	NA	Conversion of Series E Preference Shares[(23)]	24,876,951	248,769,510
July 21, 2021	12,879,955	10	NA	NA	Conversion of Series F Preference Shares[(24)]	37,756,906	377,569,060
July 21, 2021	585,437	10	NA	NA	Conversion of Series F1 Preference Shares[(25)]	38,342,343	383,423,430
July 21, 2021	3,594,499	10	NA	NA	Conversion of Series G Preference Shares[(26)]	41,936,842	419,368,420
July 21, 2021	3,897,225	10	NA	NA	Conversion of Series H Preference Shares[(27)]	45,834,067	458,340,670

[(1)] *Allotment of 100 Equity Shares each to Gul Asrani, Vivek Asrani and Ritika Asrani*

[(2)] *Allotment of 5,000 Equity Shares to Vivek Asrani and 4,700 Equity Shares to Gul Asrani*

(3) *Allotment of 600,000 Equity Shares to Checkmate Holdings Private Limited, 400,000 Equity Shares to Prodigy Investments Private Limited, 600,000 Equity Shares to Project Automobiles (Bombay) Private Limited, 200,000 Equity Shares to Mohan Three Wheelers Private Limited, 50,000 Equity Shares to Vinay Vinod Sanghi jointly with Seena Vinay Sanghi, 50,000 Equity Shares to Bina Vinod Sanghi jointly with Vinay Vinod Sanghi, 50,000 Equity Shares to Viraj Vinod Sanghi jointly with Niki Viraj Sanghi, 50,000 Equity Shares to Vinti Rajesh Gajree jointly with Rajesh Rajkumar Gajree, 95,000 Equity Shares to Rashida Asrani jointly with Kabeer Asrani, 95,000 Equity Shares to Rashida Asrani jointly with Amal Asrani, 75,000 Equity Shares to Arun Sinha, 50,000 Equity Shares to Akshay Shankar, 50,000 Equity Shares to Nick Silderhuis, 192,730 Equity Shares to Austin Ligon, 25,350 Equity Shares to Steve Greenfield, 30,754 Equity Shares to Sumant Mandal, 50,000 Equity Shares to Rahul Khanna, 50,000 Equity Shares to Daniel Edward Neary, 75,000 Equity Shares to Arun Surajprakash Sanghi jointly with Aarti Arun Sanghi, 75,000 Equity Shares to Aarti Arun Sanghi jointly with Arun Surajprakash Sanghi, 50,000 Equity Shares to Ranjan Surajprakash Sanghi jointly with Jayashree Ranjan Sanghi, 50,000 Equity Shares to Rajesh Ranjan Sanghi jointly with Bhairavi Rajesh Sanghi, 50,000 Equity Shares to Jyoti Pramod Ahuja jointly with Pramod Ahuja*

(4) *Allotment of 31,127 Equity Shares to Kamela Paden Armstrong*

(5) *Allotment of 100 Equity Shares to M/s Canaan VIII Mauritius*

(6) *Allotment to 100 Equity Shares each to M/s Canaan VIII Mauritius and Epiphany Overseas Ventures*

(7) *Allotment of 100 Equity Share each to M/s Canaan VIII Mauritius and Tiger Global Six India II Holdings*

(8) *Allotment of 100 Equity Shares to Highdell Investment Ltd*

(9) *Allotment of 101,092 Equity shares to Victor Anthony Perry III*

(10) *Allotment of 100 Equity Shares to Mohit Dubey*

(11) *Allotment of 250,000 Equity Shares to Vinay Vinod Sanghi*

(12) *Allotment of 42,550 Equity Shares to Vinay Vinod Sanghi*

(13) *Allotment of 85,000 Equity Shares to Jeremy Nicholas Williams*

(14) *Allotment of 50,000 Equity Shares to Ravisen Mehra*

(15) *Allotment of 776,707 Equity Shares to Vinay Vinod Sanghi pursuant to the conversion of 776,707 warrants which were issued to him at a price of ₹510 per warrant on December 16, 2016*

(16) *Allotment of 140,045 Equity Shares to Vinay Vinod Sanghi pursuant to the conversion of 140,045 warrants which were issued to him at a price of ₹596 per warrant on December 16, 2016*

(17) *Allotment of 800,000 Equity Shares to Vinay Vinod Sanghi pursuant to the conversion of 800,000 warrants which were issued to him at a price of ₹117 per warrant on September 27, 2014*

(18) *Allotment of 580,485 Equity Shares to Malabar India Fund, 105,543 Equity Shares to Malabar Select Fund, 94,988 Equity Shares Malabar Value Fund, 10,554 Equity Shares to Malabar Midcap Fund and 544,740 Equity Shares IIFL Special Opportunities Fund – Series 8*

(19) *Allotment of 79,300 Equity Shares to William Austin Ligon, 20,000 Equity Shares to Daniel Edward Neary, 1,800,000 Equity Shares to CMDB II, and 32,820 Equity Shares to Highdell Investment Ltd pursuant to conversion of Series A Preference Shares*

(20) *Allotment of 13,85,228 Equity Shares to CMDB II and 13,85,228 Equity Shares MacRitchie Investments Pte. Ltd. Pursuant to conversion of Series B Preference Shares*

(21) *Allotment of 12,79,943 Equity Shares to CMDB II and 23,77,123 Equity shares to Highdell Investment Ltd under conversion of Series C Preference Shares*

(22) *Allotment of 707,641 Equity Shares to CMDB II and 52,56,659 Equity shares to Highdell Investment Ltd pursuant to conversion of Series D Preference Shares*

(23) *Allotment of 5,593,78 Equity Shares to CMDB II, 11,18,755 Equity shares to Highdell Investment Ltd and 22,37,511 Equity Shares to Springfield Venture International pursuant to conversion of Series E Preference Shares*

(24) *Allotment of 5,854,525 Equity Shares to Highdell Investment Ltd, 1,170,905 Equity Shares to Springfield Venture International and 5,854,525 Equity Shares to MacRitchie Investments Pte. Ltd pursuant to conversion of Series F Preference Shares*

(25) *Allotment of 327,845 Equity Shares to Manbro P.E. IV, LP, 222,466 Equity Shares to MSF Private Equity Fund LLC and 35,126 Equity Shares to Foundation Investments of Ohio Ltd pursuant to conversion of Series F1 Preference Shares*

(26) *Allotment of 3,594,499 Equity Shares to MacRitchie Investments Pte. Ltd pursuant to conversion of Series G Preference Shares*

(27) *Allotment of 1,299,075 Equity Shares to MacRitchie Investments Pte. Ltd, 1,299,075 Equity Shares to Highdell Investment Ltd and 1,299,075 Equity Shares to MCP3 SPV LLC pursuant to conversion of Series H Preference Shares.*

** Certain corporate secretarial records and other records in relation to certain allotments which were made prior to the acquisition of shareholding by the current management are not traceable. For details, see “Risk Factors – Some of our secretarial records are not traceable.” On page 39.*

(b) ***Preference Share capital***

The history of the Preference Share capital of our Company is set forth in the table below:

Date of allotment	Number of Preference Shares allotted	Face value per Preference Share (₹)	Issue Price per Preference Share (₹)	Nature of consideration	Nature of allotment	Cumulative number of Preference Shares	Cumulative paid-up Preference Share capital (₹)
Series A Preference Shares							
December 8, 2009	1,800,000	10	25	Cash	Further issue of Series A Preference Shares(1)	1,800,000	18,000,000
January 11, 2010	132,120	10	25	Cash	Further issue of Series A Preference Shares(2)	1,932,120	19,321,200
July 21, 2021	1,932,120	10	NA	NA	Conversion of Series A Preference Shares*	-	-
Total (A)						-	-
Series B Preference Shares							
December 15, 2010	2,770,456	10	81.42	Cash	Further issue of Series	2,770,456	27,704,560

Date of allotment	Number of Preference Shares allotted	Face value per Preference Share (₹)	Issue Price per Preference Share (₹)	Nature of consideration	Nature of allotment	Cumulative number of Preference Shares	Cumulative paid-up Preference Share capital (₹)
					B Preference Shares(3)		
July 21, 2021	2,770,456	10	NA	NA	Conversion of Series B Preference Shares*	-	-
Total (B)						-	-
Series C Preference Shares							
September 2, 2011	3,657,066	10	138.20	Cash	Further issue of Series C Preference Shares(4)	3,657,066	36,570,660
July 21, 2021	3,657,066	10	NA	NA	Conversion of Series C Preference Shares*	-	-
Total (C)						-	-
Series D Preference Shares							
October 9, 2014	5,964,300	10	301.71	Cash	Preferential allotment of Series D Preference Shares(5)	5,964,300	59,643,000
July 21, 2021	5,964,300	10	NA	NA	Conversion of Series D Preference Shares*	-	-
Total (D)						-	-
Series E Preference Shares							
August 4, 2015	1,508,349	10	631.49	Cash	Preferential allotment and private placement of Series E Preference Shares(6)	1,508,349	15,083,490
August 25, 2015	2,011,133	10	631.48	Cash	Preferential allotment and private placement of Series E Preference Shares(7)	3,519,482	3,519,4820
July 21, 2021	3,519,482	10	NA	NA	Conversion of Series E Preference Shares*	-	-
Total (E)						-	-
Series F Preference Shares							
January 12, 2016	12,879,955	10	567.60	Cash	Preferential allotment and private placement of Series F Preference Shares(8)	12,879,955	128,799,550
July 21, 2021	12,879,955	10	NA	NA	Conversion of Series F Preference Shares*	-	-
Total (F)						-	-
Series F1 Preference Shares							
April 29, 2016	585,437	10	567.61	Cash	Preferential allotment and private placement of Series F1 Preference Shares(9)	585,437	5,854,370
July 21, 2021	585,437	10	NA	NA	Conversion of Series F1 Preference Shares*	-	-
Total (G)							
Series G Preference Shares							
February 3, 2017	3,594,499	10	674.06	Cash	Preferential allotment and private placement of Series G Preference Shares(10)	3,594,499	35,944,990
July 21, 2021	3,594,499	10	NA	NA	Conversion of Series G Preference Shares*	-	-
Total (H)						-	-
Series H Preference Shares							
June 5, 2020	1,948,614	10	825.13	Cash	Preferential allotment and private placement of Series H Preference Shares(11)	1,948,614	19,486,140

Date of allotment	Number of Preference Shares allotted	Face value per Preference Share (₹)	Issue Price per Preference Share (₹)	Nature of consideration	Nature of allotment	Cumulative number of Preference Shares	Cumulative paid-up Preference Share capital (₹)
October 1, 2020	1,948,611	10	825.13	Cash	Preferential allotment and private placement of Series H Preference Shares(12)	3,897,225	38,972,250
July 21, 2021	3,897,225	10	NA	NA	Conversion of Series H Preference Shares*	-	-
Total (I)						-	-
Total (A+B+C+D+E+F+G+H+I)						-	-

(1) *Allotment of 1,800,000 Series A Preference Shares to Canaan VIII Mauritius. All Series A Preference Shares were converted to Equity Shares on July 21, 2021, and there are no outstanding Series A Preference Shares as on the date of this Red Herring Prospectus.**

(2) *Allotment of 79,300 Series A Preference Shares to Austin Ligon, 20,000 Series A Preference Shares to Rahul Khanna, 12,820 Series A Preference Shares to Sumant Mandal, 20,000 Series A Preference Shares to Daniel Edward Neary. All Series A Preference Shares were converted to Equity Shares on July 21, 2021, and there are no outstanding Series A Preference Shares as on the date of this Red Herring Prospectus.**

(3) *Allotment of 1,385,228 Series B Preference Shares were allotted to Canaan VIII Mauritius, 1,385,228 Series B Preference Shares to Epiphany Overseas Ventures. All Series B Preference Shares were converted to Equity Shares on July 21, 2021, and there are no outstanding Series B Preference Shares as on the date of this Red Herring Prospectus.**

(4) *Allotment of 1,279,943 Series C Preference Shares to Canaan VIII Mauritius and 2,377,123 Series C Preference Shares to Tiger Global Six India II Holdings. All Series C Preference Shares were converted to Equity Shares on July 21, 2021, and there are no outstanding Series C Preference Shares as on the date of this Red Herring Prospectus.**

(5) *Allotment of 4,549,018 Series D Preference Shares to Highdell Investment Ltd, 707,641 Series D Preference Shares to Canaan VIII Mauritius, 707,641 Series D Preference Shares to Tiger Global Six India II Holdings. All Series D Preference Shares were converted to Equity Shares on July 21, 2021, and there are no outstanding Series D Preference Shares as on the date of this Red Herring Prospectus.**

(6) *Allotment of 1,005,566 Series E Preference Shares to Highdell Investment Ltd, and 502,783 Series E Preference Shares to CMDB II. All Series E Preference Shares were converted to Equity Shares on July 21, 2021, and there are no outstanding Series E Preference Shares as on the date of this Red Herring Prospectus.**

(7) *Allotment of 2,011,133 Series E Preference Shares to Springfield Venture International. All Series E Preference Shares were converted to Equity Shares on July 21, 2021, and there are no outstanding Series E Preference Shares as on the date of this Red Herring Prospectus.**

(8) *Allotment of 5,854,525 Series F Preference Shares to Highdell Investment Ltd, 1,170,905 Series F Preference Shares to Springfield Venture International and 5,854,525 Series F Preference Shares to MacRitchie Investments Pte. Ltd. All Series F Preference Shares were converted to Equity Shares on July 21, 2021, and there are no outstanding Series F Preference Shares as on the date of this Red Herring Prospectus.**

(9) *Allotment of 35,126 Series F1 Preference Shares to Foundation Investments of Ohio Limited, 327,845 Series F1 Preference Shares to Manbro P.E. IV, LP and 222,466 Series F1 Preference Shares to MSF Private Equity Fund LLC. All Series F1 Preference Shares were converted to Equity Shares on July 21, 2021, and there are no outstanding Series F1 Preference Shares as on the date of this Red Herring Prospectus.**

(10) *Allotment of 3,594,499 Series G Preference Shares to MacRitchie Investments Pte. Ltd. All Series G Preference Shares were converted to Equity Shares on July 21, 2021, and there are no outstanding Series G Preference Shares as on the date of this Red Herring Prospectus.**

(11) *Allotment of 649,538 Series H Preference Shares to MacRitchie Investments Pte. Ltd.; 649,538 Series H Preference Shares to Highdell Investment Ltd and 649,538 Series H Preference Shares to MCP3 SPV LLC. All Series H Preference Shares were converted to Equity Shares on July 21, 2021, and there are no outstanding Series H Preference Shares as on the date of this Red Herring Prospectus.**

(12) *Allotment of 649,537 Series H Preference Shares to MacRitchie Investments Pte. Ltd.; 649,537 Series H Preference Shares to Highdell Investment Ltd and 649,537 Series H Preference Shares were to MCP3 SPV LLC. All Series H Preference Shares were converted to Equity Shares on July 21, 2021, and there are no outstanding Series H Preference Shares as on the date of this Red Herring Prospectus.**

**38,800,540 Preference Shares were converted to 39,196,702 Equity Shares on July 21, 2021 pursuant to the terms and conditions of the Preference Shares. For details of the allottees, see "Capital Structure – Notes to the Capital Structure – Share Capital History of our Company – Equity Share capital" on page 67.*

As of the date of this Red Herring Prospectus, our Company does not have any outstanding preference share capital.

2. **Offer of specified securities at a price lower than the Offer Price in the last year**

a) Our Company has issued Equity Shares during a period of one year preceding the date of this Red Herring Prospectus, that may be at a price lower than the Offer Price.

Date of allotment	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Reason for allotment
November 26, 2020	85,000	10	11	Cash	Allotment under the ESOP 2010[(1)]
March 30, 2021	50,000	10	11	Cash	Allotment under the ESOP 2010[(2)]
April 8, 2021	776,707	10	510	Cash	Conversion of warrants[(3)]
April 8, 2021	140,045	10	596	Cash	Conversion of warrants[(4)]
April 8, 2021	800,000	10	117	Cash	Conversion of warrants[(5)]
April 8, 2021	1,336,310	10	1,376.80	Cash	Private placement[(6)]
July 21, 2021	1,932,120	10	NA	NA	Conversion of Series A Preference Shares[(7)]
July 21, 2021	2,770,456	10	NA	NA	Conversion of Series B Preference Shares [(8)]
July 21, 2021	3,657,066	10	NA	NA	Conversion of Series C Preference Shares [(9)]
July 21, 2021	5,964,300	10	NA	NA	Conversion of Series D Preference Shares[(10)]
July 21, 2021	3,915,644	10	NA	NA	Conversion of Series E Preference Shares[(11)]
July 21, 2021	12,879,955	10	NA	NA	Conversion of Series F Preference Shares[(12)]
July 21, 2021	585,437	10	NA	NA	Conversion of Series F1 Preference Shares[(13)]
July 21, 2021	3,594,499	10	NA	NA	Conversion of Series G Preference Shares[(14)]
July 21, 2021	3,897,225	10	NA	NA	Conversion of Series H Preference Shares[(15)]

(1) Allotment of 85,000 Equity Shares to Jeremy Nicholas Williams
(2) Allotment of 50,000 Equity Shares to Ravisen Mehra
(3) Allotment of 776,707 Equity Shares to Vinay Vinod Sanghi
(4) Allotment of 140,045 Equity Shares to Vinay Vinod Sanghi
(5) Allotment of 800,000 Equity Shares to Vinay Vinod Sanghi
(6) Allotment of 580,485 Equity Shares to Malabar India Fund, 105,543 Equity Shares to Malabar Select Fund, 94,988 Equity Shares Malabar Value Fund, 10,554 Equity Shares to Malabar Midcap Fund and 544,740 Equity Shares to IIFL Special Opportunities Fund – Series 8
(7) Allotment of 79,300 Equity Shares to William Austin Ligon, 20,000 Equity Shares to Daniel Edward Neary, 1,800,000 Equity Shares to CMDB II, and 32,820 Equity Shares to Highdell Investment Ltd pursuant to conversion of Series A Preference Shares
(8) Allotment of 13,85,228 Equity Shares to CMDB II and 13,85,228 Equity Shares MacRitchie Investments Pte. Ltd. pursuant to conversion of Series B Preference Shares
(9) Allotment of 12,79,943 Equity Shares to CMDB II and 23,77,123 Equity shares to Highdell Investment Ltd under conversion of Series C Preference Shares
(10) Allotment of 707,641 Equity Shares to CMDB II and 52,56,659 Equity shares to Highdell Investment Ltd pursuant to conversion of Series D Preference Shares
(11) Allotment of 5,593,78 Equity Shares to CMDB II, 11,18,755 Equity shares to Highdell Investment Ltd and 22,37,511 Equity Shares to Springfield Venture International pursuant to conversion of Series E Preference Shares
(12) Allotment of 5,854,525 Equity Shares to Highdell Investment Ltd, 1,170,905 Equity Shares to Springfield Venture International and 5,854,525 Equity Shares to MacRitchie Investments Pte. Ltd pursuant to conversion of Series F Preference Shares
(13) Allotment of 327,845 Equity Shares to Manbro P.E. IV, LP, 222,466 Equity Shares to MSF Private Equity Fund LLC and 35,126 Equity Shares to Foundation Investments of Ohio Ltd pursuant to conversion of Series F1 Preference Shares
(14) Allotment of 3,594,499 Equity Shares to MacRitchie Investments Pte. Ltd pursuant to conversion of Series G Preference Shares
(15) Allotment of 1,299,075 Equity Shares to MacRitchie Investments Pte. Ltd, 1,299,075 Equity Shares to Highdell Investment Ltd and 1,299,075 Equity Shares to MCP3 SPV LLC pursuant to conversion of Series H Preference Shares.

b) Our Company has issued Preference Shares during a period of one year preceding the date of this Red Herring Prospectus, that may be at a price lower than the Offer Price.

Date of allotment	Number of preference shares allotted*	Face value per preference share (₹)	Issue price per preference share (₹)	Nature of consideration	Reason for allotment
October 1, 2020	1,948,611	10	825.13	Cash	Preferential allotment of Series H Preference Shares[(1)]

(1) *Allotment of 649,537 Series H Preference Shares to MacRitchie Investments Pte. Ltd.; 649,537 Series H Preference Shares to Highdell Investment Ltd and 649,537 Series H Preference Shares were to MCP3 SPV LLC. All Series H Preference Shares were converted to Equity Shares on July 21, 2021, and there are no outstanding Series H Preference Shares as on the date of this Red Herring Prospectus.**

** 38,800,540 Preference Shares were converted to 39,196,702 Equity Shares on July 21, 2021 pursuant to the terms and conditions of the Preference Shares. For details of the allottees, see "Capital Structure – Notes to the Capital Structure – Share Capital History of our Company – Equity Share capital" on page 67.*

3. **Offer of shares for consideration other than cash or out of revaluation of reserves**

(a) Our Company has not issued any Equity Shares out of revaluation of reserves since its incorporation.

(b) Our Company has not issued any Equity Shares for consideration other than cash as on the date of this Red Herring Prospectus.

4. **Offer of Equity Shares pursuant to schemes of arrangement**

Our Company has not allotted any Equity Shares pursuant to a scheme of amalgamation approved under Section 391 to 394 of the Companies Act, 1956 or Sections 230 to 234 of the Companies Act, 2013.

5. **Shareholding Pattern of our Company**

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

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid-up Equity Shares held (IV)	Number of Partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) =(IV)+(V)+ (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			Number of 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 dematerialized form* (XIV)
								Number of Voting Rights: Class: Equity Shares	Number of Voting Rights: Total	Total as a % of (A+B+ C)			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
(A)	**Promoter and Promoter Group**	-	-	-	-	-	-	-	-	-	-	-	-		-		-
(B)	**Public**	31	45,834,067	-	-	45,834,067	100	45,834,067	45,834,067	100	-	100	-		-		45,723,617
(C)	**Non Promoter-Non Public**	-	-	-	-	-	-	-	-	-	-	-	-		-		-
(C1)	**Shares underlying depository receipts**	-	-	-	-	-	-	-	-	-	-	-	-		-		-
(C2)	**Shares held by employee trusts**	-	-	-	-	-	-	-	-	-	-	-	-		-		-
	Total (A+B+C)	31	45,834,067	-	-	45,834,067	100	45,834,067	45,834,067	100	-	100	-		-		45,723,617

** 38,800,540 Preference Shares were converted to 39,196,702 Equity Shares on July 21, 2021 pursuant to the terms and conditions of the Preference Shares. For details of the allottees, see "Capital Structure – Notes to the Capital Structure – Share Capital History of our Company – Equity Share capital" on page 67.*

6. **Details of equity shareholding of the major Shareholders of our Company**

(i) The Shareholders holding 1% or more of the paid-up Equity Share capital on a full diluted basis, of our Company and the number of shares held by them as on the date of this Red Herring Prospectus are set forth in the table below:

S. No.	Name of the Shareholder	No. of Equity Shares on a fully diluted basis*	Percentage of the Pre-Offer shareholding (%) on a fully diluted basis*
1.	Highdell Investment Ltd	16,550,938	34.44
2.	MacRitchie Investments Pte. Ltd.	12,725,977	26.48
3.	CMDB II	5,732,490	11.93
4.	Springfield Venture International	3,408,416	7.09
5.	Vinay Vinod Sanghi(1)	1,711,581*	3.56
6.	MCP3 SPV LLC	1,299,075	2.70
7.	Shree Krishna Trust	700,050	1.46
8.	Malabar India Fund	580,485	1.21
9.	IIFL Special Opportunities Fund – Series 8	544,740	1.13
10.	Mohit Kumar Dubey	500,100*	1.04
	Total	**43,753,852**	**91.03**

**Including 280,768 vested options held by Vinay Vinod Sanghi, 500,000 vested options held by Mohit Kumar Dubey*

(1) Jointly held with Seena Vinay Sanghi, who is the second holder

(2) Jointly held with Vinay Vinod Sanghi, who is the second holder

(ii) The Shareholders who held 1% or more of the paid-up Equity Share capital on a full diluted basis, of our Company and the number of shares held by them 10 days prior to the date of this Red Herring Prospectus are set forth in the table below:

S. No.	Name of the Shareholder	No. of Equity Shares	Percentage (%) of total shareholding	No. of Equity Shares on a fully diluted basis*	Percentage of the Pre-Offer shareholding (%) on a fully diluted basis*
1.	Highdell Investment Ltd	611,981	9.22	16,550,938	34.44
2.	MacRitchie Investments Pte. Ltd.	592,650	8.93	12,725,977	26.48
3.	CMDB II	300	0.00	5,732,490	11.93
4.	Springfield Venture International	-	-	34,08,416	7.09
5.	Vinay Vinod Sanghi(1)	1,430,813	21.56	1,711,581#	3.56
6.	MCP3 SPV LLC	-	-	1,299,075	2.70
7.	Shree Krishna Trust	700,050	10.55	700,050	1.46
8.	Malabar India Fund	580,485	8.75	580,485	1.21
9.	IIFL Special Opportunities Fund – Series 8	5,44,740	8.21	544,740	1.13
10.	Mohit Kumar Dubey	100	0.00	500,100#	1.04
11.	India Acorn Fund Ltd	395,785	5.96	395,785	0.82
12.	Malabar Select Fund	369,400	5.57	369,400	0.77
13.	Victor Anthony Perry III	101,092	1.52	351,092#	0.73
14.	Ashoka India Equity Investment Trust PLC	343,014	5.17	343,014	0.71
15.	Austin Ligon	192,730	2.90	272,030	0.57
16.	Jeremy Nicholas Williams	85,000	1.28	122,500#	0.25
17.	Bina Vinod Sanghi(2)	183,333	2.76	183,333	0.38
18.	Malabar Value Fund	94,988	1.43	94,988	0.20
19.	Arun Sinha	75,000	1.13	75,000	0.16
	Total	**6,301,461**	**94.94**	**45,960,994**	**95.63**

**Including the conversion of the Preference Shares, and assuming exercise of vested stock options. 38,800,540 Preference Shares were converted to 39,196,702 Equity Shares on July 21, 2021 pursuant to the terms and conditions of the Preference Shares. For details of the allottees, see "Capital Structure – Notes to the Capital Structure – Share Capital History of our Company – Equity Share capital" on page 67.*

#Including 280,768 vested stock options held by Vinay Vinod Sanghi, 500,000 vested stock options held by Mohit Kumar Dubey, 250,000 vested stock options held by Victor Anthony Perry III and 37,500 vested stock options held by Jeremy Nicholas Williams.

(1) Jointly held with Seena Vinay Sanghi, who is the second holder

(2) Jointly held with Vinay Vinod Sanghi, who is the second holder

(iii) The Shareholders who held 1% or more of the paid-up Equity Share capital on a full diluted basis, of our Company and the number of shares held by them one year prior to the date of this Red Herring Prospectus are set forth in the table below:

S. No.	Name of the Shareholder	No. of Equity Shares	Percentage (%) of total shareholding	No. of Equity Shares on a fully diluted basis*	Percentage of the Pre-Offer shareholding (%) on a fully diluted basis*
1.	Highdell Investment Ltd	611,981	17.74	15,901,401	35.48
2.	MacRitchie Investments Pte. Ltd.	592,650	17.18	12,076,440	26.94

S. No.	Name of the Shareholder	No. of Equity Shares	Percentage (%) of total shareholding	No. of Equity Shares on a fully diluted basis*	Percentage of the Pre-Offer shareholding (%) on a fully diluted basis*
3.	CMDB II	300	0.01	5,732,490	12.79
4.	Springfield Venture International	-	-	3,408,416	7.60
5.	Vinay Vinod Sanghi	-	-	1,716,752^	3.83
6.	Vinay Vinod Sanghi(1)	450,050	13.05	730,818#	1.63
7.	Shree Krishna Trust	700,050	20.30	700,050	1.56
8.	Mohit Kumar Dubey	100	0.00	500,100#	1.12
9.	Bina Vinod Sanghi(2)	450,000	13.05	450,000	1.00
10.	Victor Anthony Perry III	101,092	2.93	351,092#	0.78
11.	Austin Ligon	192,730	5.59	272,030	0.61
12.	Akshay Shankar	50,000	1.45	262,500#	0.59
13.	Arun Sinha	75,000	2.17	75,000	0.17
14.	Daniel Edward Neary	50,000	1.45	70,000	0.16
15.	Viraj Vinod Sanghi (3)	50,000	1.45	50,000	0.11
16.	Vinti Rajesh Gajree(4)	50,000	1.45	50,000	0.11
17.	MCP3 SPV LLC	-	-	649,538	1.45
18.	Patni Wealth Advisors LLP	34,800	1.01	34,800	0.08
	Total	**3,408,753**	**98.82**	**43,031,427**	**96.01**

**Including the conversion of the Preference Shares, and exercise of vested stock options. 38,800,540 Preference Shares were converted to 39,196,702 Equity Shares on July 21, 2021 pursuant to the terms and conditions of the Preference Shares. For details of the allottees, see "Capital Structure – Notes to the Capital Structure – Share Capital History of our Company – Equity Share capital" on page 67.*
#Including 280,768 vested stock options held by Vinay Vinod Sanghi, 500,000 vested stock options held by Mohit Kumar Dubey, 250,000 vested stock options held by Victor Anthony Perry III and 212,500 vested stock options held by Akshay Shankar
^Includes the warrants that were previously held by Vinay Vinod Sanghi and which have been converted to 1,716,752 Equity Shares as on the date of the Draft Red Herring Prospectus and this Red Herring Prospectus
(1) *Jointly held with Seena Vinay Sanghi, who is the second holder*
(2) *Jointly held with Vinay Vinod Sanghi, who is the second holder*
(3) *Jointly held with Niki Viraj Sanghi, who is the second holder*
(4) *Jointly held with Vinay Vinod Sanghi, who is the second holder*

(iv) The Shareholders who held 1% or more of the paid-up Equity Share capital on a full diluted basis, of our Company and the number of shares held by them two years prior to the date of this Red Herring Prospectus are set forth in the table below:

S. No.	Name of the Shareholder	No. of Equity Shares	Percentage (%) of total shareholding	No. of Equity Shares on a fully diluted basis*	Percentage of the Pre-Offer shareholding (%) on a fully diluted basis*
1.	Highdell Investment Ltd	611,981	17.74	15,251,863	35.69
2.	MacRitchie Investments Pte. Ltd.	592,650	17.18	11,426,902	26.74
3.	CMDB II	300	0.01	57,32,490	13.42
4.	Springfield Venture International	-	-	34,08,416	7.98
5.	Vinay Vinod Sanghi	-	-	1,716,752^	4.02
6.	Vinay Vinod Sanghi(1)	450,050	13.05	730,818#	1.71
7.	Shree Krishna Trust	700,050	20.30	700,050	1.64
8.	Mohit Kumar Dubey	100	0.00	500,100#	1.17
9.	Bina Vinod Sanghi(2)	450,000	13.05	450,000	1.05
10.	Victor Anthony Perry III	101,092	2.93	351,092#	0.82
11.	Austin Ligon	192,730	5.59	272,030	0.64
12.	Akshay Shankar	50,000	1.45	250,000#	0.59
13.	Arun Sinha	75,000	2.17	75,000	0.18
14.	Daniel Edward Neary	50,000	1.45	70,000	0.16
15.	Viraj Vinod Sanghi(3)	50,000	1.45	50,000	0.12
16.	Vinti Rajesh Gajree(4)	50,000	1.45	50,000	0.12
17.	Patni Wealth Advisors LLP	34,800	1.01	34,800	0.08
	Total	**3,408,753**	**98.82**	**41,070,313**	**96.12**

**Including the conversion of the Preference Shares, and exercise of vested stock options. * 38,800,540 Preference Shares were converted to 39,196,702 Equity Shares on July 21, 2021 pursuant to the terms and conditions of the Preference Shares. For details of the allottees, see "Capital Structure – Notes to the Capital Structure – Share Capital History of our Company – Equity Share capital" on page 67.*
#Including 280,768 vested options held by Vinay Vinod Sanghi, 500,000 vested options held by Mohit Kumar Dubey, 250,000 vested options held by Victor Anthony Perry III and 200,000 vested stock options held by Akshay Shankar.
^Includes the warrants that were previously held by Vinay Vinod Sanghi and which have been converted to 1,716,752 Equity Shares as on the date of the Draft Red Herring Prospectus and this Red Herring Prospectus
(1) *Jointly held with Seena Vinay Sanghi, who is the second holder.*

(2) *Jointly held with Vinay Vinod Sanghi, who is the second holder.*
(3) *Jointly held with Niki Viraj Sanghi, who is the second holder.*
(4) *Jointly held with Vinay Vinod Sanghi, who is the second holder.*

7. **Details of Equity Shares held by our Directors and Key Managerial Personnel**

Except as disclosed below, our Directors and Key Managerial Personnel do not hold any Equity Shares in our Company:

S. No.	Name	No. of Equity Shares	Percentage of the pre-Offer Equity Share Capital (%)	Total holding including Equity Shares, vested and unvested stock options
A.	**Directors**			
1.	Vinay Vinod Sanghi*	1,430,813	21.56	3,711,581
2.	Aneesha Menon	Nil	Nil	160,000
3.	Victor Anthony Perry III	101,092	1.52	351,092
	Total (A)	**1,531,905**	**23.08**	**4,222,673**
B.	**Key Managerial Personnel**			
1.	Lalbahadur Pal	Nil	Nil	10,000
2.	Banwari Lal Sharma	Nil	Nil	250,000
3.	Akshay Shankar	50,000	0.75	300,000
4.	Vikram Alva	Nil	Nil	150,000
	Total (B)	**50,000**	**0.75**	**710,000**
Total (A+B)		**1,581,905**	**23.83**	**4,932,673**

**Jointly held with Seena Vinay Vinod Sanghi, who is the second holder.*

Our Company has entered into employee stock option agreements with certain Directors and Key Managerial Personnel pursuant to which options have been granted to them under the ESOP Plans. The terms and conditions under such employee stock option agreements are aligned with the provisions of the ESOP Plans.

8. **Details of Equity Share lock-in**

a) *Details of share capital locked in for three years*

Our Company is a professionally managed company and does not have an identifiable promoter either in terms of the SEBI ICDR Regulations or the Companies Act, 2013. Accordingly, in terms of the SEBI ICDR Regulations, there is no requirement of promoter's contribution in this Offer and none of the Equity Shares will be locked in for a period of three years pursuant to the Offer.

b) *Details of share capital locked in for a year from the date of Allotment*

The entire pre-Offer Equity Share capital of our Company will be locked-in for a period of one year from the date of Allotment, including any unsubscribed portion of the Offer for Sale, except for (i) the Equity Shares sold pursuant to the Offer for Sale; (ii) any Equity Shares allotted to the employees of our Company under the ESOP Plans prior to the Offer, as applicable; and (iii) any Equity Shares held by a VCF or Category I AIF or Category II AIF or FVCI, as applicable, provided that such Equity Shares shall be locked in for a period of at least one year from the date of purchase by such shareholders. Further, any unsold portion of the Equity Shares offered pursuant to the Offer for Sale will be locked-in as required under the SEBI ICDR Regulations.

In terms of the SEBI ICDR Regulations, the Equity Shares held by any person and locked-in for a period of one year from the date of Allotment in the Offer may be transferred to any other person holding the Equity Shares which are locked-in, subject to continuation of the lock-in in the hands of transferees for the remaining period (and such transferees shall not be eligible to transfer until the expiry of the lock-in period) and compliance with the Takeover Regulations.

c) *Lock-in of the Equity Shares to be allotted, if any, to the Anchor Investors*

Any Equity Shares allotted to Anchor Investors shall be locked-in for a period of 30 days from the date of Allotment.

9. Vinay Vinod Sanghi purchased 1,716,752 Equity Shares pursuant to conversion of warrants held by him as disclosed in " – *Notes to the Capital Structure – Share Capital History of our Company – Equity share capital*" on page 67 and sold 263,857 Equity Shares, 343,014 Equity Shares and 395,785 Equity Shares to Malabar Select Fund, Ashoka India Equity Investment Trust PLC and India Acron Fund Limited, respectively on April 23, 2021. Other than Vinay Vinod Sanghi, none of our Directors or their relatives have purchased or sold any securities of our Company during the period of six months immediately preceding the date of filing of the Draft Red Herring Prospectus and this Red Herring Prospectus.

10. As of the date of the filing of this Red Herring Prospectus, the total number of our Shareholders is 31.

11. There are no partly paid-up Equity Shares as on the date of this Red Herring Prospectus and all Equity Shares were fully paid-up as on the date of allotment.

12. Neither our Company, nor any of our Directors have entered into any buy-back arrangements for purchase of Equity Shares from any person. Further, the Book Running Lead Managers have not made any buy-back arrangements for purchase of Equity Shares from any person.

13. As on the date of this Red Herring Prospectus, the Book Running Lead Managers and their respective associates, as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, do not hold any Equity Shares.

14. No person connected with the Offer, including, but not limited to, the members of the Syndicate, our Company, the Directors, shall offer or make payment of any incentive, direct or indirect, in the nature of discount, commission and allowance, except for fees or commission for services rendered in relation to the Offer, in any manner, whether in cash or kind or services or otherwise, to any Bidder for making a Bid.

15. Except for Equity Shares that may be allotted pursuant to the exercise of employee stock options granted under the ESOP Plans, there will be no further issue of Equity Shares whether by way of issue of bonus shares, rights issue, preferential issue or any other manner during the period commencing from the date of filing of the Draft Red Herring Prospectus until the listing of the Equity Shares on the BSE and NSE pursuant to the Offer or all application moneys have been refunded to the Anchor Investors, or the application moneys are unblocked in the ASBA Accounts on account of non-listing, under-subscription etc., as the case may be this is in the event there is a failure of the offer.

16. There have been no financing arrangements whereby 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 a period of six months preceding the date of filing of the Draft Red Herring Prospectus and this Red Herring Prospectus.

17. Our Company presently does not intend or propose 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 any issuance of Equity Shares, pursuant to the exercise of employee stock options under the ESOP Plans.

18. Except for the outstanding options granted under the ESOP Plans,there are no outstanding convertible securities or any other right which would entitle any person any option to receive Equity Shares as on the date of this Red Herring Prospectus.

19. Any oversubscription to the extent of 1% of the Offer size can be retained for the purposes of rounding off to the nearest multiple of minimum allotment lot while finalizing the Basis of Allotment.

20. **ESOP Plan**

a) *ESOP 2010*

Our Company, pursuant to the resolutions passed by our Board on June 29, 2010, adopted the ESOP 2010. The ESOP 2010 was amended by the Board pursuant to the resolution passed at its meetings held on January 16, 2012 and further amended pursuant the Board resolution dated March 30, 2021, and by the Shareholders pursuant to special resolution passed at the general meeting of our Company held on March 31, 2021. The purpose of the ESOP 2010 is to motivate employees to contribute to the growth and profitability of the Company, and to attract and retain talent in the organization. The aggregate number of Equity Shares issued under the ESOP 2010, upon exercise, shall not exceed 554,131 Equity Shares at such price and on such terms and conditions as may be fixed or determined by the Board.

The vesting period under the ESOP 2010 plan is, not less than one year and not more than five years from the date of grant of the ESOP.

The exercise period under the ESOP 2010 plan is within a period of three years from the date of vesting.

Further, 106,631 ungranted options aggregating to 106,631 Equity Shares upon exercise, have been transferred to the ESOP 2021 I, pursuant to the Board and Shareholders resolutions dated March 30, 2021 and March 31, 2021. There will be no further grants made under ESOP 2010.

Particulars	Total
Options granted	485,000
Options vested (excluding options that have been exercised)	62,500
Options exercised	385,000
Total number of Equity Shares that would arise as a result of full exercise of options granted (net of cancelled options)	385,000
Options forfeited/lapsed/cancelled	37,500
Money realised by exercise of options	₹4,235,000

Particulars	Total
Total number of options in force	62,500

Particulars	From April 1, 2021 till the date of the RHP	Fiscal 2021	Fiscal 2020	Fiscal 2019
Options granted	-	-	-	-
Exercise Price (in ₹)	-	-	-	-
Options vested and not exercised	62,500	62,500	197,500	197,500
Options exercised	-	1,35,000	-	-
The total number of Equity Shares arising as a result of exercise of options	-	1,35,000	-	-
Options forfeited/lapsed	-	-	-	-
Variation of terms of options	None	None	None	None
Money realized by exercise of options	-	14,85,000	-	-
Total number of options in force	62,500	62,500	197,500	197,500
Employee-wise detail of options granted to:				
i. Key managerial personnel	Not Applicable			
ii. 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	Not Applicable			
a) iii. Identified employees who were granted options during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant	Not Applicable			
Fully diluted Earnings per Equity Share – (face value of ₹10 per Equity Share) pursuant to issue of Equity Shares on exercise of options calculated in accordance with the applicable accounting standard for 'Earnings per Share'	Not Applicable	19.19	5.07	3.87
Lock-in	Not Applicable			
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 Earnings per Equity Share – (face value ₹ 10 per Equity Share)	Since the Company has prepared its Restated Consolidated Financial Information under Ind-AS, employee compensation cost has been calculated using fair value of stock options and hence there is no difference arising from the fair value of stock options over the intrinsic value of stock options.			
Description of the pricing formula method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option	The Black Scholes Valuation Model			

	March 31, 2021	March 31, 2020	March 31, 2019
Weighted average remaining contractual life	0.30	0.87	1.87
Weighted average Exercise price of options on the date of grant	19.06	19.16	19.16

Particulars	From April 1, 2021 till the date of the RHP	Fiscal 2021	Fiscal 2020	Fiscal 2019
Impact on profit and Earnings per Equity Share – (face value ₹ 10 per Equity Share) of the last three years if the accounting policies prescribed in the SEBI SBEB Regulations had been followed in respect of options granted in the last three years	The accounting policies followed are in line with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.			
Intention of the KMPs and whole time 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	None			
Intention to sell Equity Shares arising out of an employee stock option scheme within three months after the listing of 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)	None			

b) *ESOP 2011*

Our Company, pursuant to the resolutions passed by our Board on January 16, 2012 adopted the ESOP 2011. The ESOP 2011 was further amended by the Board pursuant to the resolution passed at its meeting held on March 30, 2021 and by the Shareholders pursuant to special resolution passed at the general meeting of our Company held on March 31, 2020. The purpose of the ESOP 2011 is to motivate employees to contribute to the growth and profitability of the Company, and to attract and retain talent in the organization. The aggregate number of Equity Shares issued under the ESOP 2011, upon exercise, shall not exceed 970,478 Equity Shares at such price and on such terms and conditions as may be fixed or determined by the Board.

The vesting period under the ESOP 2011 plan is, not less than one year and not more than five years from the date of grant of the ESOP.

The exercise period under the ESOP 2011 plan is within a period of three years from the date of vesting.

Further, 167,870 ungranted options aggregating to 167,870 Equity Shares upon exercise, have been transferred to the ESOP 2021 I, pursuant to the Board and Shareholders *resolutions* dated March 30, 2021 and March 31, 2021. There will be no further grants made under ESOP 2011.

Particulars	Total
Options granted	940,478
Options vested (excluding options that have been exercised)	760,058
Options exercised	42,550
Total number of Equity Shares that would arise as a result of full exercise of options granted (net of cancelled options)	42,550
Options forfeited/lapsed/cancelled	137,870
Money realised by exercise of options	Rs. 893,550/-
Total number of options in force	760,058

Particulars	From April 1, 2021 till the date of the RHP	Fiscal 2021	Fiscal 2020	Fiscal 2019
Options granted	-	-	-	-
Exercise Price (in ₹)	-	-	-	-
Options vested and not exercised	760,058	760,058	760,058	760,058
Options exercised	-	-	-	-

The total number of Equity Shares arising as a result of exercise of options	-	-	-	-
Options forfeited/lapsed	-	-	-	-
Variation of terms of options	None	None	None	None
Money realized by exercise of options	-	-	-	-
Total number of options in force	760,058	760,058	760,058	760,058
Employee-wise detail of options granted to:				
i. Key managerial personnel	Not Applicable			
ii. 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	Not Applicable			
iii. Identified employees who were granted options during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant	Not Applicable			
Fully diluted Earnings per Equity Share – (face value of ₹10 per Equity Share) pursuant to issue of Equity Shares on exercise of options calculated in accordance with the applicable accounting standard for 'Earnings per Share'	Not Applicable	19.19	5.07	3.87
Lock-in	Not Applicable			
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 Earnings per Equity Share – (face value ₹ 10 per Equity Share)	Since the Company has prepared its Restated Consolidated Financial Information under Ind-AS, employee compensation cost has been calculated using fair value of stock options and hence there is no difference arising from the fair value of stock options over the intrinsic value of stock options.			
Description of the pricing formula method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option	The Black Scholes Valuation Model			

	March 31, 2021	**March 31, 2020**	**March 31, 2019**
Weighted average remaining contractual life	**1.82**	2.82	3.82
Weighted average Exercise price of options on the date of grant	**28.74**	28.74	28.74

Impact on profit and Earnings per Equity Share – (face value ₹ 10 per Equity Share) of the last three years if the accounting policies prescribed in the SEBI SBEB Regulations had been followed in respect of options granted in the last three years	The accounting policies followed are in line with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
Intention of the KMPs and whole time 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	None
Intention to sell Equity Shares arising out of an employee stock option scheme within three months after the listing of 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)	None

c) *ESOP 2014*

Our Company, pursuant to the resolutions passed by our Board on September 29, 2014 and our Shareholders on September 30, 2014, adopted the ESOP 2014. The ESOP 2014 was further amended by the Board pursuant to the resolution passed at its meeting held on March 30, 2021 and by the Shareholders pursuant to special resolution passed at the general meeting of our Company held on March 31, 2021. The purpose of the ESOP 2014 is to motivate employees to contribute to the growth and profitability of the Company, and to attract and retain talent in the organization. The aggregate number of Equity Shares issued under the ESOP 2014, upon exercise, shall not exceed 306,123 Equity Shares at such price and on such terms and conditions as may be fixed or determined by the Board.

The vesting period under the ESOP 2014 plan is, not less than one year and not more than five years from the date of grant of the ESOP.

The exercise period under the ESOP 2014 plan is within a period of three years from the date of vesting.

Further, 5,413 ungranted options aggregating to 5,413 Equity Shares upon exercise, have been transferred to the ESOP 2021 I, pursuant to the Board and Shareholders resolutions dated March 30, 2021 and March 31, 2021. There will be no further grants made under ESOP 2014.

Particulars	Total
Options granted	302,840
Options vested (excluding options that have been exercised)	300,710
Options exercised	-
Total number of Equity Shares that would arise as a result of full exercise of options granted (net of cancelled options)	-
Options forfeited/lapsed/cancelled	2,130
Money realised by exercise of options	-
Total number of options in force	300,710

Particulars	From April 1, 2021 till the date of the RHP	Fiscal 2021	Fiscal 2020	Fiscal 2019
Options granted	-	-	-	-
Exercise Price (in ₹)	-	-	-	-
Options vested and not exercised	300,710	300,710	300,710	300,710
Options exercised	-	-	-	-

<table>
<tr><th>Particulars</th><th>From April 1, 2021 till the date of the RHP</th><th>Fiscal 2021</th><th>Fiscal 2020</th><th>Fiscal 2019</th></tr>
<tr><td>The total number of Equity Shares arising as a result of exercise of options</td><td>-</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>Options forfeited/lapsed</td><td>-</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>Variation of terms of options</td><td>None</td><td>None</td><td>None</td><td>None</td></tr>
<tr><td>Money realized by exercise of options</td><td>-</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>Total number of options in force</td><td>300,710</td><td>300,710</td><td>300,710</td><td>300,710</td></tr>
<tr><td>Employee-wise detail of options granted to:</td><td></td><td></td><td></td><td></td></tr>
<tr><td>i.Key managerial personnel</td><td colspan="4">Not applicable</td></tr>
<tr><td>ii.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 colspan="4">Not Applicable</td></tr>
<tr><td>iii. Identified employees who were granted options during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant</td><td colspan="4">Not Applicable</td></tr>
<tr><td>Fully diluted Earnings per Equity Share – (face value of ₹10 per Equity Share) pursuant to issue of Equity Shares on exercise of options calculated in accordance with the applicable accounting standard for ‘Earnings per Share’</td><td>Not Applicable</td><td>19.19</td><td>5.07</td><td>3.87</td></tr>
<tr><td>Lock-in</td><td colspan="4">Not Applicable</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 Earnings per Equity Share – (face value ₹10 per Equity Share)</td><td colspan="4">Since the Company has prepared its Restated Consolidated Financial Information under Ind-AS, employee compensation cost has been calculated using fair value of stock options and hence there is no difference arising from the fair value of stock options over the intrinsic value of stock options.</td></tr>
<tr><td>Description of the pricing formula method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option</td><td colspan="4">The Black Scholes Valuation Model
<table>
<tr><th></th><th>March 31, 2021</th><th>March 31, 2020</th><th>March 31, 2019</th></tr>
<tr><td>Weighted average remaining contractual life</td><td>3.59</td><td>4.59</td><td>5.59</td></tr>
<tr><td>Weighted average Exercise price of options on the date of grant</td><td>205.34</td><td>205.34</td><td>205.34</td></tr>
</table></td></tr>
<tr><td>Impact on profit and Earnings per Equity Share – (face value ₹ 10 per Equity Share) of the last three years if the accounting policies prescribed in the SEBI SBEB Regulations had been followed in respect of options granted in the last three years</td><td colspan="4">The accounting policies followed are in line with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.</td></tr>
<tr><td>Intention of the KMPs and whole time 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 colspan="4">None</td></tr>
<tr><td>Intention to sell Equity Shares arising out of an employee stock option scheme within three months after the listing of 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)</td><td colspan="4">None</td></tr>
</table>

d) ESOP 2015

Our Company, pursuant to the resolutions passed by our Board on January 14, 2016 and our Shareholders on January 14, 2016, adopted the ESOP 2014. The ESOP 2014 was further amended by the Board pursuant to the resolution passed at its meeting held on March 30, 2021 and by the Shareholders pursuant to special resolution passed at the general meeting of our Company held on March 31, 2021. The purpose of the ESOP 2014 is to motivate employees to contribute to the growth and profitability of the Company, and to attract and retain talent in the organization. The aggregate number of Equity Shares issued under the ESOP 2014, upon exercise, shall not exceed 1,731,827 Equity Shares at such price and on such terms and conditions as may be fixed or determined by the Board.

The vesting period under the ESOP 2015 plan is, not less than one year and not more than five years from the date of grant of the ESOP.

The exercise period under the ESOP 2015 plan is within a period of three years from the date of vesting.

Further, 354,327 ungranted options aggregating to 354,327 Equity Shares upon exercise, have been transferred to the ESOP 2021 I, pursuant to the Board and Shareholders resolutions dated March 30, 2021 and March 31, 2021. Subsequently, 22,500 ungranted options aggregating to 22,500 Equity Shares upon exercise have been transferred to the ESOP 2021 I, pursuant to the Board and Shareholders' resolutions dated April 23, 2021 and April 29, 2021, respectively. There will be no further grants made under ESOP 2015.

Particulars	Total
Options granted	1,936,827
Options vested (excluding options that have been exercised)	1,127,500
Options exercised	-
Total number of Equity Shares that would arise as a result of full exercise of options granted (net of cancelled options)	-
Options forfeited/lapsed/cancelled	586,827
Money realised by exercise of options	-
Total number of options in force	1,350,000

Particulars	From April 1, 2021 till the date of the RHP	Fiscal 2021	Fiscal 2020	Fiscal 2019
Options granted	-	-	45,000	430,000
Exercise Price (in ₹)	-	-	472	472
Options vested and not exercised	1,127,500	1,105,000	990,000	781,250
Options exercised	-	-	-	-
The total number of Equity Shares arising as a result of exercise of options	-	-	-	-
Options forfeited/lapsed	-	35,000	55,000	-
Variation of terms of options	None	None	None	None
Money realized by exercise of options	-	-	-	-
Total number of options in force	1,350,000	1,350,000	1,385,000	1,395,000
Employee-wise detail of options granted to:				
i. Key managerial personnel	None	None	Lalbahadur Pal – 5,000	1. Aneesha Menon -50,000 2. Vikram Alva – 50,000 3. Akshay Shankar – 50,000 4. Banwari Lal Sharma – 100,000
ii. 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	None	None	1. Gautam Chaudhari -5,000 2. Priyanka Singh - 5,000 3. Prasad Sudhakar Gawde – 5,000 4. Pratik Vasa – 5,000 5. Asif Jahagirdar – 5,000 6. Satish Kalepu – 5,000	1. Rajeev Kumar – 50,000 2. Anand Mohan – 10,000 3. Abhishek Patodia – 30,000 4. Anil Kudel -20,000 5. Avijit Bhattacharya – 30,000 6. Tamaghna Bhattacharya – 20,000 7. Vishant Jagwani - 20,000

Particulars	From April 1, 2021 till the date of the RHP	Fiscal 2021	Fiscal 2020	Fiscal 2019
			7. Anshul Agrawal – 5,000 8. Arti Hirlekar – 5,000	
iii. Identified employees who were granted options during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant	Not Applicable			
Fully diluted Earnings per Equity Share – (face value of ₹10 per Equity Share) pursuant to issue of Equity Shares on exercise of options calculated in accordance with the applicable accounting standard for 'Earnings per Share'	Not Applicable	19.19	5.07	3.87
Lock-in	Not Applicable			
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 Earnings per Equity Share – (face value ₹10 per Equity Share)	Since the Company has prepared its Restated Consolidated Financial Information under Ind-AS, employee compensation cost has been calculated using fair value of stock options and hence there is no difference arising from the fair value of stock options over the intrinsic value of stock options.			
Description of the pricing formula method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option	The Black Scholes Valuation Model			
		March 31, 2021	March 31, 2020	March 31, 2019
	Weighted average remaining contractual life	5.82	6.84	7.78
	Weighted average Excersice price of options on the date of grant	282.78	227.23	278.04
	Expected volatility	44.80%	44.80%	44.42%
	Risk-free interest rate	7.13%	7.13%	7.26%
Impact on profit and Earnings per Equity Share – (face value ₹10 per Equity Share) of the last three years if the accounting policies prescribed in the SEBI SBEB Regulations had been followed in respect of options granted in the last three years	The accounting policies followed are in line with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.			
Intention of the KMPs and whole time directors who are holders of Equity Shares allotted on exercise of options granted to sell their equity	None			

Particulars	From April 1, 2021 till the date of the RHP	Fiscal 2021	Fiscal 2020	Fiscal 2019
shares within three months after the date of listing of Equity Shares pursuant to the Offer				
Intention to sell Equity Shares arising out of an employee stock option scheme within three months after the listing of 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)	None			

e) ESOP 2021 I

Our Company, pursuant to the resolutions passed by our Board on March 30, 2021 and our Shareholders on March 31, 2021, adopted the ESOP 2021 I to create, offer, issue and allot in one or more tranches, stock options which are convertible into Equity Shares. The purpose of the ESOP Plan is to motivate employees to contribute to the growth and profitability of the Company, and to attract and retain talent in the organization. Pursuant to the Board and Shareholders resolutions dated March 30, 2021 and March 31, 2021, respectively, ungranted options, aggregating to 634,241 Equity Shares from the ESOP 2010, ESOP 2011, ESOP 2014 and ESOP 2015 to the ESOP 2021 I. The aggregate number of Equity Shares issued under the ESOP 2021 I, upon exercise, shall not exceed 1,134,241 Equity Shares at such price and on such terms and conditions as may be fixed or determined by the Board.

The vesting period under the ESOP 2021 I plan is, not less than one year and not more than five years from the date of grant of the ESOP.

The exercise period under the ESOP 2021 I plan states that all vested options can be exercised only two years after the date of grant and must be exercised within 10 years from the date of grant.

The ESOP Plan is in compliance with the SEBI SBEB Regulations. As on the date of this Red Herring Prospectus, 230,000 options have been granted by our Company under the ESOP 2021 I.

Particulars	From April 1, 2021 till the date of the RHP
Options granted	*230,000
Exercise Price (in ₹)	825
Options vested and not exercised	-
Options exercised	-
The total number of Equity Shares arising as a result of exercise of options	-
Options forfeited/lapsed	-
Variation of terms of options	None
Money realized by exercise of options	NA
Total number of options in force	230,000
Employee-wise detail of options granted to:	
i. Key managerial personnel	1 Aneesha Menon – 80,000 2. Lalbahadur Pal – 5,000 3. Banwari Lal Sharma- 50,000
ii. 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	1. Abhishek Patodia – 45,000 2. Varun Sanghi – 20,000
iii. Identified employees who were granted options during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant	None
Fully diluted Earnings per Equity Share – (face value of ₹10 per Equity Share) pursuant to issue of Equity Shares on exercise of options calculated in accordance with the applicable accounting standard for 'Earnings per Share'	Not applicable

Particulars	From April 1, 2021 till the date of the RHP
Lock-in	Not Applicable
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 Earnings per Equity Share – (face value ₹10 per Equity Share)	Since the Company has prepared its Restated Consolidated Financial Information under Ind-AS, employee compensation cost has been calculated using fair value of stock options and hence there is no difference arising from the fair value of stock options over the intrinsic value of stock options.
Description of the pricing formula method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option	The Black Scholes Valuation Model
Impact on profit and Earnings per Equity Share – (face value ₹10 per Equity Share) of the last three years if the accounting policies prescribed in the SEBI SBEB Regulations had been followed in respect of options granted in the last three years	The accounting policies followed are in line with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
Intention of the KMPs and whole time 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	None
Intention to sell Equity Shares arising out of an employee stock option scheme within three months after the listing of 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)	None

*Date of grant is April 1 , 2021

f) *ESOP 2021 II*

Our Company, pursuant to the resolutions passed by our Board on March 30, 2021 and our Shareholders on March 31, 2021, adopted the ESOP 2021 II to create, offer, issue and allot in one or more tranches, stock options which are convertible into Equity Shares. The purpose of the ESOP 2021 II is motivate employees to contribute to the growth and profitability of the Company, and to attract and retain talent in the organization. The aggregate number of Equity Shares issued under the ESOP 2021 II, upon exercise, shall not exceed 2,000,000 Equity Shares at such price and on such terms and conditions as may be fixed or determined by the Board.

The vesting period under the ESOP 2021 I plan is, not less than one year and not more than five years from the date of grant of the ESOP.

The exercise period under the ESOP 2021 I plan states that all vested options can be exercised at any time within a period of 12 years from the date of vesting, failing which the vested options not exercised up to such date shall automatically stand cancelled.

The ESOP 2021 II is in compliance with the SEBI SBEB Regulations. As on the date of this Red Herring Prospectus, 2,000,000 options have been granted by our Company under the ESOP 2021 II. The details of the ESOP 2021 II, are as follows:

Particulars	From April 1, 2021 till the date of the RHP	Fiscal 2021
Options granted	-	*2,000,000
Exercise Price (in ₹)	-	825
Options vested and not exercised	-	-
Options exercised	-	-
The total number of Equity Shares arising as a result of exercise of options	-	-
Options forfeited/lapsed	-	-
Variation of terms of options	-	None
Money realized by exercise of options	-	NA
Total number of options in force	2,000,000	2,000,000
Employee-wise detail of options granted to:	-	-

i. Key managerial personnel	-	Vinay Vinod Sanghi
ii. 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	-	-
iii. Identified employees who were granted options during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant	- -	Vinay Vinod Sanghi
Fully diluted Earnings per Equity Share – (face value of ₹10 per Equity Share) pursuant to issue of Equity Shares on exercise of options calculated in accordance with the applicable accounting standard for 'Earnings per Share'	-	Not applicable
Lock-in	-	Not Applicable
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 Earnings per Equity Share – (face value ₹ 10 per Equity Share)	- -	Since the Company has prepared its Restated Consolidated Financial Information under Ind-AS, employee compensation cost has been calculated using fair value of stock options and hence there is no difference arising from the fair value of stock options over the intrinsic value of stock options.
Description of the pricing formula method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option	-	The Black Scholes Valuation Model
Impact on profit and Earnings per Equity Share – (face value ₹ 10 per Equity Share) of the last three years if the accounting policies prescribed in the SEBI SBEB Regulations had been followed in respect of options granted in the last three years	-	The accounting policies followed are in line with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
Intention of the KMPs and whole time 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	-	None
Intention to sell Equity Shares arising out of an employee stock option scheme within three months after the listing of 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)	-	None

**Date of grant is March 31, 2021*

OBJECTS OF THE OFFER

The objects of the Offer are to (i) to carry out the Offer for Sale; and (ii) achieve the benefits of listing the Equity Shares on the Stock Exchanges. Our Company will not receive any proceeds from the Offer and all such proceeds will go to the Selling Shareholders.

Further, our Company expects that listing of the Equity Shares will enhance our visibility and brand image and provide liquidity to our Shareholders and will also provide a public market for the Equity Shares in India.

Utilisation of the Offer Proceeds by Selling Shareholders

Our Company will not directly receive any proceeds from the Offer (the "**Offer Proceeds**") and all the Offer Proceeds will be received by the Selling Shareholders, in proportion to the Offered Shares sold by the respective Selling Shareholders as part of the Offer. For details of Offered Shares by each Selling Shareholder, see "*The Offer*" beginning on page 51.

Offer expenses

The total expenses of the Offer are estimated to be approximately ₹[●] million. Other than listing fees, which shall be solely borne by the Company, all costs, charges, fees and expenses associated with and incurred with respect to the Offer, including audit fees to the extent attributable to the Offer, offer advertising, printing, road show expenses, accommodation and travel expenses, stamp, transfer, issuance, documentary, registration, costs for execution and enforcement of this Agreement, Registrar's fees, fees to be paid to the Book BRLMs, fees and expenses of legal counsels to the Company and the BRLMs, fees and expenses of the auditors, fees to be paid to SCSBs, Sponsor Bank (processing fees and selling commission), brokerage for Syndicate Member, commission to Registered Brokers, Collecting DPs and Collecting RTAs, and payments to consultants, and advisors in relation to the IPO, shall be borne by the Selling Shareholders in proportion to the Equity Shares sold by each of them in the Offer. However expenses relating to the Offer may be paid by the Company on behalf of the Selling Shareholders in the first instance and the Selling Shareholders agree that, upon commencement of listing and trading of the Equity Shares on the Stock Exchanges pursuant to the Offer, each Selling Shareholder shall, severally and not jointly, reimburse the Company for any expenses in relation to the Offer, paid by the Company on behalf of such Selling Shareholder, in proportion of their respective portion of the Offered Shares.

The estimated Offer related expenses are as under:

Activity	Estimated Offer expenses[1] (₹ in million)	As a % of the total estimated Offer expenses[1]	As a % of the total Offer size[1]
BRLMs' fees and commissions (including underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
Selling commission/processing fee for SCSBs and Banker to the Offer and fee payable to the Sponsor Bank for Bids made by RIBs using UPI [2][3][8]	[●]	[●]	[●]
Brokerage and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs[4][7]	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Fees payable to the other advisors to the Offer	[●]	[●]	[●]
Others[5][6]			
- Listing fees, SEBI filing fees, upload fees, Stock Exchanges processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
- Printing and stationery	[●]	[●]	[●]
- Advertising and marketing expenses	[●]	[●]	[●]
- Fee payable to legal counsels	[●]	[●]	[●]
- Miscellaneous	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

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

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

Portion for Retail Individual Investors	*0.35% of the Amount Allotted* (plus applicable taxes)*
Portion for Non-Institutional Investors	*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*

No additional uploading/processing charges shall be payable to the SCSBs on the applications directly procured by them.

The 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] *Processing fees payable to the SCSBs of Rs. 10/- per valid application (plus applicable taxes) for processing the Bid cum Application of Retail Individual Investors and Non- Institutional Investors procured from the Syndicate /Sub-Syndicate Members/Registered Brokers /RTAs /CDPs and submitted to SCSBs for blockingz*

[4] *For Syndicate (including their Sub-Syndicate Members), RTAs and CDPs: Brokerages, selling commission and processing/uploading charges on the portion for Retail Individual Investors (using the UPI mechanism) and portion for Non-Institutional Investors which are procured by members of Syndicate (including their Sub- Syndicate Members), RTAs and CDPs or for using 3-in1 type accounts- linked online trading, demat & bank account provided by some of the brokers which are members of Syndicate (including their Sub-Syndicate Members) would be as follows:*

Portion for Retail Individual Investors	*0.35% of the Amount Allotted* (plus applicable taxes)*
Portion for Non-Institutional Investors	*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 on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate /Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate / Sub-Syndicate Member.
The payment of Selling Commission payable to the sub-brokers / agents of Sub-Syndicate Members are to be handled directly by the respective Sub-Syndicate Member.

The Selling Commission payable to 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.

[5] *Uploading Charges / Processing Charges of Rs.30/- valid application (plus applicable taxes) is applicable only in case of bid uploaded by the members of the Syndicate, RTAs and CDPs:*

- *for applications made by Retail Individual Investors using the UPI Mechanism*

[6] *Uploading Charges/Processing Charges of Rs.10/- valid applications (plus applicable taxes)*

are applicable only in case of bid uploaded by the members of the Syndicate, RTAs and CDPs:

- *for applications made by Retail Individual Investors using 3-in-1 type accounts*
- *for Non-Institutional Bids using Syndicate ASBA mechanism / using 3- in -1 type accounts,*

The Bidding/uploading charges payable to the Syndicate / Sub-Syndicate Members, RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE or NSE.

[7] *For Registered Brokers*

Selling commission payable to the registered brokers on the portion for Retail Individual Bidders & Non-Institutional Bidders which are directly procured by the Registered Brokers and submitted to SCSB for processing would be as follows:

Portion for Retail Individual Bidders & Non-Institutional Bidders	*₹ 10/- per valid application* (plus applicable taxes)*

**Based on valid applications.*

[8] *For Sponsor Bank*

Processing fees for applications made by Retail Individual Investors using the UPI mechanism will be

Sponsor Bank	*₹ 6.50 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.*

** For each valid application.*

Monitoring of Utilization of Funds

As the Offer is an offer for sale of Equity Shares, our Company will not receive any proceeds from the Offer. Accordingly, no monitoring agency will be appointed for the Offer.

Other Confirmations

Except to the extent of any proceeds received pursuant to their participation in the Offer for Sale as a Selling Shareholder, if any, none of our Directors or KMPs will receive any portion of the Offer Proceeds. Our Company does not have any group companies.

BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company, the Major Shareholders and the Investor Selling Shareholders in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹10 each and the Offer Price is [●] times the Floor Price and [●] times the Cap Price of the Price Band. Bidders should also see "*Our Business*", "*Risk Factors*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Financial Statements*" on pages 122, 22, 250 and 181, respectively, to have an informed view before making an investment decision.

Qualitative Factors

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

a. Leading Marketplace for Automotive Sales with a Synergistic Ecosystem

b. Brands and Customer Experience Driving Powerful Network Effects

c. Proprietary End-to-End Technology Platforms

d. Focus on Data Science to Provide Solutions

e. Profitable and Scalable Business Model

f. Founder-led Management Team

For details, see "*Our Business – Strengths*" on page 124.

Quantitative Factors

Certain information presented below, relating to our Company is derived from the Restated Consolidated Financial Information. For details, see "*Financial Statements*" on page 181.

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

A. Basic and Diluted Earnings Per Share ("EPS") at face value of ₹10, as adjusted for change in capital:

Financial Year ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2019	4.31	3.87	1
March 31, 2020	5.65	5.07	2
March 31, 2021	22.06	19.19	3
Weighted Average	13.63	11.93	

Notes:

1. *Basic and diluted earnings per Share are computed in accordance with Indian Accounting Standard (Ind AS) 33 'Earnings per Share' prescribed under section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended).*
2. *The ratios have been computed as below:*

a) *Basic earnings per share (₹) =*

$$\frac{\textit{Restated Consolidated Net profit / (loss) attributable to equity holders of the Company for the year / period}}{\textit{Weighted average number of basic shares outstanding during the year / period}}$$

b) *Diluted earnings per share (₹) =*

$$\frac{\textit{Restated Consolidated Net profit / (loss) attributable to equity holders of the Company for the year / period}}{\textit{Weighted average number of diluted shares outstanding during the year / period}}$$

3. *Weighted average number of shares is the number of shares outstanding at the beginning of the period adjusted by the number of shares issued during period, multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period.*

B. Price/Earning ("P/E") ratio in relation to the in relation to Price Band of ₹[●] to ₹[●] per Equity Share:

Particulars	P/E at the Floor Price (no. of times)	P/E at the Cap Price (no. of times)
Based on basic EPS for year ended March 31, 2021	[●]	[●]
Based on diluted EPS for year ended March 31, 2021	[●]	[●]

Industry Peer Group P/E ratio

There are no listed companies in India that engage in a business similar to that of our Company. Accordingly, it is not possible to provide an industry comparison in relation to our Company.

C. Return on Net Worth ("RoNW")

Amounts derived from the Restated Consolidated Financial Information:

Financial Year ended	RoNW (%)	Weight
March 31, 2019	1.36%	1
March 31, 2020	1.73%	2
March 31, 2021	5.43%	3
Weighted Average	3.52%	

Notes:

1. *Restated net worth is the aggregate value of the paid-up share capital including instruments in the nature of equity and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, share based payment reserve, money received against share warrants, capital reserve on consolidation, other reserves after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation, attributable to equity holders of the Company*

2. *Return on Net Worth (₹) =*

$$\frac{\textit{Restated Consolidated Net profit / (loss) attributable to equity holders of the Company for the year / period}}{\textit{Restated Net worth at the end of the year / period}}$$

As the Offer consists only of an offer for sale by the Selling Shareholders, there will be no change in the Net Worth post completion of the Offer.

D. Net Asset Value ("NAV") per Share

Financial Year ended/ Period ended	NAV per Share (₹)
As on March 31, 2021	392.83
Offer Price	[●]

Notes:

1. *Restated net worth is the aggregate value of the paid-up share capital including instruments in the nature of equity and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, share based payment reserve, money received against share warrants, capital reserve on consolidation, other reserves after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation, attributable to equity holders of the Company*

2. *The calculation of total number of shares outstanding represents the aggregate of Equity Shares and Preference Shares as at the end of year after considering conversion ratio.*

3. *The ratios have been computed as below:*

   Net Asset Value per Share (₹) =

$$\frac{\textit{Restated Net worth at the end of the year / period}}{\textit{Total number of shares outstanding during the year / period}}$$

As the Offer consists only of an offer for sale by the Selling Shareholders, there will be no change in the NAV post completion of the Offer.

E. Comparison with Listed Industry Peers

There are no listed companies in India that engage in a business similar to that of our Company. Accordingly, it is not possible to provide an industry comparison in relation to our Company.

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

The Offer Price of ₹[●] has been determined by our Company, the Major Shareholders and the Investor Selling Shareholders in consultation with the BRLMs, on the basis of market demand from investors for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters.

Investors should read the above mentioned information along with "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Financial Statements*" on pages 22, 122, 250 and 181, respectively, to have a more informed view.

STATEMENT OF SPECIAL TAX BENEFITS

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY, ITS MATERIAL SUBSIDIARY, SHRIRAM AUTOMALL INDIA LIMITED AND ITS SHAREHOLDERS UNDER THE APPLICABLE LAWS IN INDIA

The Board of Directors
CarTrade Tech Limited (formerly known as MXC Solutions India Private Limited)
12th Floor Vishwaroop IT Park
Sector 30A, Vashi
Navi Mumbai 400705

Dear Sirs/Madams,

Statement of Special Tax Benefits available to CarTrade Tech Limited, its material subsidiary, Shriram Automall India Limited and its shareholders under the Indian tax laws ('the Statement')

1. We hereby confirm that the enclosed Annexures prepared by CarTrade Tech Limited (formerly known as MXC Solutions India Private Limited), (hereinafter referred as the 'Company') provides the special tax benefits available to the Company, its material subsidiary, Shriram Automall India Limited ('the Subsidiary Company') and to the shareholders of the Company, as stated under:

   - the Income-tax Act, 1961 (the "Act") as amended by the [Finance Act 2021, i.e. applicable for the Financial Year 2021-22 relevant to the assessment year 2022-23] (Annexure 1),
   - the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 ("GST Act"), the Customs Act, 1962 ("Customs Act") and the Customs Tariff Act, 1975 ("Tariff Act") presently in force in India and as amended by the Finance Act 2021 and as notified as on the date of signing the statement. (Annexure 2).

   The Act, GST Acts, the Customs Act and the Tariff Act, as defined above, are collectively referred to as the "Tax Laws"

   This Statement can be included in the (i) draft red herring prospectus proposed to be filed with the Securities and Exchange Board of India ("SEBI"), BSE Limited and National Stock Exchange of India Limited (collectively, the "Stock Exchanges"); (ii) red herring prospectus proposed to be filed with SEBI, the Stock Exchanges and the Registrar of Companies, Maharashtra at Mumbai ("Registrar of Companies"); and (iii) prospectus proposed to be filed with SEBI, the Stock Exchanges and the Registrar of Companies for the proposed initial public offer of equity shares of face value Rs 10 each, of the Company: comprising of an offer for sale by certain shareholders of the Company (the "Offer"), as required under the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended. Several of these benefits are dependent on the Company, its shareholders or the Subsidiary Company, fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company, the Subsidiary Company and / or shareholders of the Company to derive the special tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company, the Subsidiary Company or the shareholders of the Company may or may not choose to fulfil.

2. The benefits discussed in the enclosed Annexures 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 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.

3. We do not express any opinion or provide any assurance as to whether:

   (i) the Company or its shareholders or the Subsidiary Company 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 views expressed herein.

4. The contents of the enclosed Annexures are based on information, explanations and representations obtained from the Company and the Subsidiary Company and on the basis of their understanding of the business activities and operations of the Company and the Subsidiary Company.
5. This Statement is issued solely in connection with the Offer and is not to be used, referred to or distributed for any other purpose.

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per **Govind Ahuja**

Partner

Membership Number: 048966

UDIN: 21048966AAAABH3419

Place of Signature: Mumbai

Date: May 14, 2021

ANNEXURE 1 TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY, ITS MATERIAL SUBSIDIARY, SHRIRAM AUTOMALL INDIA LIMITED AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

Under the Income-Tax Act, 1961 (hereinafter referred to as 'the Act'), as amended by the Finance Act 2021, applicable for Financial Year 2021-22 relevant to Assessment Year 2022-23.

1. This Annexure sets out only the special tax benefits available to the Company, its material subsidiary, Shriram Automall India Limited and the shareholders under the current Income-tax Act, 1961 i.e. the Act as amended by the Finance Act, 2021 applicable for the Financial Year 2021-22 relevant to the Assessment Year 2022-23, presently in force in India.

2. **Special tax benefits available to the Company and its material subsidiary, Shriram Automall India Limited under the Act**

2.1. Lower corporate tax rate under Section 115BAA of the Act

Section 115BAA of the Act has been inserted by the Taxation Laws (Amendment) Act, 2019 ("the Amendment Act, 2019") w.e.f. April 1, 2020 (assessment year) granting an option to domestic companies to compute corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and cess of 4%), provided such companies do not avail the following deductions/exemptions:

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

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 from clause I) to VII) above; and

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 from clause I) to VIII) above.

In case a company opts for section 115BAA of the Act, provisions of Minimum Alternate Tax ["MAT"] under section 115JB of the Act would not be applicable and MAT credit of the earlier year(s) will not be available for set-off. The option needs to be exercised on or before the due date of filing the tax return. Option once exercised, cannot be subsequently withdrawn for the same or any other tax year.

The Company and its Subsidiary Company has opted to apply section 115BAA of the Act for the assessment year 2020-2021 and onwards.

3. **Special tax benefits available to Shareholders**

There are no special tax benefits available to the Shareholders of the Company for investing in the shares of the Company.

4. **NOTES:**

4.1. This Annexure sets out only the tax benefits available to the company , the Subsidiary Company and the shareholders under the current Income Tax Act, 1961 i.e the Act as amended by the Finance Act, 2021 applicable for Financial year 2021-22relevant to the Assessment year 2022-23, presently in force in India.

4.2. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

4.3. The above statement covers only certain special tax benefits under the Act, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This statement also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company.

4.4. The above statement of special tax benefits is as per the current direct tax laws relevant for the assessment year 2022-23. Several of these benefits are dependent on the Company, the Subsidiary Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws.

4.5. The Company has evaluated and decided to exercise the option permitted under Section 115BAA of the Act for the purpose of computing its income-tax liability for the Financial Year 2019-20. The option once exercised cannot be subsequently withdrawn for the same or any other Financial Year and accordingly, the special direct tax benefits, available for Financial Year 2021-22, are captured to the extent the same are relevant to Company and the Subsidiary Company exercising such option.

For CarTrade Tech Limited (formerly known as MXC Solutions India Private Limited)

Aneesha Menon

Director and CFO

Place: Mumbai

Date: May 14, 2021

ANNEXURE 2 TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY, ITS MATERIAL SUBSIDIARY, SHRIRAM AUTOMALL INDIA LIMITED AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

Outlined below are the special tax benefits available to the Company , its material subsidiary, Shriram Automall India Limited and its Shareholders under 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 ("GST Acts"), the Customs Act, 1962 ("Customs Act") and the Customs Tariff Act, 1975 ("Tariff Act"), as amended by the Finance Act 2020 applicable for the Financial Year 2020-21 (unless otherwise specified), presently in force in India.

1. **Special indirect tax benefits available to the Company its material subsidiary, Shriram Automall India Limited:**
   There are no special tax benefits available to the Company and its material subsidiary, Shriram Automall India Limited under GST law and any other laws mentioned above.

2. **Special tax benefits available to Shareholders:**
   The Shareholders of the Company are not entitled to any special tax benefits under indirect tax laws.

3. **Notes:**

3.1 This Annexure sets out only the special tax benefits available to the Company, the Subsidiary Company and its Shareholders under 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 ("GST Acts"), the Customs Act, 1962 ("Customs Act") and the Customs Tariff Act, 1975 ("Tariff Act"), presently in force in India and as amended by the Finance Act 2021 and notified on the date of signing the Statement.

3.2 This Annexure is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Proposed IPO.

3.3 These comments are based upon the provisions of the specified indirect tax laws, and judicial interpretation thereof prevailing in the country, as on the date of this Annexure.

3.4 No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

For CarTrade Tech Limited (formerly known as MXC Solutions India Private Limited)

Aneesha Menon

Director and CFO

Place: Mumbai

Date: May 14, 2021

INDUSTRY OVERVIEW

The information contained in this section is derived from the RedSeer Consulting report titled "Online Auto Portals Market in India" dated May 2021, as amended by their report dated July 20, 2021 (the "RedSeer Report") which were commissioned on February 25, 2021 and paid for by our Company for the purpose of understanding the industry in connection with the Offer, and other publicly available sources. Unless specified otherwise, all information in this section has been derived from the RedSeer Report. Neither we, nor any other person connected with this Issue has independently verified third party and industry-related information. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends.

Industry and Competitive Landscape

Indian Macroeconomic View

Since 2015, India has witnessed an average real GDP growth rate of approximately 7% per year. The year 2020, however, was an aberration due to the COVID-19 pandemic. According to data from India's National Statistics Office, India's economy contracted by 7.3% in financial year 2021, because of the slowdown in economic activities in the first quarter of financial year 2021, or from April to June 2020, due to one of the most severe nationwide lockdowns imposed globally.

India was expected to have a strong recovery, with an estimated growth rate of between 11.0% to 11.5% for the financial year 2022 on a real growth basis, according to official estimates in the India Economic Survey 2020-2021 and projections of the International Monetary Fund. However, due to the severe impact of the second wave of COVID-19 pandemic, the projected growth rate is currently 9.5% for the financial year 2022 as per the Reserve Bank of India. As the economy stabilizes to a healthy growth of between 6% to 7% in real GDP thereafter, we expect India's GDP (at current prices) to reach US$ 4.2 trillion by 2025, as shown in the figure below. According to the Centre for Economics and Business Research ("CEBR"), India is expected to become the third largest economy in the world by 2030.

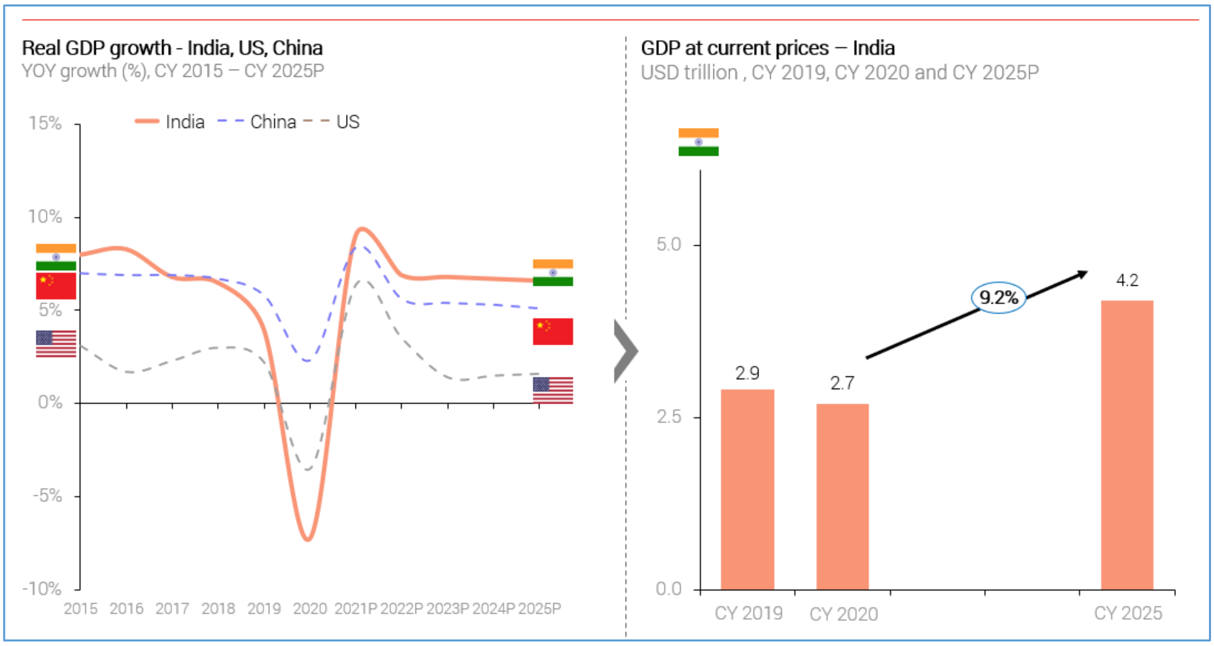
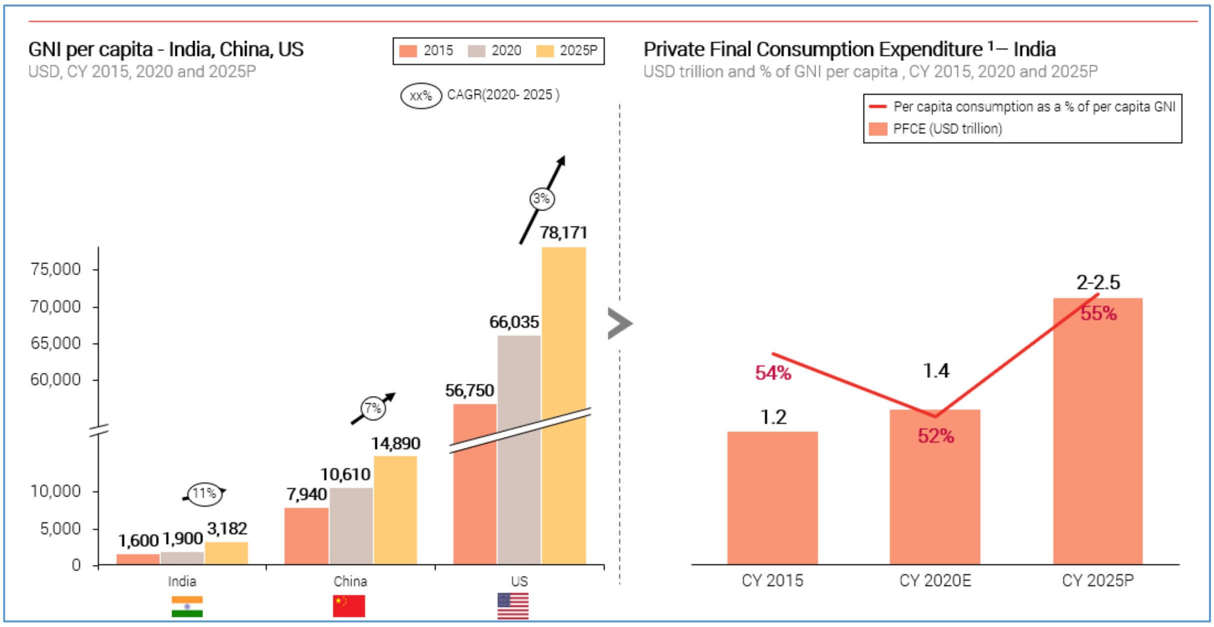


Figure 1

Source: IMF, World Economic Outlook (WEO), CEBR, Economic Survey 2020-21 Volume 2 – State of Economy: A macro view.

India's Gross National Income ("GNI") per capita was US$ 1,900 in the calendar year 2020, which is lower than that of the United States at US$ 66,035 and China at US$ 10,610. However, India's GNI per capita is expected to grow at a CAGR of approximately 11% between the calendar years 2020 and 2025, faster than the U.S.' and China's expected growth rates of 3.4% and 7.0%, respectively.



Source: World Bank national accounts data, and OECD National Accounts data files, RedSeer estimates.

Note: The Private final consumption expenditure (PFCE) is defined as the expenditure incurred by the resident households and non-profit institutions serving households (NPISH) on final consumption of goods and services, whether made within or outside the economic territory. It includes (i) production; (ii) intermediate consumption in agriculture, manufacturing and other industries; (iii) net imports; (iv) stock variations; (v) consumption on government account and (vi) gross fixed capital formation.
Source: NSO (National Statistics Office) under Ministry of Statistics and Programme Implementation (MOSPI)

Figure 2

In mature economies, reaching a GNI per capita of at least US$1,900 has historically caused an increase in discretionary consumption. All of this generally leads to an increase in private final consumption expenditure ("PCFE").

India's Digital and E-commerce Trends

Internet and smartphone penetration in India has nearly doubled from 2015 to 2020, and is expected to increase further in the future. Since 2000, many Indians have skipped the traditional fixed line phones and embraced mobile phones. 90% of all phone connections were fixed-line in the calendar year 2000. Today, 90% of all phone connections are mobile, according to analysis by the Telecom Regulatory Authority of India. Internet adoption has picked up gradually, as data rates in India have declined. In 2016, with the launch of Reliance Jio, data prices became affordable at approximately US$0.09 per GB or the so-called "Jio effect", and India's internet adoption increased significantly from 317 million internet users in the calendar year 2015 to approximately 690 million users in the calendar year 2020.

At the same time, there has been significant growth in adoption of smartphones, driven by availability of low-cost alternatives from local and global brands. Easy availability of smartphones, ease of consuming content on them, cheap data and high speed 4G connections have enabled Indians to embrace digital apps.

Indian internet users consumed an average of approximately 15 GB of data monthly in calendar year 2020, compared to approximately 11 GB in China. In the calendar year 2019, Indians downloaded more than 19 billion mobile apps based on an AppAnnie report, which translates to approximately 42 apps per smartphone user, representing an increase of 195% in apps downloaded compared to 2016 (while the same for US and China was 5% and 80%, respectively). These underscore the fact that India has witnessed very high rate of digital adoption.

By calendar year 2025, India is expected to have between 950 to 1,000 million internet users and 800 to 850 million smartphone users, as shown in the figure below:

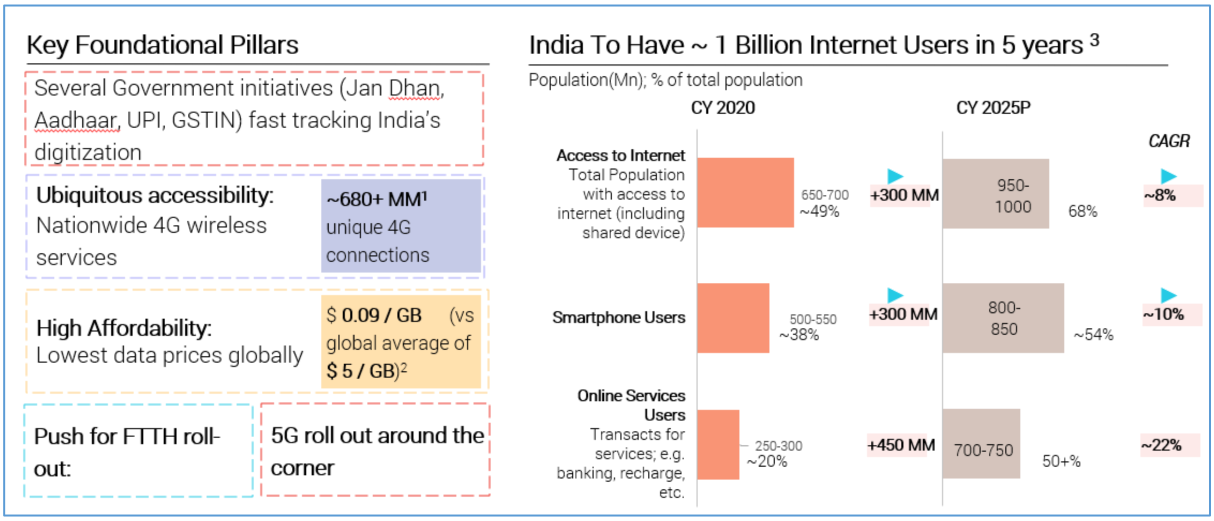


Figure 3

Sources:
1. Airtel, Vodafone Idea, Reliance Jio Infocomm quarterly results as of December 31, 2020. BSNL does not publish separate 4G connection numbers
2. Cable.co.uk - Worldwide Mobile Data Pricing report for 2020
3. Redseer estimates. Service transactors includes users accessing on either desktops, laptops or smartphones. Anyone who is transacting for banking (NEFT, IMPS, etc,), IRCTC, mobile recharges, P2P, P2M, recharge, bill pay is included.

There is significant headroom for growth, with interest from large corporates to democratize data as a means to provide services and impetus provided by the GoI for digital inclusion and for more people to use the Internet and its services. Schemes of the GoI such as BharatNet, Bharatmala, Startup India, Standup India, 'Make in India', Sagarmala, industrial corridors, UDAN-RCS, dedicated freight corridors, and E-Kranti are interconnected with the Digital India initiative, all of which show the GoI's push towards a digital and cashless economy. India Stack, which is the backbone of Digital India, is a complete set of application programming interfaces ("APIs") for developers, and includes the Aadhaar for Authentication, e-KYC documents (a safe deposit locker for the issue, storage and use of documents), e-Sign (a digital signature acceptable under the law), unified payment interface (UPI) for financial transactions, and privacy-protected data sharing within the API stack. The API stack allows the building of an entire digital world around a uniquely identifiable individual.

Indian consumers' and merchants' behavior has also evolved significantly and is increasingly skewed towards digital mediums, as seen in the figure below:

	CY 2016	CY 2019	CY 2020
Indians have started to shop differently	~75 mn	~120-130 mn	150-180 Mn online shoppers
Indians have started to eat differently	<7Mn	~45-55 mn	50-55 Mn online food delivery users
Indians have started to pay differently	<1Bn	~15 -20 Bn	~25-30 Bn[1] digital transactions (UPI + wallets)

Figure 4

Source: Redseer estimates
Note:
Redseer analysis. Only includes UPI and Wallets. Based on transactions data from RBI/NPCI along with Redseer estimates of usage frequency per user per year; Redseer estimates for financial year 2021.

The unorganized market has been directly shifting online, empowered by digitization to reach customers, and technology has led to financial inclusion of Indians and made distribution of financial services and products easier. This trend is likely to not just continue but to grow further due to, among others, strong support from the GoI, changing consumer habits, convenience-seeking behavior, the "Jio effect" and the impact of COVID-19.

India's consumer Internet market

By the end of the calendar year 2020, India's consumer internet market had recovered, in terms of Gross Merchandise Value ("GMV"), to its level in January 2020. In what looks like a 'V' shaped recovery, the consumer internet segment dropped from its pre-COVID GMV annual run rate in January 2020 of US$ 75 billion to US$ 10 billion in April 2020, before it recovered to US$ 80 billion in December 2020.

As shown in the figure below, we expect the value of India's consumer Internet market to increase further in 2021, driven by the massive growth in consumer adoption and satisfaction in calendar year 2020 across sectors. We expect the GMV of India's consumer Internet market to reach triple digits for the first time in calendar year 2021, eventually reaching US$ 300 billion in financial year 2026.

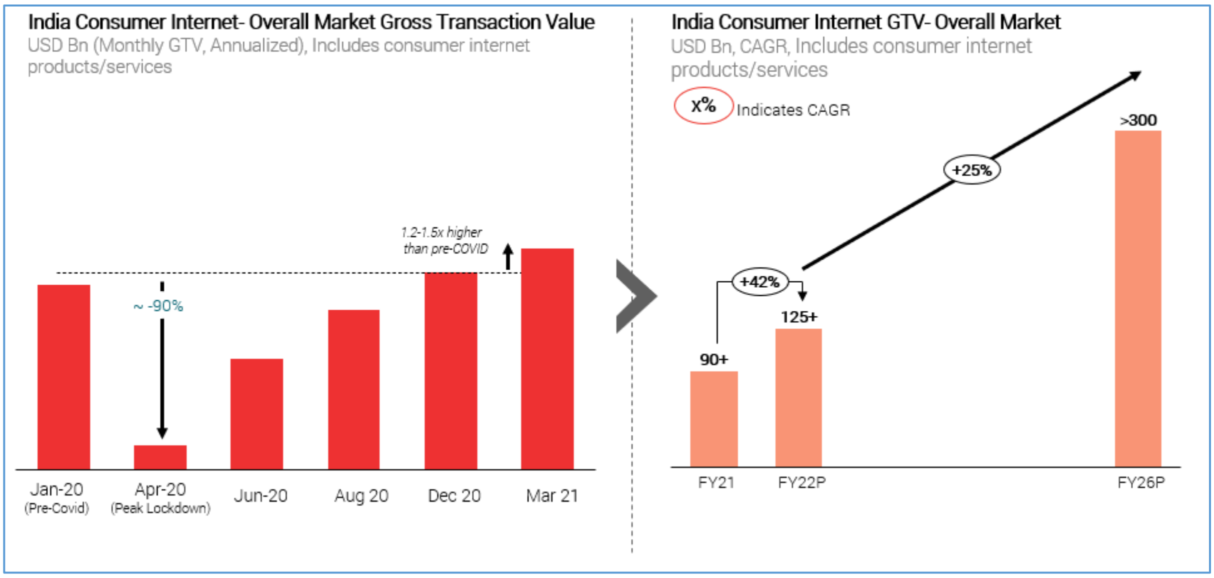


Figure 5

Source: RedSeer analysis
Notes:
1. Consumer Internet includes online retail of mobile, electronics, fashion, grocery (e-tailing) and other sectors such as food tech, fintech (e.g., payments), eHealth, bill payments and recharges, stay, mobility, edtech, classifieds, etc.
2. Fintech (e.g., payments) includes lending, insurance, and wealth management. It excludes P2P and offline digital payments such as wallets, UPI and other digital transactions except if used for paying for these consumer internet services defined above

Automotive Sector in India

India became the fifth largest car market in the calendar year 2020. Domestically, the two-wheeler segment dominates the market in terms of volume, owing to a growing middle class and a young population. Moreover, the growing interest of companies in exploring the rural markets further aided the growth of the sector.

Growth Drivers for the Automotive Sector

- Robust Demand: Rise in middle class income and young population;
- Rising Investment: High inflows of foreign direct investment ("FDI");
- Policy support: Reforms such as GST, policies such as 'Make in India', FAME (faster adoption and manufacturing of hybrid and electric vehicles) and Production-Linked Incentive ("PLI") schemes; and
- Opportunities: Electric vehicles and increased reliance on self-owned vehicles.

Role of Online Platforms

The entire automotive ecosystem is highly fragmented, complex and riddled with challenges. Vehicles reach end buyers through several channels and after going through multiple intermediaries and exchanges. The multiplicity of transactions creates potential inefficiencies that negatively affect the overall system. Online platforms are present across new and used vehicles. Online platforms are present across new and used vehicles and are helping to streamline this ecosystem. CarTrade Tech Limited ("CarTrade Tech") plays an important role across the value chain by connecting different stakeholders, as shown in the figure below:

Vehicle Ecosystem

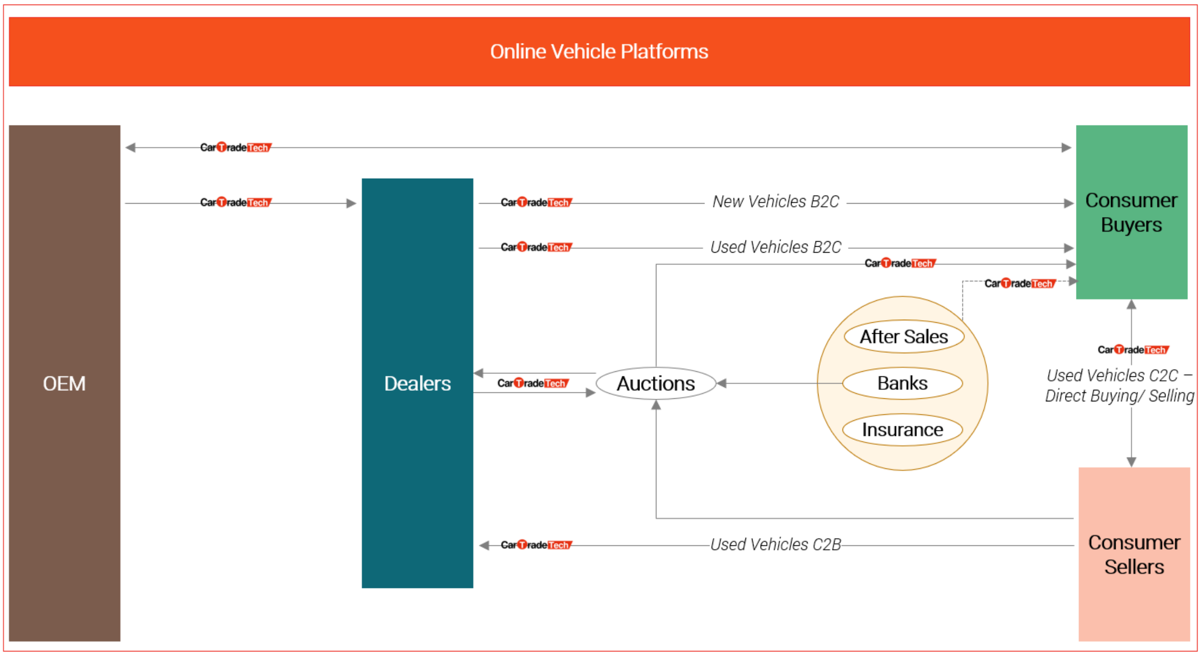


Figure 6

Source: RedSeer analysis

Growth drivers for automotive portals

- Digital journey transformation of customers: The entire vehicle buying journey is undergoing digital transformation, from pre-purchase browsing and researching, to pricing comparison, dealer discovery, financing options, value-added services discovery and purchase. Similarly, the customer's process of selling their vehicles is also increasingly getting digitized, from online price discovery to identification of potential buyers and dealers, auctioning processes, payments and post-sale processes.

- Digital transformation of dealers' journey: Dealers have also realized the value of online platforms and have started using them for services such as listings, sourcing vehicles, leads generation, pricing comparisons, transactions, auctions and value-added services such as inspections.

- Digital media spend: Overall online media spend is increasing for automobile OEMs as well as for dealers. Automotive portals are well-positioned to tap this growing market by being present across various sources such as videos, search engines, websites and review sites.

- Auto finance: There is a need to fill the gap in financing of vehicles, especially of used vehicles where interest rates are more attractive, while penetration for auto finance is still low at only 17%.

- Auctions / remarketing: Auctions and remarketing services that cover C2B/ B2B transactions form an important offering that enables sourcing and selling of used vehicles.

- Strong growth of the automotive market in India: After a significant downturn in the automobile sector over the last two years, we expect a sharp recovery in the number of new cars sold with a CAGR of around 10% until financial year 2026.

New Vehicles

India is expected to become the world's third largest automotive market by 2025 in terms of volume, driven by key factors such as digitization, changing consumer behavior and innovative services. The automotive industry in India is a significant driver of macroeconomic growth and technological development, representing 7.1% of India's GDP in financial year 2020. The automotive sector is expected to have held a similar share of exports in financial year 2021, given that both automobile production units and nominal GDP are estimated to have fallen by approximately 7% to 9% year-on-year.

Major growth drivers

- Growing Demand: The rise in middle class income and the increase in the young population in India are expected to lead to strong growth. India was the fourth largest automotive market in the world in financial year 2020 and, due to the COVID-19 pandemic, there has been a strong pull towards using personal vehicles as compared to public transport or shared mobility.

- Government Initiatives:
    a. PLI Scheme: To enhance India’s manufacturing capabilities in the automobile and automotive component sectors and exports under Atma Nirbhar Bharat, the GoI has announced an outlay of ₹ 750.00 billion for automobiles and components (including batteries) under the new PLI scheme. Because automobiles account for more than 40% of India’s manufacturing GDP, the PLI scheme aims to accelerate domestic manufacturing. The PLI scheme may be the catalyst required to boost OEM exports.
    b. FAME India Scheme Phase II: The FAME India Scheme II is proposed to be implemented over three years from April 1, 2019, to promote faster adoption of electric mobility and the growth of electric and hybrid technology. In February 2019, the GoI approved the FAME-II scheme with a fund requirement of US$ 1.39 billion for financial years 2020 to 2022. The Government of India recently extended this scheme for another two years until March 31, 2024.
    c. National Automotive Testing and R&D Infrastructure Project (“NATRIP”): To enable the automotive industry to adopt and implement global performance standards and to develop India as a global manufacturing centre and a Research and Development (“R&D”) hub, the GoI established NATRIP at a total cost of US$ 573 million. The main focus is to provide low-cost manufacturing and product development solutions.
    d. New scrappage policy: To encourages owners to scrap vehicles older than 15 years and purchase new ones, the GoI offers financial or tax-based benefits to consumers purchasing new vehicles. The policy is aimed at creating demand stimulus in the automotive sector. Purchasers of new vehicles who are scrapping their old vehicles in the same vehicle category are exempt from paying fees for a registration certificate and assignment of a new registration mark for their new vehicles.

- Investment Opportunities: Under the automatic route, FDI of up to 100% is allowed along with full delicensing. There is a huge demand for low-cost electric vehicles suitable for safe short-distance urban commutes (averaging 50 to 100 km per trip) and that are rugged enough to perform reliably through India's summer and monsoon seasons. Private players such as Hyundai, Suzuki and General Motors are interested in setting up an R&D base in India, while foreign manufacturers are keen to set up facilities due to the presence of a large pool of skilled and semi-skilled workers and a strong educational system in India.

The figure below gives an overview of India’s automotive sector:

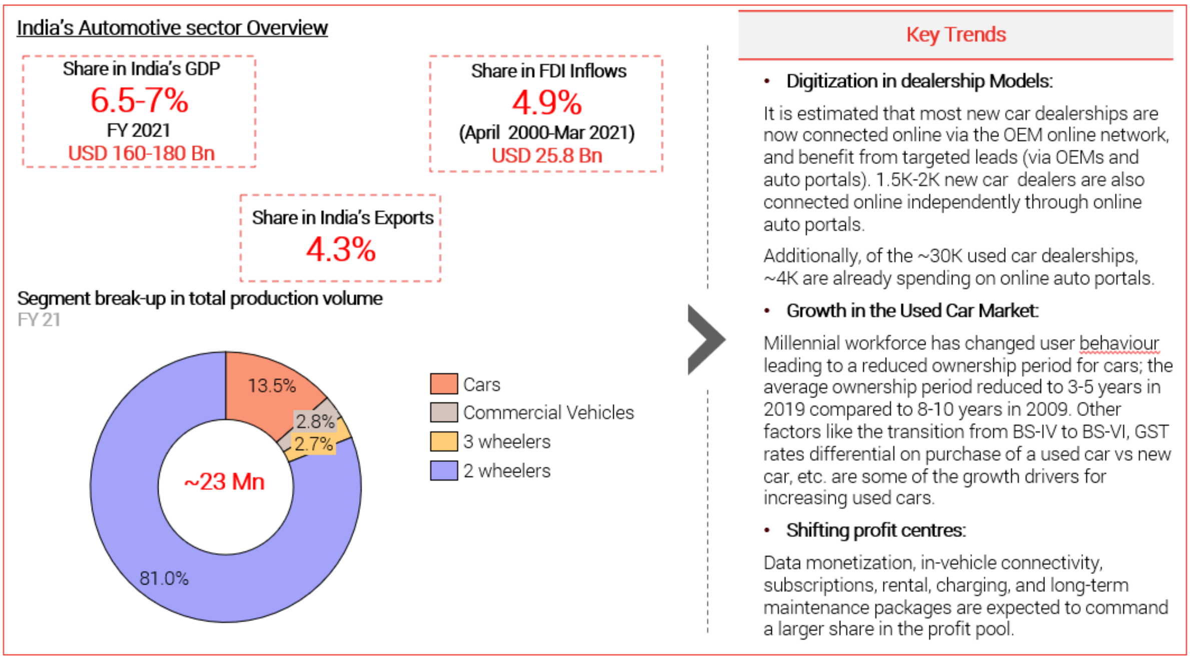


Figure 7

Source: Invest India (GoI), RedSeer estimates

In the third and fourth quarters of financial year 2021, the Indian automotive industry witnessed a V-shaped recovery, quite different from previous recoveries which were spread over a period of two to three years. Personal mobility demand weakened during the first few months of the COVID-19 pandemic, then rebounded quickly after the “unlock” phases, as consumers preferred self-owned vehicles to ensure social distancing and reduce dependence on a weak public transport system. In addition, restrictions on travel and the downward trend in other discretionary spends have caused a shift towards spending on vehicle ownership. The general trend was for consumers to browse vehicles online and then visit brick-and-mortar dealerships to make the final purchase. According to a Google report entitled "*Auto Gear Shift India 2020: Purchase Journey of a Four-Wheeler Buyer in India*" ("Auto Gear Shift India 2020"), 92% of new and used car buyers and 86% of used car sellers rely on online channels during their buying and selling journey. Vehicle sales slowed in April 2021 after the onset of the second wave of COVID-19 in the first quarter of the financial year 2022, although production lines were not affected significantly as in the previous year, and the automotive industry is expected to recover quickly on account of booking enquiries and trends observed by industry experts.

The automotive industry can be categorized into sub-sectors such as passenger vehicles (cars), commercial vehicles, three-wheelers and two-wheelers. Two-wheelers occupy the dominant position, constituting about 80% of the market by volume due to a growing middle class and a young population, while cars comprise 13% of the market share by volume. Moreover, the growing interest of companies in exploring rural markets further aided the growth of the automotive industry. The impact of COVID-19 has been less in rural markets compared to urban markets, while expansion in the distribution network and increasing finance penetration make this market attractive for the next wave of growth.

Passenger cars

The car market in India was the fifth largest car market in the world in calendar year 2020 and is expected to grow at a CAGR of approximately 10% from financial year 2021 to financial year 2026, as shown in the figures below.

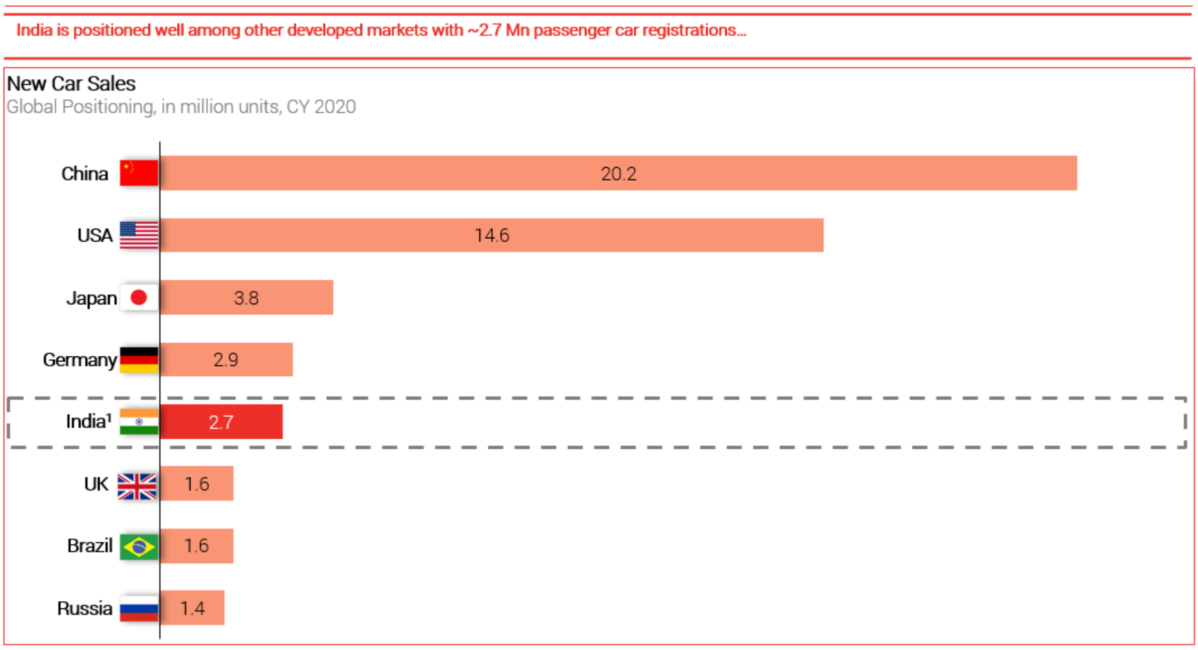


Figure 8

Source: International Organization of Motor Vehicle Manufacturers (OICA), RedSeer analysis
Note: For India, the numbers are for financial year 2021 (April 2020 – March 2021)

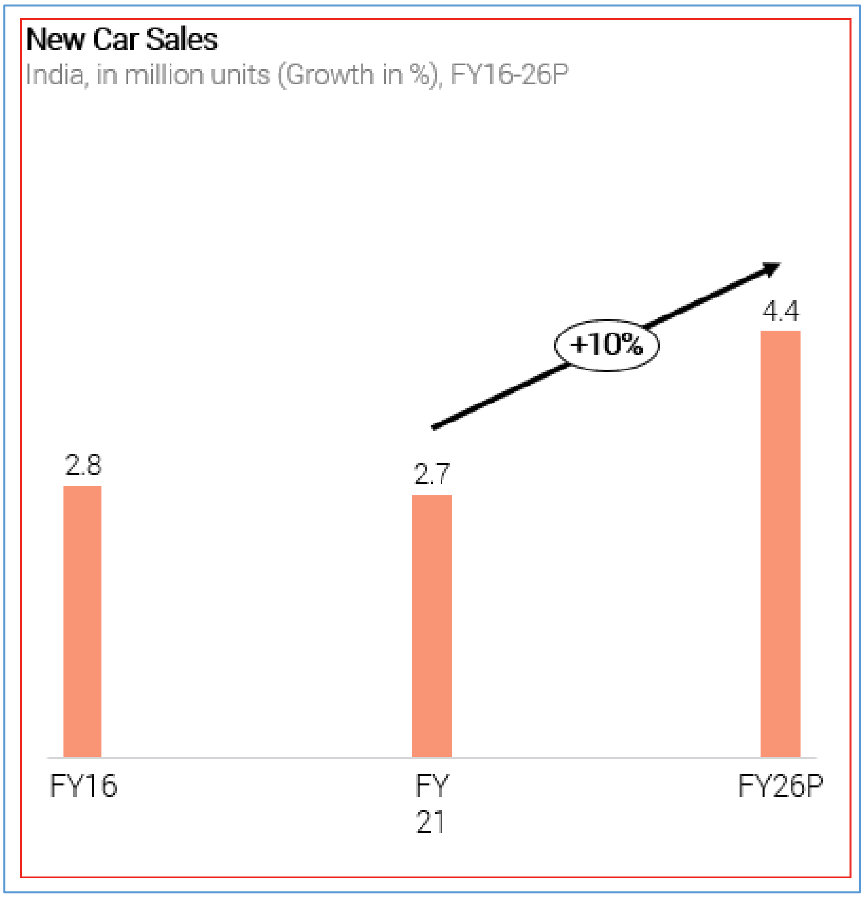
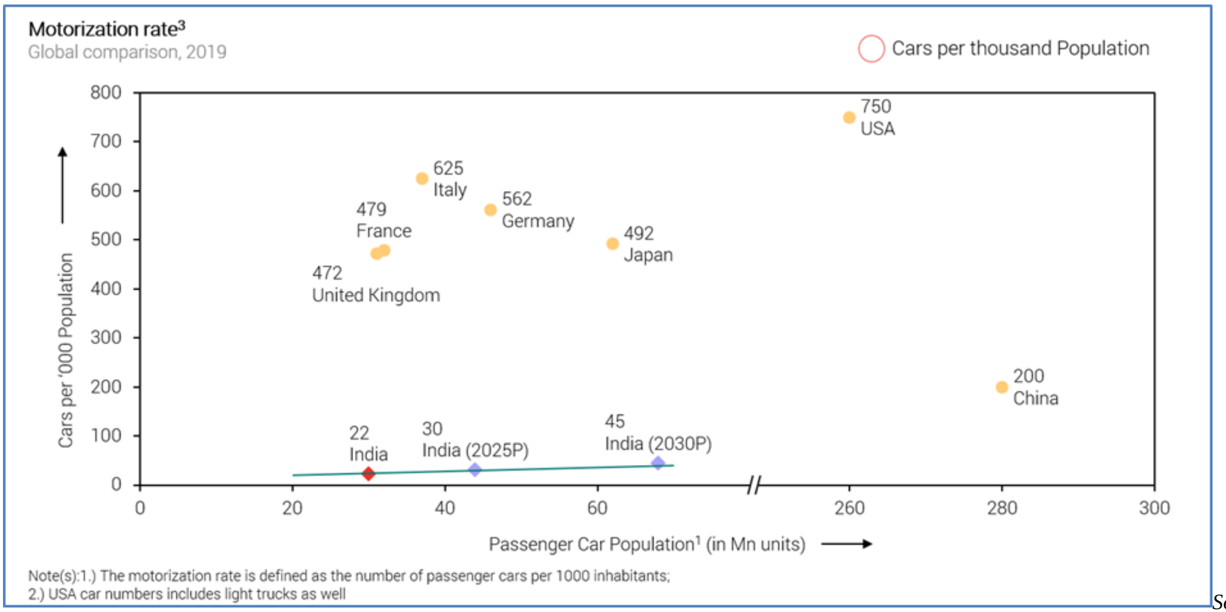


Figure 9

Source: RedSeer analysis

Between financial years 2016 to 2019, the Indian car market was one of the fastest-growing markets in the world, growing at a CAGR of 7%, although its growth was adversely affected in financial year 2020 due to factors such as the economic slowdown, inventory adjustment due to the need to comply with Bharat Emission Stage -VI norms ("BS-VI") and change in insurance regulations.

India is well-positioned among other developed markets, with 2.7 million passenger car registrations in financial year 2021. India's motorization rate, one of the lowest in the world, is expected to increase, aided by favorable demographics, a rising middle class, an aspiring, young millennial population and access to car financing. India has a fast-growing middle class which is expected to constitute approximately 45% of total households by calendar year 2025, growing from approximately 30% in 2005. Such growing shift from India's lower class to middle class will improve the car penetration, which is currently among the lowest in the world, with India having 22 cars per thousand population in 2019, as shown in the figure below:



Source:

Figure 10

Source: FHWA-DOT (USA), United Nations Economic Commission for Europe (UNECE), RedSeer analysis

In terms of value, the size of the new car market size was approximately US$ 50 billion in financial year 2021 and is expected to grow at a CAGR of 12% to reach approximately US$ 90 billion by financial year 2026, driven by new product launches, quick economic recovery and the expected economic upside due to the roll-out of COVID-19 vaccines.

India is mostly a small car market. As shown in the figure below, mini and compact cars comprise approximately 60% of the total volume sold, and the cost of small cars is within the budget of first time buyers.

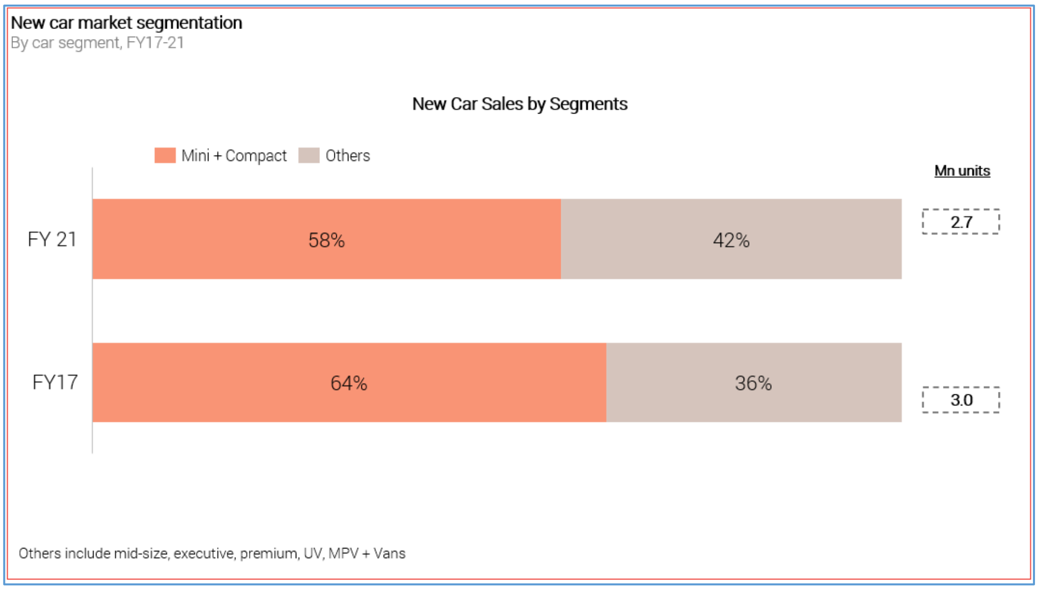


Figure 11

Source: RedSeer analysis

Two-wheelers

The two-wheeler market in India is expected to grow at a CAGR of approximately 8% to reach around 23 million units in financial year 2026, driven by increased demand in urban and semi-urban areas and the relatively low cost of ownership of two-wheelers, which makes them the preferred alternative to public transport and four-wheelers. The figure below shows the growth in sales volume of two-wheelers:

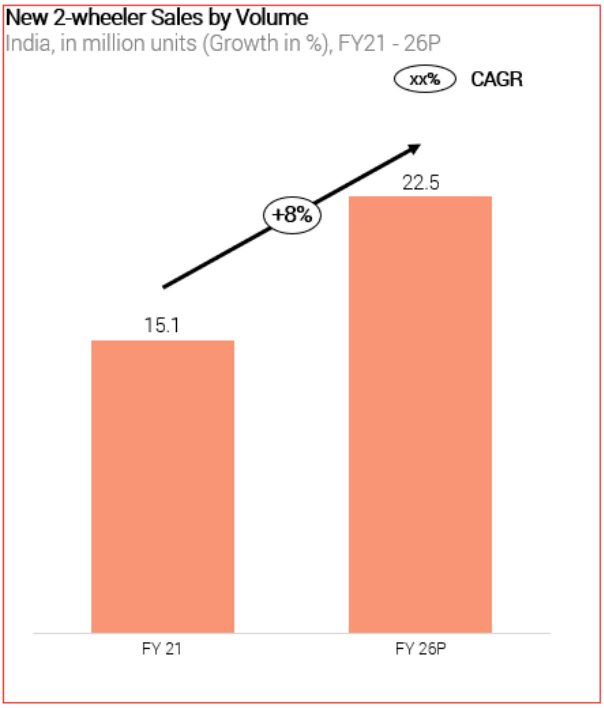


Figure 12

Source: RedSeer analysis

India is the world's largest two-wheeler and three-wheeler manufacturer as of calendar year 2020. The motorcycle segment comprises two-thirds of sales volume (in terms of units), followed by scooters and mopeds, with the market share of the scooter segment declining slightly over the past year.

The two-wheeler market has witnessed significant growth at a CAGR of approximately 7% over the last decade. First-time buyers in rural areas have been the biggest drivers of growth in the two-wheeler segment. Due to increased demand for entry-level two-wheelers, ramping up supply became a concern for manufacturers. In the premium two-wheeler segment, competition among manufacturers increased as mass motorcycle manufacturers made plans to enter such segment.

In the urban markets, which continue to be severely impacted by repeated waves of COVID-19, a preference towards personal mobility could increase demand for two-wheelers in the near-term.

Used Vehicles

Used cars

The used car market in India is relatively smaller than those of other developed countries. In India, the parc turn rate, which is the total number of used cars sold divided by the total volume of cars, is approximately 16%, indicating significant headroom for used car sales. The figure below shows the ratio of used to new cars sold and the parc turn rate in India compared to that of other countries:

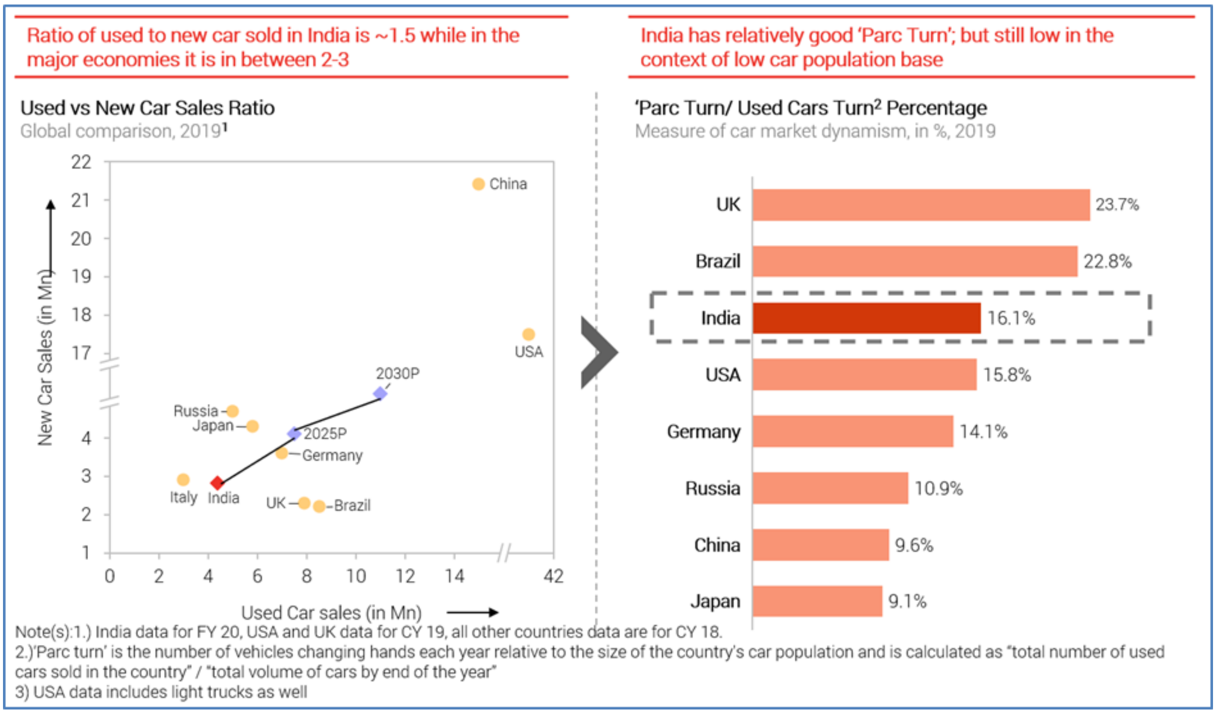


Figure 13

Source: FHWA-DOT(USA), RedSeer analysis

Trends such as decreasing replacement cycles and increasing preference of first-time buyers for used cars due to, among other reasons, a desire to limit use of public transport because of COVID-19, are expected to fuel the growth of the used car market in India. The used car market in India is expected to grow at a CAGR of at least 11% in the next five years, from its current size of approximately 4.4 million cars in financial year 2020 to approximately 8.3 million cars in financial year 2026, as shown in the figure below:

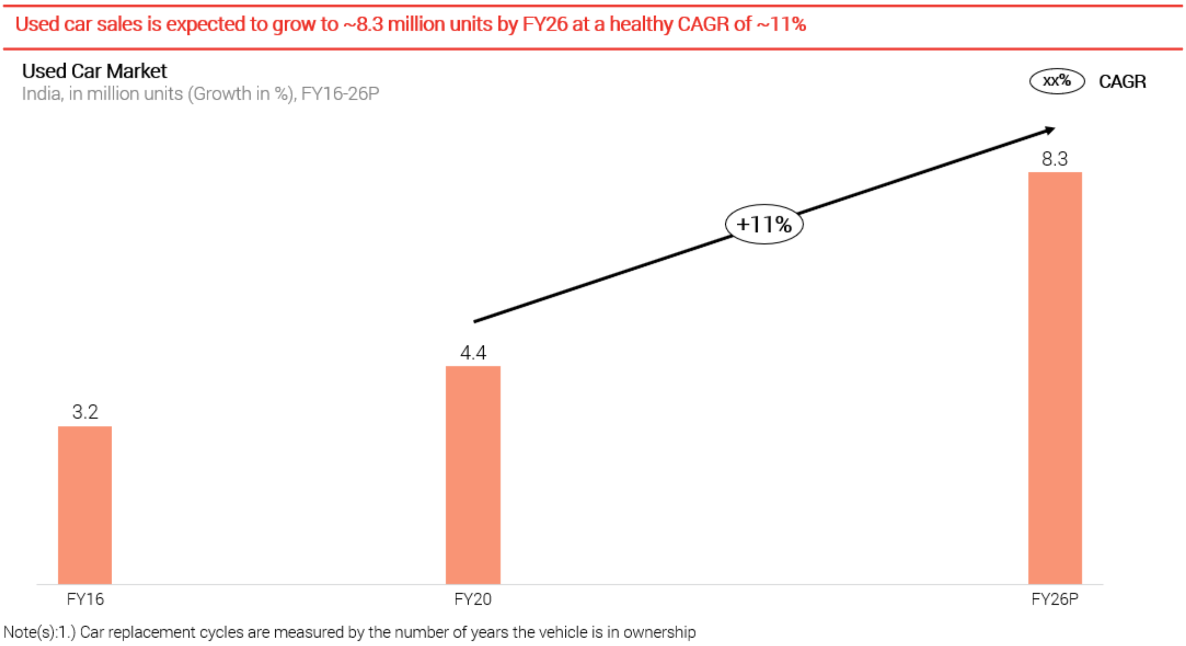


Figure 14

Source: RedSeer analysis

Entry-level cars account for approximately 50% of the used car market in India in terms of volume. A majority of used car buyers are first-time car buyers who prefer entry-level models due to the low cost of ownership. The average age and price of used cars sold in the market is approximately four years and less than US$ 5,000 per unit, respectively. Approximately 30% of used cars sold in financial year 2020 were less than three years old and approximately 85% of the used car sellers were first owners of the car.

The used car market is highly fragmented in India and comprises a mix of individual dealers or brokers who have no physical place of business, and institutional dealers, or those that operate out of a physical place of business, comprising unorganized dealers and branded showrooms. Approximately 90% of dealers are unorganized. In financial year 2020, there were 8.5 million transactions involving used cars, including exchanges among sellers and dealers for sale to the end buyer (consumer). The figures below shows the different dealer and transaction segments in India:

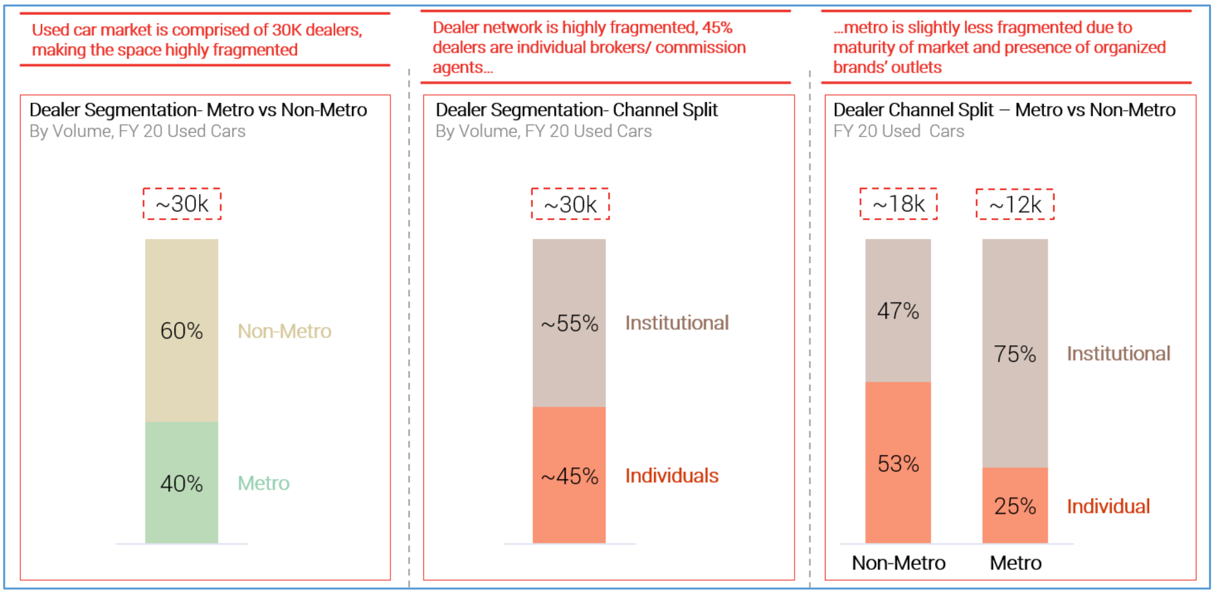


Figure 15

Source: RedSeer analysis
Notes:
1. *Individual brokers are "dealers" or "commission agents" with no physical place of business*
2. *Institutional includes "branded" and "unbranded" showrooms that operate out of a physical place of business such as a showroom and office/warehouse*

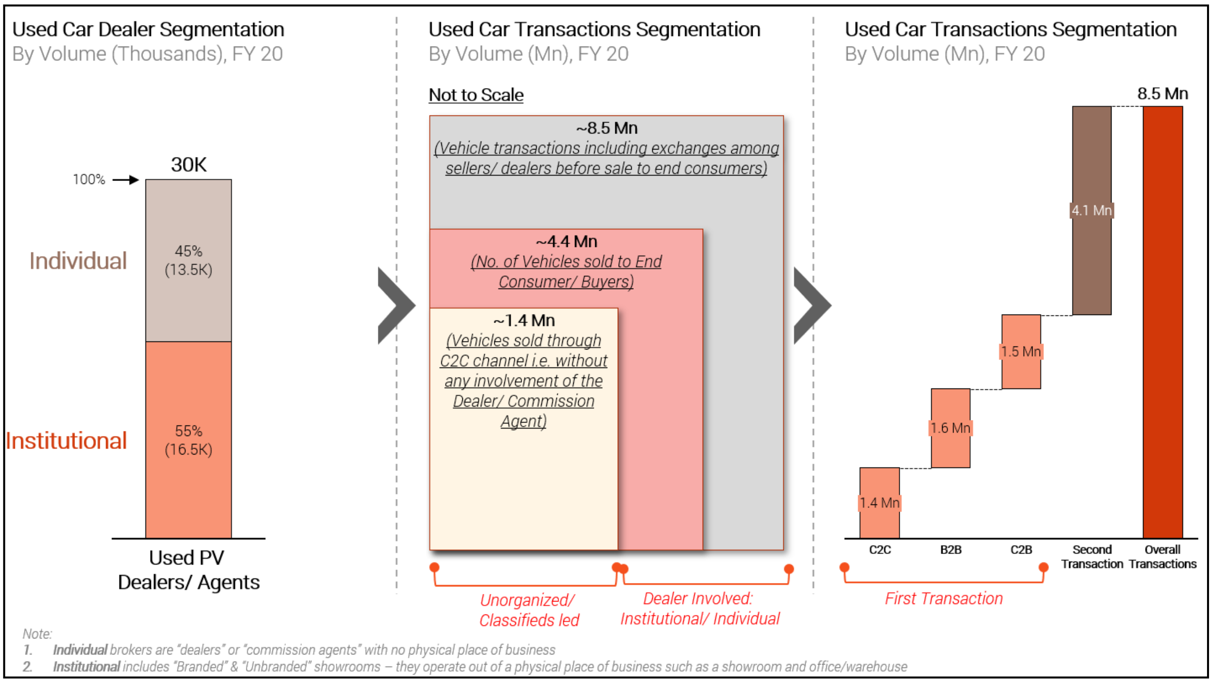


Figure 16

Challenges Faced by Car Dealers

Despite several opportunities in used car sales, dealers face challenges, with approximately 50% of dealers facing challenges in conversion of leads, unavailability of vehicle range and low volume of leads, as shown in the figure below:

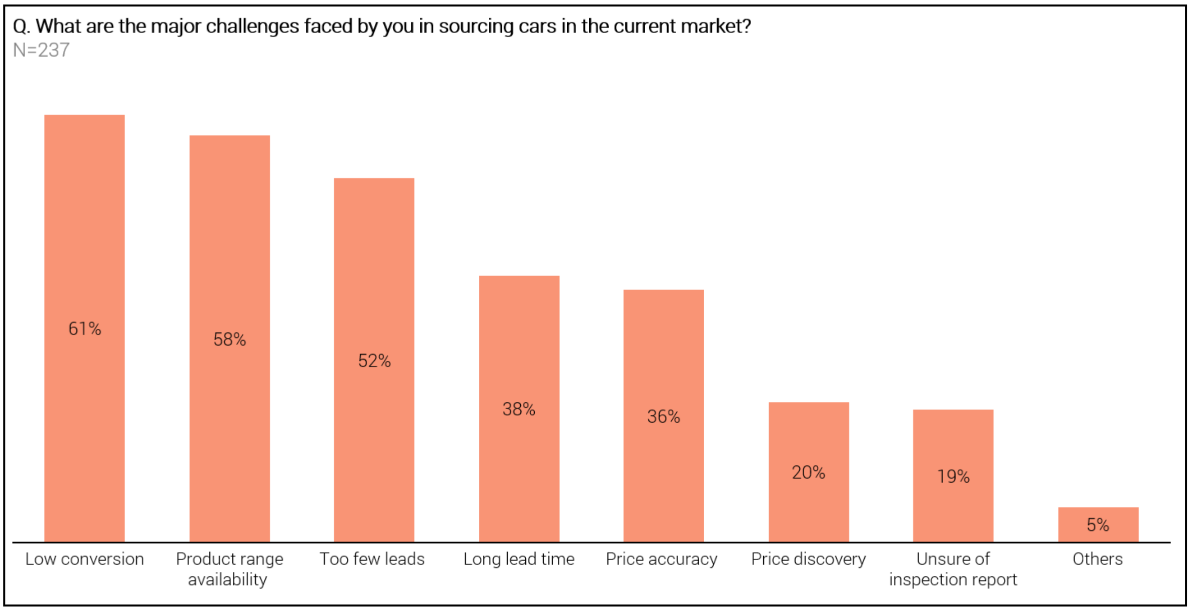


Figure 17

Source: Survey analysis by RedSeer (July 2021)

The economics of dealerships depend largely on sales volume, gross margin and customer acquisition efficiency. To achieve a high return on their marketing investments, dealers must find-in market consumers, but because car purchases are infrequent, only a small percentage of consumers are shopping for a car at any given point in time. Traditional marketing channels, including television, radio, and newspaper, can effectively target locally but are inefficient in reaching the small percentage of consumers who are actively in the market to buy a car. Customers on online portals are in-market customers and therefore of great value to dealers. In addition, limited information on vehicle buyer preferences in local areas has also been another cause of inefficiency in the vehicle sourcing process. Dealers who end up with "unwanted stock" (i.e., stock that is not in demand in the local area) can turn to auction houses to dispose of them, generally meaning that they sell at trade, rather than retail price, which typically results in a lower price and hence lower margins, in exchange for improved inventory turnover.

Use of Online Platforms

To source or sell used cars, dealers use online platforms. When choosing which online platforms to use, used car dealers consider, among others, the quality of the vehicle, turnaround time and transaction assurance or conversion, meaning, successful transfer of ownership upon payment, as shown in the figure below:

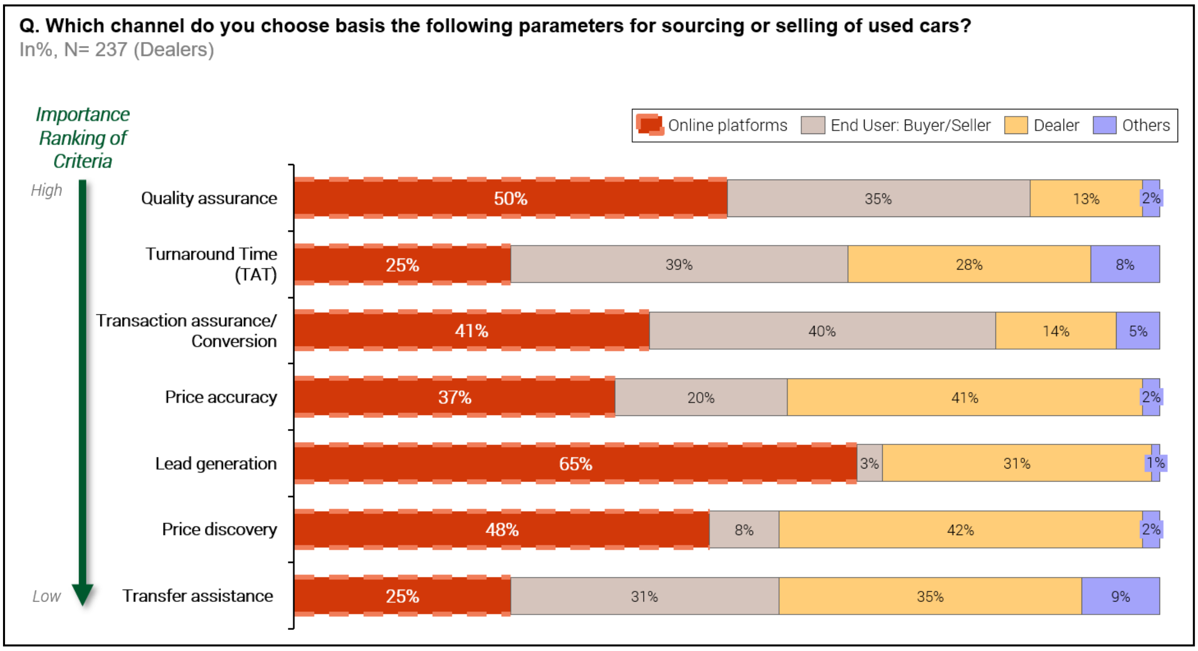


Figure 18

Source: Survey analysis by RedSeer (July 2021)

As highlighted in Auto Gear Shift India 2020, over 90% of vehicle buyers use online channels across their purchase decision journey, including for discovery, research, pricing comparison and value-added services. Automotive portals are well-positioned across these information sources to meet buyers' need for information.

When buying a used car, vehicle price and quality of vehicle are the most important factors. Online platforms are rated higher than offline platforms across all parameters, particularly in terms of quality and trust, as shown in the figure below. Due to the high trust rating of online platforms compared to local used car dealers, the outlook is promising for online platforms that sell certified cars through B2C transactions.

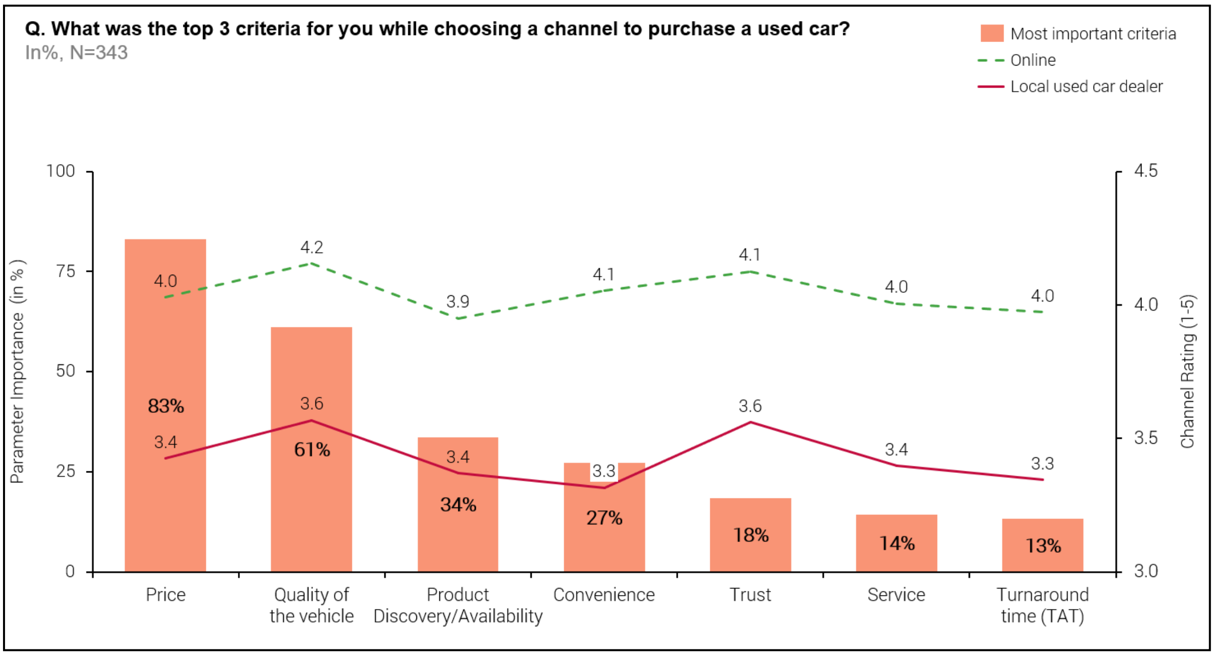


Figure 19

Source: Survey analysis by RedSeer (July 2021)

Consumers have historically had limited access to unbiased information on specific vehicles, car pricing, and dealer reputation. For consumers searching for used cars, every car is unique, and it is difficult to aggregate the relevant inventory of available used cars across dealers, a difficulty exacerbated by the lack of consistency in the way that dealers characterize a car's attributes. Generally, dealers also have more information about car prices than consumers do, as consumers have limited resources and tools to determine an appropriate price. Finally, selecting the right dealer has been challenging for consumers as dealer reputations have historically been based primarily on word-of-mouth and references. The lack of clear, unbiased and transparent information has made it difficult for consumers to effectively compare vehicles and find the vehicle that best suits their needs.

Collectively, the inefficiencies in the ecosystem highlight the opportunity for an online automotive marketplace to bring together a wide range of inventory and match the right vehicle buyers and vehicle sellers on a single platform. Furthermore, the ability to understand and predict consumer preferences, behavior and desires is critical to creating an efficient marketplace.

Online platforms are also rated highest by used car sellers across all parameters, reflecting their preference for selling used cars through online methods, as shown in the figure below:

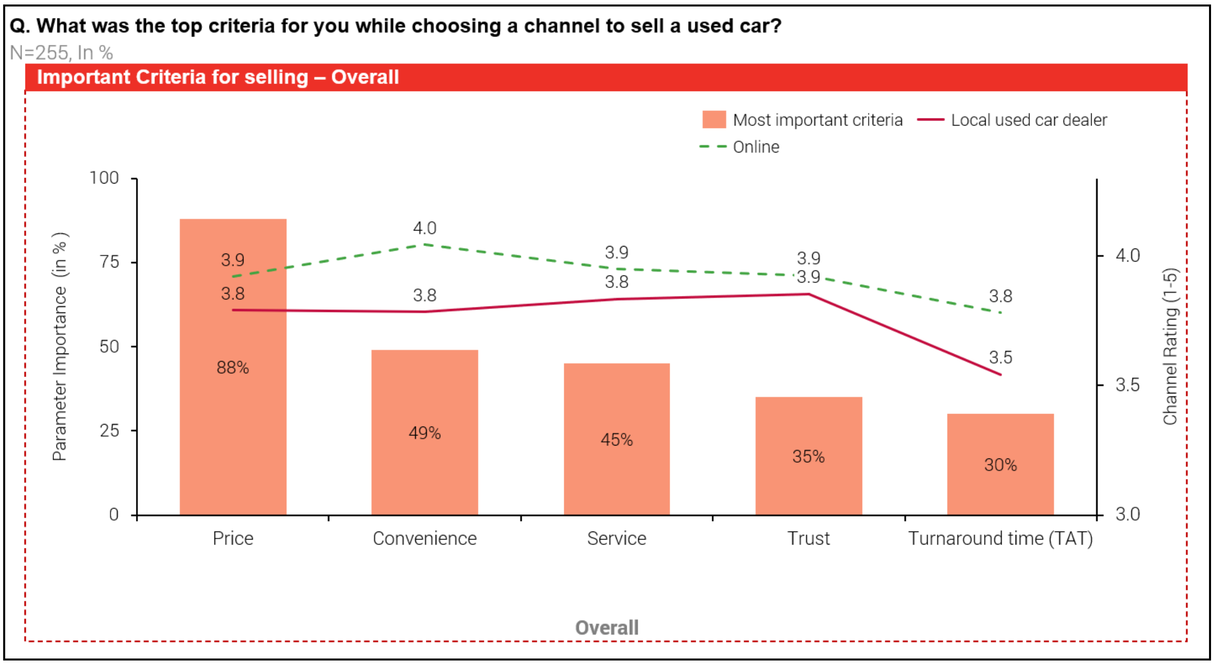
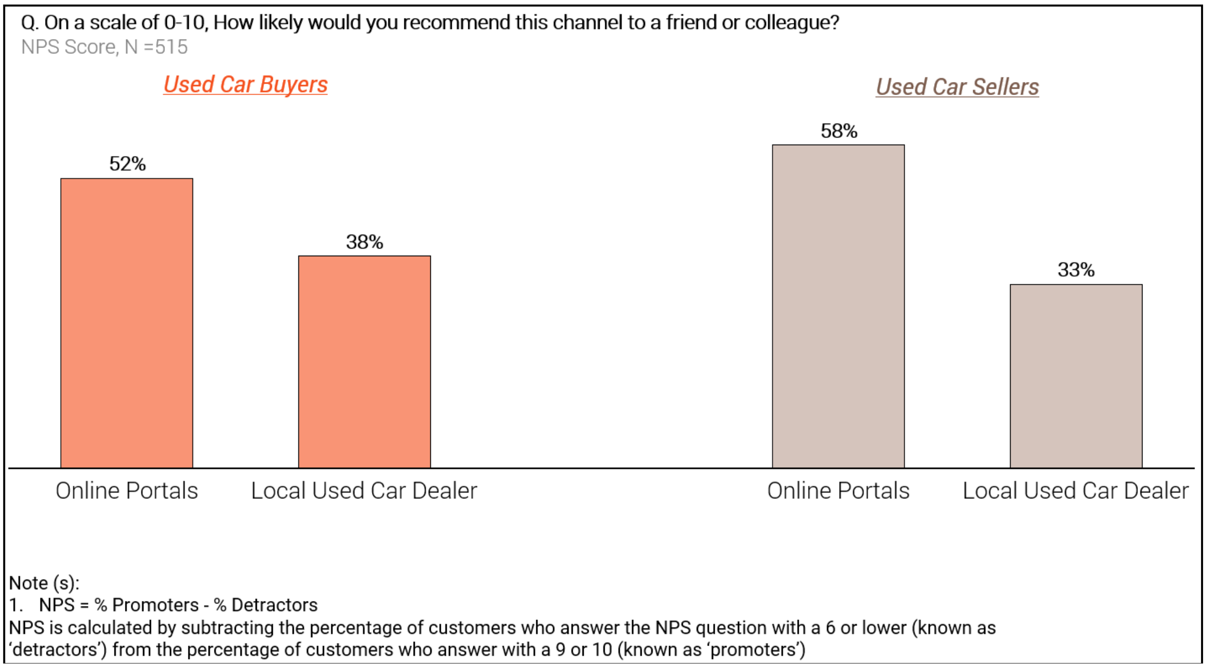


Figure 20

Source: Survey analysis by RedSeer (July 2021)

Among used car buyers and sellers, online platforms enjoy higher Net Promoter Scores ("NPS") compared to local used car dealers, as shown in the figure below. The convenience of exploring cars, price discovery and the ability to connect with a seller (on a platform or with a dealer) from home drives the higher positive sentiment.



Source: Survey analysis by RedSeer (July 2021)

Figure 21

Used two-wheelers

The used two-wheeler market in India is expected to increase, in terms of units sold, at a CAGR of approximately 8%, from 20 million units in financial year to 30 million units in financial year 2026, driven by trends such as shorter replacement cycles and increasing preference of first-time buyers for used two-wheelers.

Two-wheelers in India are seen as an alternative to walking, riding bicycles and public transit systems. India is currently the largest producer and manufacturer of two-wheelers in the world, followed by China. In India, commuters across all age groups use motorized vehicles, especially two-wheelers, owing to the increasing population and rapid increase in traffic congestion, thereby making two wheelers the most appropriate and convenient mode of transportation in urban areas.

The market is dominated by scooters and motorcycles with a volume share of approximately 95% during the financial year 2020.

Generally, Indians use a two-wheeler for a period of three to five years before disposing of it. This figure has dropped from an average of six to seven years in the recent past due to frequent launches of two-wheelers and effective marketing techniques used by companies.

The figure below shows the expected growth of the used two-wheeler market and the segments by type:

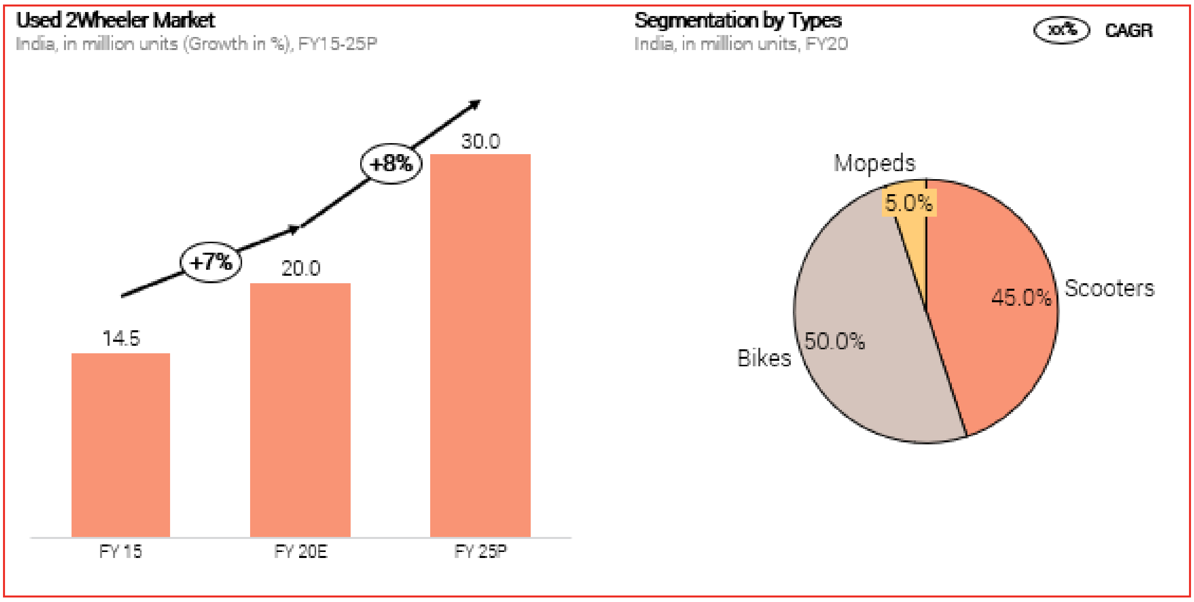


Figure 22

Source: Industry experts and RedSeer analysis

The used two-wheeler market is predominantly run by the unorganized sector, comprising individual sellers, local mechanics and small dealerships who resell used two-wheelers. This traditionally-fragmented market lacks a concrete format and comes with various inadequacies that reflect negatively in the consumer experience. This presents an opportunity for online or omnichannel players that provide better price discovery and convenience in addition to value-added services.

Used commercial vehicles

The market for used commercial vehicle sales in terms of volume is expected to grow at a CAGR of 7% over the next five years, as shown in the figure below. Only 10.0% of sales in the commercial vehicle markets are made through the organized channel, as also shown in the figure below:

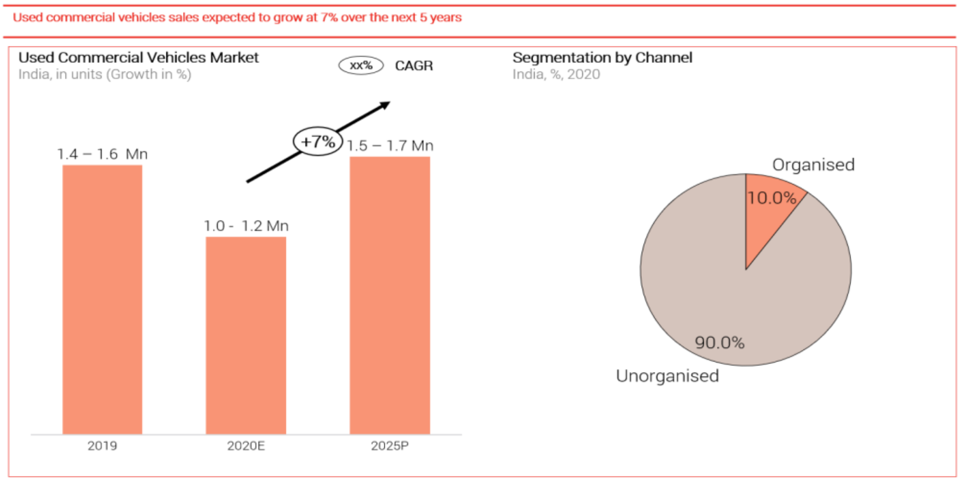


Figure 23

Source: RedSeer estimates
Note: Commercial vehicles consists of heavy commercial vehicle (HCVs) and light commercial vehicles (LCVs)

The second-hand market in the commercial vehicle segment is driven through middlemen sales where there are several inefficiencies and information asymmetry arising from lack of standardization of pricing and quality checks. This represents a huge opportunity for organized players.

Further, according to industry experts, commercial vehicle manufacturers are expected to increase production of vehicles that conform to BS-VI. However, it is expected that such commercial vehicles will be marked up considerably and will be priced higher than previous models, on account of additional production expenses required to comply with BS-VI, leading to a surge in demand for well-maintained used trucks that comply with Bharat Emission Stage III or IV standards.

Online Transition of the Buying and Selling Process across Vehicles

Amidst evolving customer needs and strong digital trends such as increasing internet penetration, smartphone adoption and growth of e-commerce, the Indian automotive industry is ripe for digital disruption.

The way consumers purchase cars is changing, with consumers placing much higher importance on online and digital channels. According to Auto Gear Shift India 2020, over 92% of the buyers of new and used cars research online.

Given the above shift, technological progress in terms of search engine optimization, online video or education and touchpoints for leads through the digital channel (websites) have become critical. Websites and automotive portals act as buyer consulting zones and play significant roles in the purchase decision.

Online vehicle buying and selling offers several benefits over offline channels, such as:

- For consumers: Improved customer experience through the availability of a variety of options, data transparency, price discovery, aggregation of inventory for easier vehicle discovery, intuitive search results, fast purchasing, comparison tools, greater convenience, easy access to auto finance options, ease-of-use and time effectiveness;

- For dealers: Improved efficiency through inexpensive customer acquisition, ability to reach a wider audience, ability to more accurately target potential purchasers, improved inventory sourcing, effective trade-in execution, efficient floor space usage, availability of vehicle financing and improvements with respect to the determination of an optimal pricing strategy; and

- For OEMs: Better reach to a large and engaged audience; more inquiries from and sales to in-market buyers and sellers and access to consumers and dealers.

Digital Advertising Market by the Automotive Sector in India

Globally, both OEMs and dealers spend a significant part of their advertising budgets on digital channels, a trend which is likely to be followed in India. In the financial year 2020, Indian car and two-wheeler OEMs spent only US$ 170 million on digital advertising, or approximately 14% of their total advertising budget of US$ 1.2 billion, which is significantly lower than the global average for OEMs of 42%, as shown in the figure below:

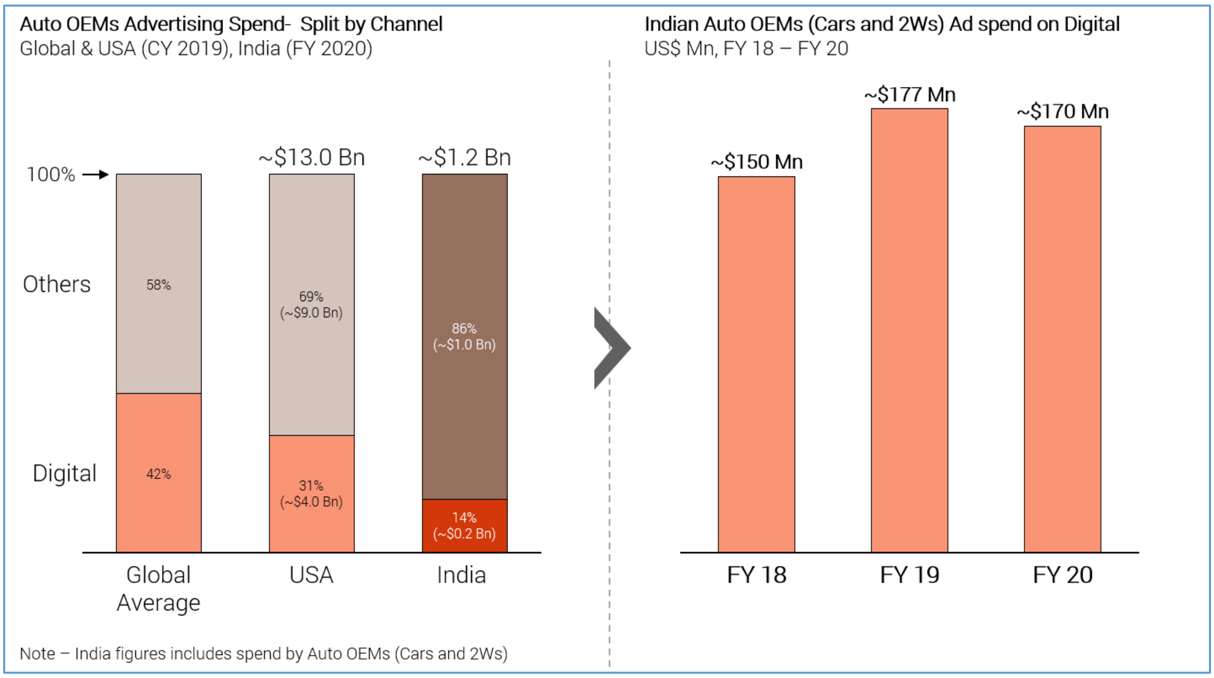


Figure 24

Source: RedSeer analysis

The automotive sector has been amongst the three largest contributing sectors to the digital advertising market in India in terms of amount spent. Digital marketing spend by OEMs is expected to increase in line with the growth of the digital advertising market in India, which has been growing at a CAGR of approximately 20% from financial year 2018 to 2020. The relatively low share of digital advertising in the total advertising spend of Indian OEMs, compared to that in other countries, also indicates headroom for growth.

On the other hand, as shown in the figure below, used car dealers in India spent approximately US$ 10 million on online channels in 2020, comprising 6% to 8% of their marketing spend. In other mature markets, dealers spent between 25% to 90% of their marketing spend on online channels, indicating strong headroom for growth in India. In addition, the number of used car dealers in India subscribing to paid services on online automotive portals is expected to increase from approximately 4,000 dealers in financial year 2020 to between 8,000 to 11,000 dealers in financial year 2025, representing a CAGR of as much as 22%, as shown in the figure below:

Used Car Dealer Spend on Marketing – International Benchmarks

	USA	Germany	France	UK	India
Year	2017	2019	2018	2019	2020
Online Spend (% of total Marketing)	25%	50%	60%	90%	6-8%
Total Online Spend	$2.2 Bn	$350 Mn	$140 Mn	$407 Mn	$10 Mn

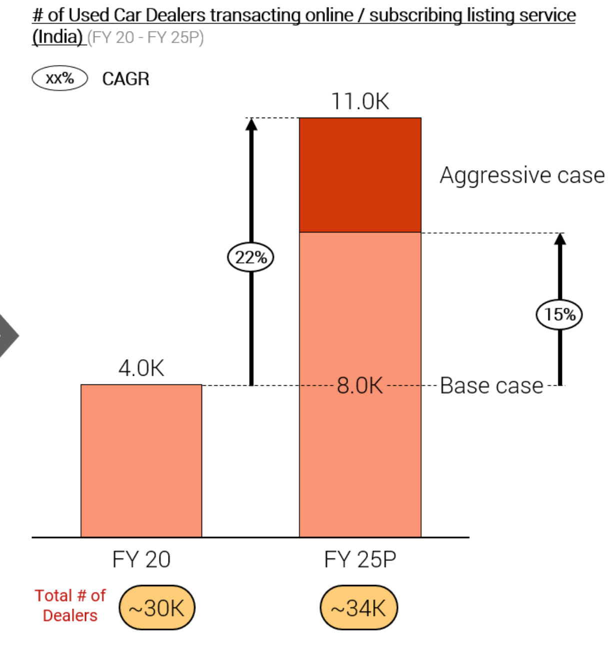


Figure 25

Source: RedSeer analysis

Further, it is estimated that there are approximately 7,000 to 8,000 new car dealers that are connected online via the OEM network and receive online directed leads through OEMs. Approximately 20% of such new car dealers, i.e., 1,500 to 2,000 dealers, also use online automotive portals independently for lead generation services and pay for such services. These 1,500 to 2,000 dealers collectively spent approximately US$ 7 million to US$ 9 million on digital channels, representing approximately 10% of the overall marketing budget of all new car dealers in financial year 2020. A portion of the new car dealers' overall marketing spends, ranging from 50% to 70%, is subsidized by automotive OEMs as part of their marketing expense agreements.

Auction and Remarketing Services

Auction and remarketing services for vehicles are key services offered by automotive portals. Customers of auction and remarketing services providers include:

- consumers;
- fleet and individual operators;
- banks and other financial institutions (with respect to repossessed vehicles);
- insurers (who own vehicles as an outcome of total loss claims, or "salvaged" vehicles);
- OEMs;
- corporate customers (who own cars, two-wheelers, three-wheelers and commercial vehicles);
- new and used car dealers; and
- farm equipment owners.

Customers rely on auction facilitators to sell their inventory to consumers, individual and fleet operators, dealers and wholesale buyers. The figure below shows the split of the channels through which used cars are sold, including through auction and remarketing services:

Used cars ***(Transaction breakdown)***	**FY 20 (Million units)**
C2C	1.4
B2C *(direct sales to consumers)*	3.0
Auction & Remarketing - C2B and B2B *(Includes Consumer auctions, Bank Repo Auctions, Insurance Salvage, Corporate, dealer exchanges, fleet and individual operators, trade-ins, and other auctions)*	4.1
Total	**8.5**

Figure 26

Source: RedSeer estimates

Of all cars and commercial vehicles auctioned in financial year 2020, it is estimated that approximately 870,000 cars and commercial vehicles were repossessed and sold by banks. In addition, approximately 170,000 "salvaged" cars and commercial vehicles were auctioned by insurers in financial year 2020.

Shriram Automall India Limited ("Shriram Automall"), CarTrade Tech's used vehicle auction business, is an auction facilitator for buyers and sellers of vehicles in India and is one of the leading used vehicle auction platforms based on number of vehicles listed for auction for the financial year 2020. Shriram Automall facilitates the buying and selling and auctions of all vehicle types, namely, passenger vehicles (cars), two-wheelers, three-wheelers, commercial vehicles and farm and construction equipment.

Automotive Value-Added Services

Value-added services such as accessories, automotive insurance and auto finance allow automotive portals to diversify their revenue streams.

Accessories (Automotive Aftermarket)

The automotive aftermarket in India has grown at a moderate pace, with stable demand year-on-year and increased vehicle parc turn rate as major drivers of growth. The automotive aftermarket in India is expected to grow at a similar pace from financial year 2020 to 2026, as seen in the figure below:

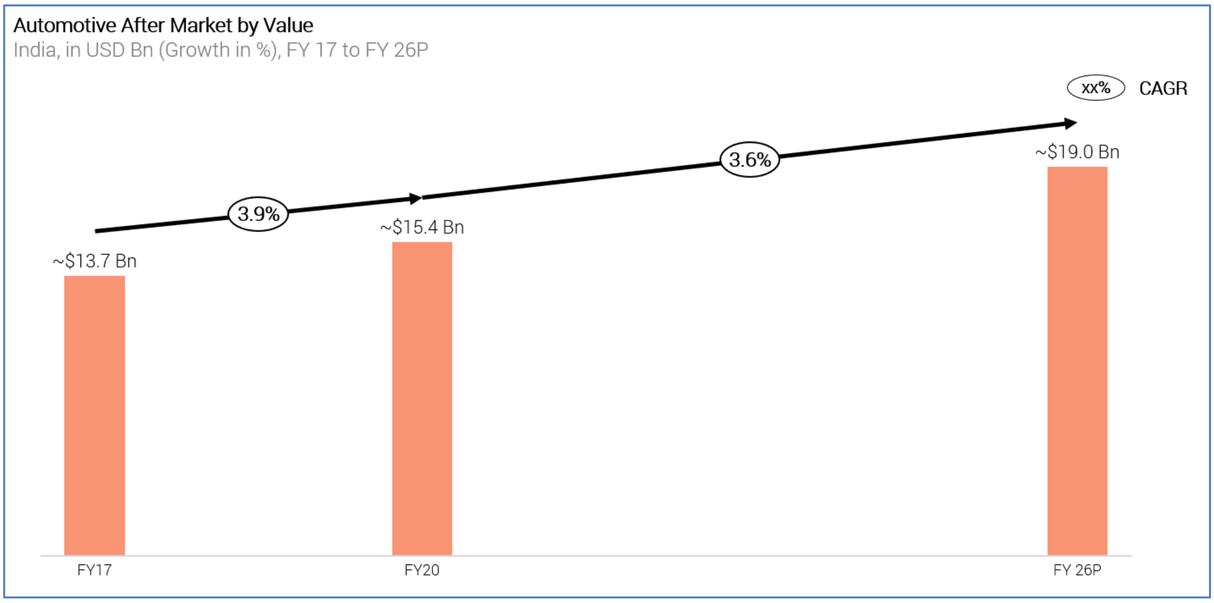


Figure 27

Source: RedSeer analysis
Note: After-market refers to the sale of automotive components for use on vehicles after the first purchase, such as air filters, alloy wheels, alternators, antifreeze or coolant, bonnets, brake discs, brake drums, brake pads, brake shoes, bumpers, cabin filters, catalytic converters, clutches, diesel filters, doors, exhaust systems, floor mats, glass, glow plugs, in car entertainment, light housings, oil, oil filters, paints and solvents, petrol filters, radiators, roof bars, roofboxes, satellite navigation, shock absorbers, spark plugs, starter batteries, starter motors, tow bars, tyres, windscreen wash, windscreen wiper blades, and wings.

The emergence of new car models, India's emergence as a major hub for small car manufacturing and the rising per capita income of the population are some of the key reasons for the growth of this market.

Major growth drivers

- Growing market of pre-owned cars: The second-hand car market is one of the biggest opportunities for the automotive accessories aftermarket. Consumers who cannot afford to buy luxury cars are now investing in used cars and using automotive accessories to make the used cars look brand new. In some cases, accessories of cars that have been discontinued by car manufacturers are no longer sold by the relevant car manufacturer, which requires the car owner to buy from the accessories aftermarket. Further, both new and used car buyers buy accessories in the aftermarket to get reasonable prices.

- Online Platforms: By catering to online buyers, automotive accessory companies can reach millions of potential customers daily without much incremental effort. For online platforms, selling automotive accessories becomes a great value add-on for customers as they can provide a one-stop integrated solution to vehicle buyers.

Automotive Insurance

Premiums on automotive insurance account for approximately 40% of non-life insurance premiums. Premiums on automotive insurance grew at a CAGR of 12.6% from financial year 2016 to financial year 2020, as shown in the figure below:

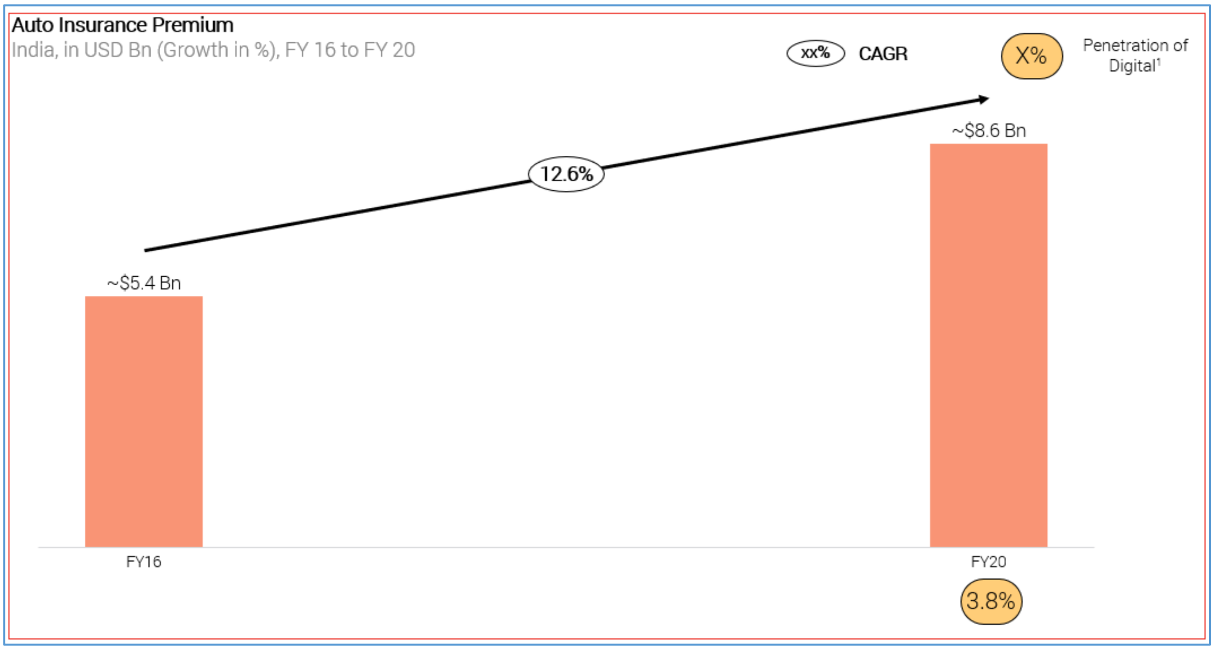


Figure 28

Sources: Secondary Research – IRDAI Annual Report 2019-2020, RedSeer analysis, industry experts
Notes: *The exchange rate is taken as US$1= ₹ 70*

The Motor Vehicle Act, 1988 requires insurance on a motor vehicle to cover third-party risk, and prohibits a vehicle from being used in a public place without an insurance policy covering third party risks. Third-party liability ("TPL") means risk cover for bodily injury, death and damage of property of an involved third party. After recent amendments made to the Motor Vehicles Act, non-possession of a minimum TPL insurance policy now attracts a fine of ₹ 2,000 for the first offence and ₹ 4,000 for the second offence. The recent amendment in the Motor Vehicle Act imposing penalties for failing to possess a basic TPL policy has contributed to an increase in the sale of motor insurance policies in India. In the case of two-wheelers, the fine is greater than the cost of insuring a two-wheeler, which has led many two-wheelers to become insured.

Insurance on pre-owned cars is required by the Motor Vehicle Act, 1988, which has driven demand for automotive insurance for used vehicles.

Auto Finance

According to a report by the RBI entitled Sectoral Deployment of Bank Credit and dated April 2020, approximately US$ 34.5 billion of vehicle loans were outstanding as of March 31, 2021. Auto finance, especially in the pre-owned vehicles market, is a highly under-penetrated market, and thus has potential for growth. In finance year 2020, approximately 17% of used cars were purchased with auto finance, compared to 75% for new cars. Auto loan financing rates for used cars in financial year 2020 was higher than that for new cars. Compared to some developed countries, such as the U.S. as shown in the figure below, there is significant headroom for financing penetration in both new and used cars in India:

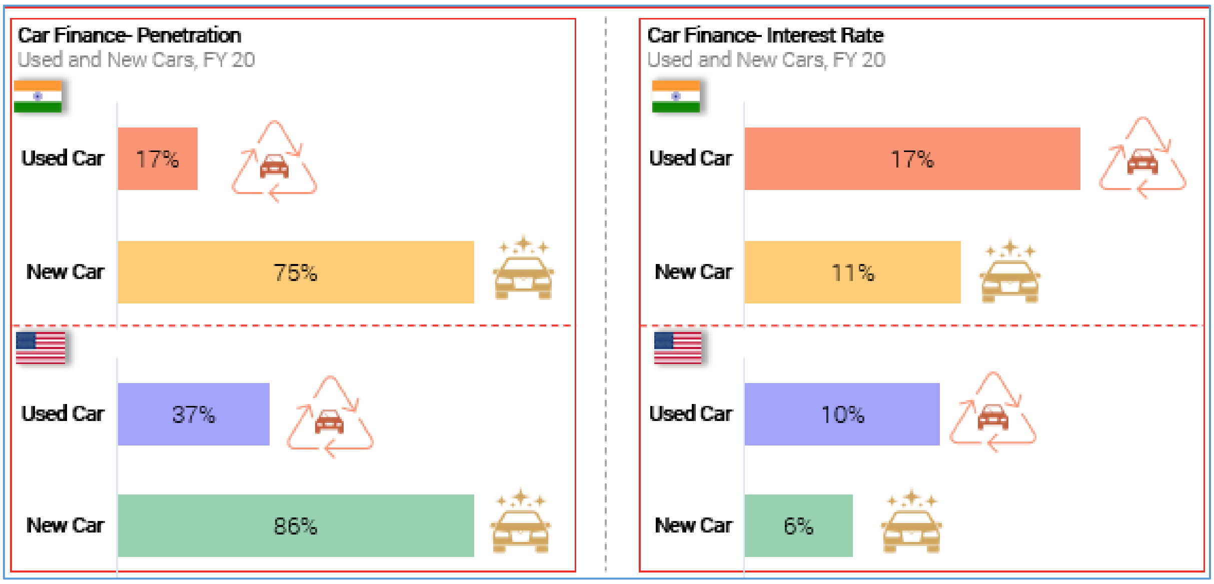


Figure 29

Source: RedSeer analysis

Used car valuation has been one of the key concerns for both banks and other financial institutions when reviewing loan applications for used cars purchase. Online platforms aim to solving this problem by providing analytics and quality-based inspections to certify cars, thereby improving price discovery.

Inspections and Valuations

Automotive portals also offer inspections and evaluations to cater to the used car auto loan financing industry, as well as to the secondary market for insurance renewals. CarTrade Tech's valuation and inspection business, Adroit Auto, caters to this space.

Approximately 6.5 million inspections and valuations were conducted in financial year 2020, as shown in the figure below:

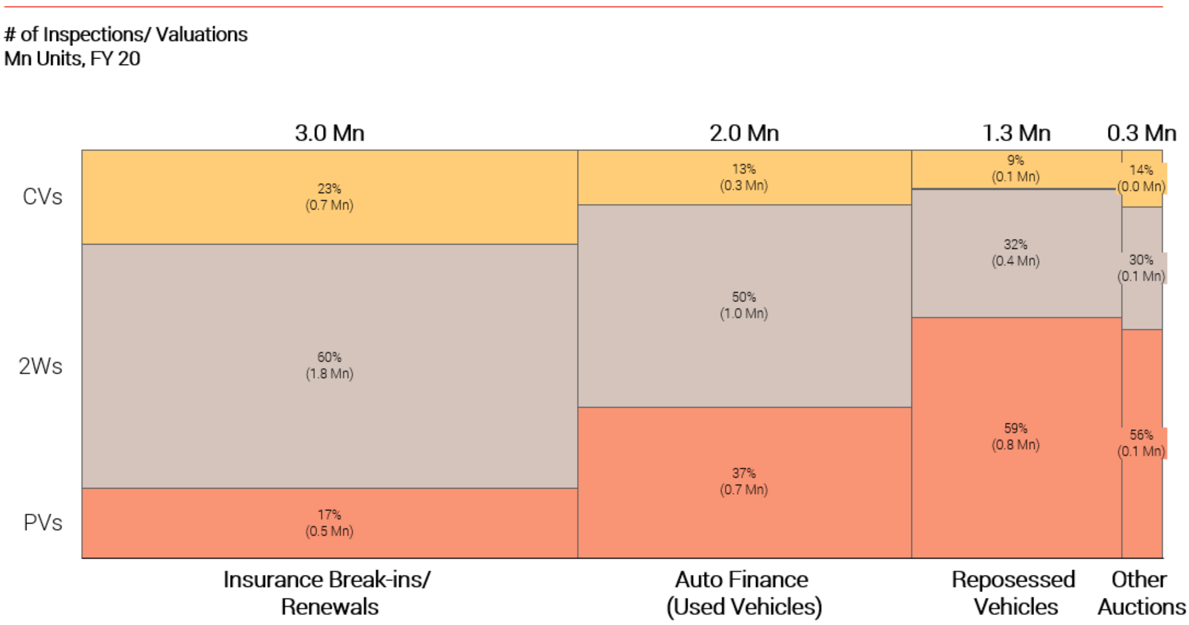


Figure 30

Source: RedSeer analysis

Business Models and Competition Overview

CarTrade Tech is a multi-channel auto platform with coverage and presence across vehicle types and value-added services. The digital automotive ecosystem provides huge opportunity for CarTrade Tech, as shown in the figure below:

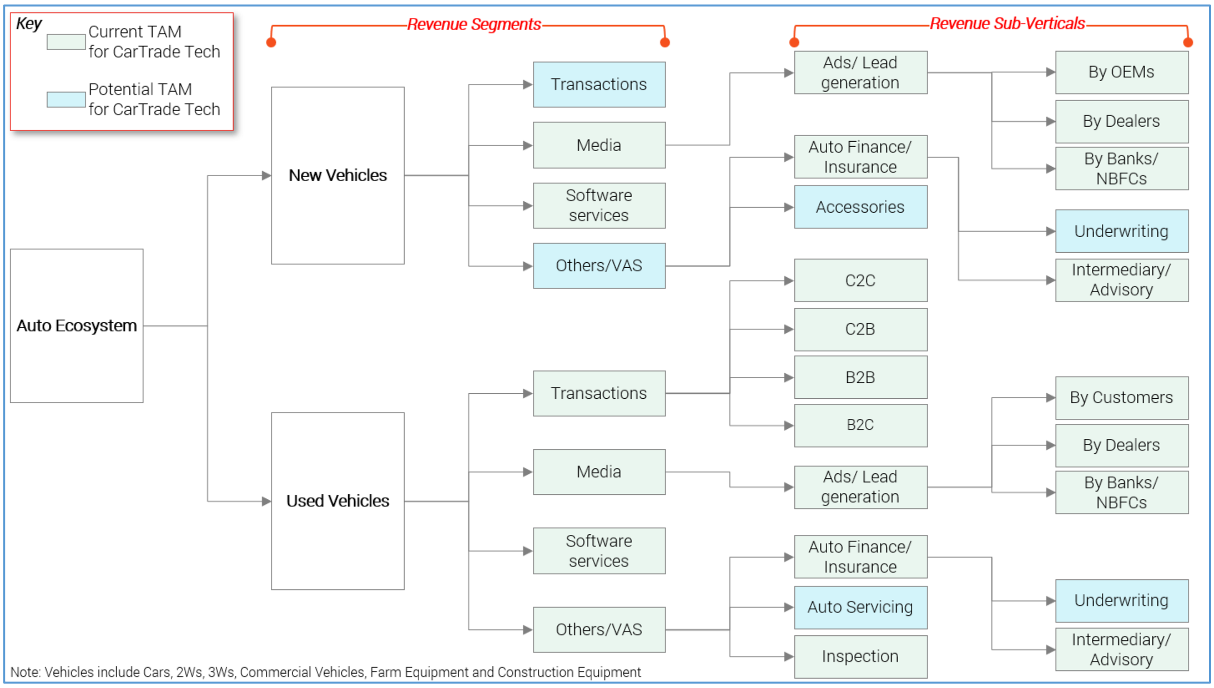


Figure 31

Source: RedSeer analysis

In financial year 2020, the total addressable market ("TAM"), or the revenue pool for online automotive portals in India was approximately US$14.3 billion, as shown in the figure below:

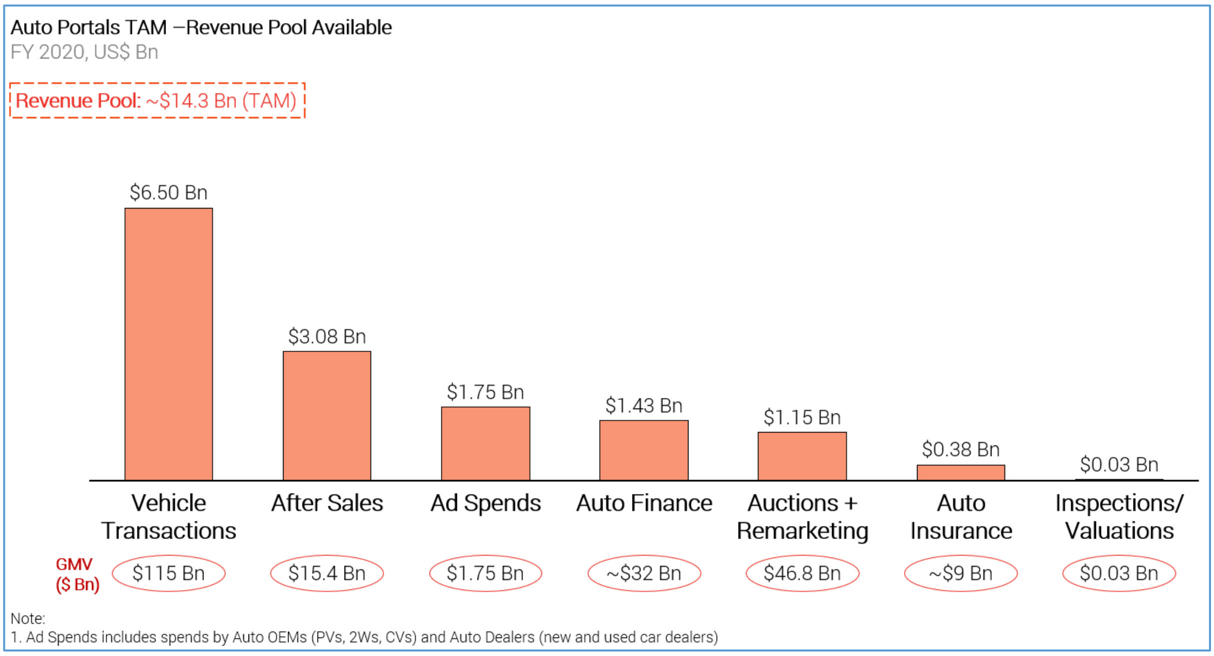


Figure 32

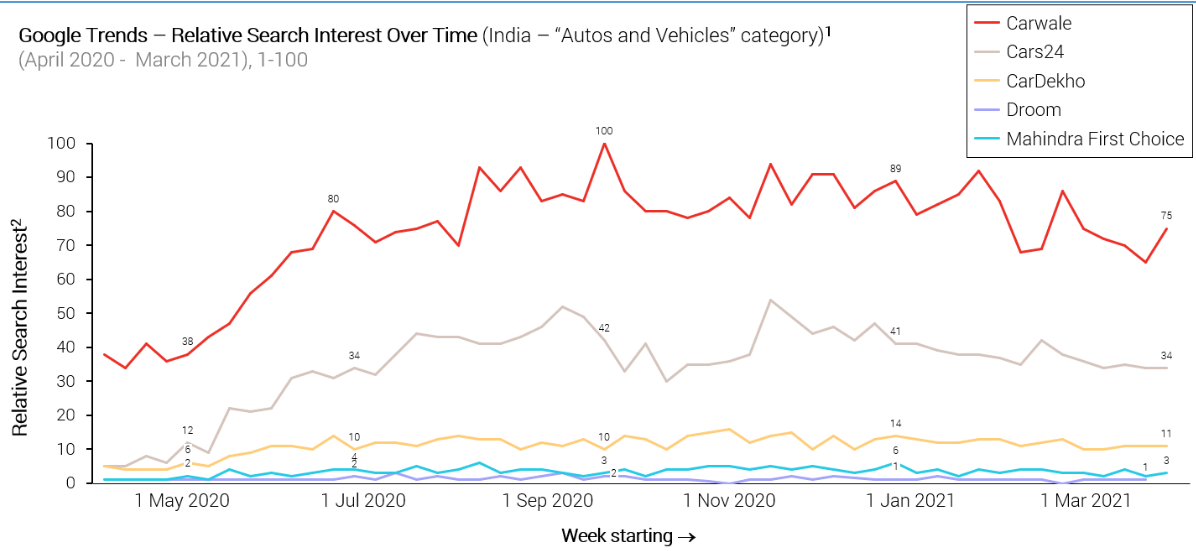
Source: RedSeer estimates

The revenue lines for automotive portals are as follows:

- Transactions: Take rate/commissions on transactions, and auctions/trade-ins;
- Media: Listing subscriptions and ad revenues from OEMs, dealerships and other advertisers;
- Software services: Marketplace and software solutions for OEMs, dealerships and banks; and
- Others/Value-added services: Auto finance, automotive insurance, accessories, servicing and inspections.

CarWale and BikeWale, both platforms owned by CarTrade Tech, ranked number one on relative online search popularity when compared to their key competitors over the period from April 2020 to March 2021 (as shown by figures 33 and 34 below from Google Trends). This is a key competitive advantage for CarWale and BikeWale.

Google Trends – Relative Search Interest Over Time (India – "Autos and Vehicles" category)[1]
(April 2020 - March 2021), 1-100

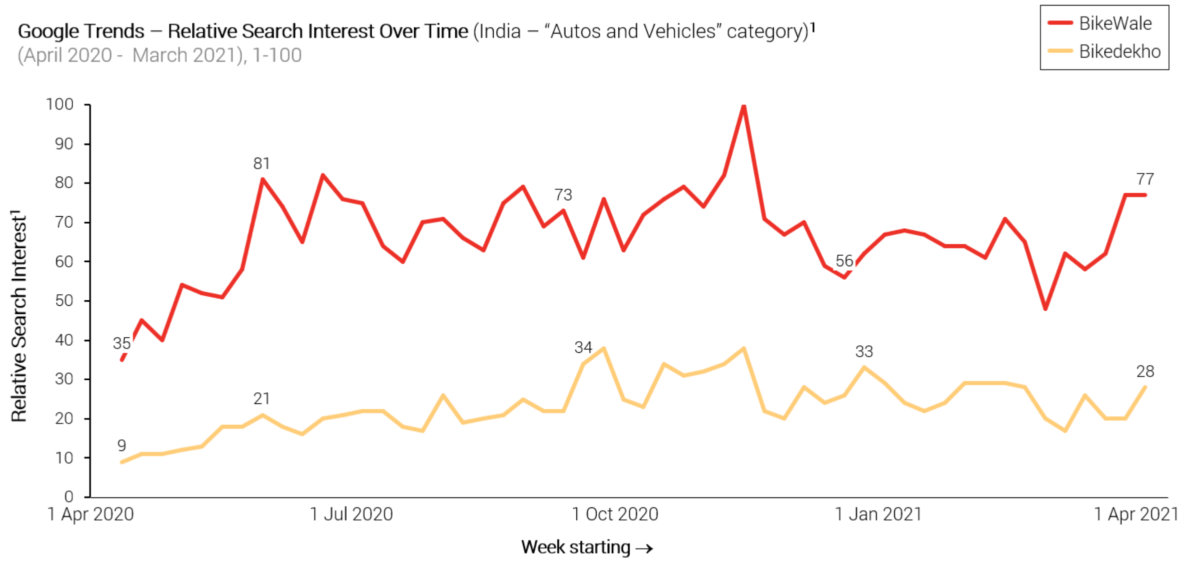


Note(s)
1. "Search Term" has been selected for all the selected players i.e. "CarWale", "CarDekho", "Cars 24", "Droom", and "Mahindra First Choice"
2. Numbers represent search interest relative to the highest point on the chart for the given region and time. A value of 100 is the peak popularity for the term. A value of 50 mean that the term is half as popular. A score of 0 means there was not enough data for this term.

Figure 33

Sources: Google Trends Tool, RedSeer analysis

Google Trends – Relative Search Interest Over Time (India – "Autos and Vehicles" category)[1]
(April 2020 - March 2021), 1-100



Note(s)
1. "Search Term" has been selected for all the selected players i.e. "BikeWale" and "BikeDekho"
2. Numbers represent search interest relative to the highest point on the chart for the given region and time. A value of 100 is the peak popularity for the term. A value of 50 mean that the term is half as popular. A score of 0 means there was not enough data for this term.

Figure 34

Sources: Google Trends Tool, RedSeer analysis

As shown in the figure below, CarTrade Tech is the only profitable player among its key competitors, based on financial disclosures for financial year 2020.

Financials Comparison (Consolidated)
FY 20, INR Mn

Financials Comparison (Consolidated)	CarTrade Tech	Cars24	CarDekho	Mahindra First Choice	Droom
Revenue (INR Mn)					
Total Revenue	3,183	30,652	7,547	3,758	1,795
Less: Purchase of Stock in Trade	162	28,654	3,074	1,678	0
Changes in inventories of finished goods, work-in-progress and stock-in-trade	9	-560	-180	-52	0
Adjusted Revenue	**3,012**	**2,558**	**4,654**	**2,133**	**1,795**
Expenses (INR Mn)					
Advertising Promotional Expenses	241	1,416	1,461	145	1,979
Employee Benefit Expenses	1,342	2,172	3,388	653	420
Other Expenses *(excluding Finance costs, Depreciation & Amortisation expenses & Taxes)*	1,077	3,059	4,105	1,475	2,177
Profitability (INR Mn)					
EBITDA	592	-2,672	-2,840	5	-803
% of Total Revenue	*18.6%*	*-8.7%*	*-37.6%*	*0.1%*	*-44.7%*
PAT	292	-2,850	-3,265	-70	-829
% of Total Revenue	*9.2%*	*-9.3%*	*-43.3%*	*-1.9%*	*-46.2%*

Figure 35

Source: Financial Disclosures/ MCA filings, RedSeer analysis

Notes:

1. *CarTrade Tech (Cartrade Tech Pvt Ltd): The subsidiaries include Shriram Automall India Limited, Adroit Inspection Services Pvt Ltd, CarTrade Exchange Solutions India Pvt Ltd, CarTrade Finance Pvt Ltd and Augeo Asset Management Pvt Ltd.*
2. *Cars24 (Cars24 Services Pvt Ltd): The subsidiaries include Cars24 Financial Services Pvt Ltd.*
3. *CarDekho (Girnar Software Pvt Ltd): The subsidiaries include Girnarsoft Automobiles Pvt Ltd, Girnar Care Pvt Ltd, Carbay Pte Ltd (Singapore), PT Carbay Services Indonesia (Indonesia), Carbay Philippines Inc (Philippines), Advanced Structures India Pvt Ltd, Girnar Software (SEZ) Pvt Ltd, Girnar Insurance Brokers Pvt Ltd, Girnarsoft Education Services Pvt Ltd, Powerdrift Studios Pvt Ltd and Girnar Finserv Pvt Ltd.*
4. *Mahindra First Choice includes only standalone statement of Mahindra First Choice Wheels Limited*
5. *Droom (Droom Technology Pvt Ltd): The subsidiaries include Droom Tech Logistics Pvt Ltd, Droom Finance Tech Pvt Ltd and Xeraphin Finvest Pvt Ltd.*

OUR BUSINESS

The industry-related information contained in this section has been extracted from the industry report entitled "Online Auto Portals Market in India" dated May 2021, as amended by a report dated July 20, 2021, prepared by RedSeer Management Consulting Private Limited (the "RedSeer Report"). We commissioned and paid for the RedSeer Report for the purposes of confirming our understanding of the industry in connection with the Offer, as no report is publicly available which provides a comprehensive industry analysis, particularly for our Company's products and services, that may be similar to the RedSeer Report. Neither our Company, nor any other person connected with the Offer, including the Book Running Lead Managers, have independently verified the industry, market and third party-related information in the RedSeer Report or other publicly available information cited in this Red Herring Prospectus. For further details and risks in relation to commissioned reports, see "Risk Factors – Internal Risk Factors – We have referred to the data derived from the industry report commissioned from the RedSeer Report." on page 41.

We have included Non-GAAP financial measures and certain other statistical information relating to our operations and financial performance in this Red Herring Prospectus, which is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with Ind AS, Indian GAAP, IFRS or U.S. GAAP.

Further, these financial and operational performance indicators are not defined under Ind AS, IFRS or U.S. GAAP, and therefore, should not be viewed as substitutes for performance, liquidity or profitability measures under Ind AS, IFRS or U.S. GAAP. In addition, such Non-GAAP measures, are not standardised terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance.

Our financial year ends on March 31 of each year, so all references to a particular financial year are to the twelve-month period ended March 31 of that year.

Overview

Our platforms, CarWale and BikeWale, ranked number one on relative online search popularity when compared to their key competitors over the period from April 2020 to March 2021, while Shriram Automall is one of the leading used vehicle auction platforms based on number of vehicles listed for auction for the financial year 2020 *(Source: RedSeer Report).* Among our key competitors, we were the only profitable automotive digital platform for the financial year 2020 *(Source: RedSeer Report)*.

For the financial years 2021, 2020 and 2019, our total income was ₹ 2,815.23 million, ₹ 3,184.45 million and ₹ 2,668.05 million, respectively, and our restated profit for the year was ₹ 1,010.74 million, ₹ 312.94 million and ₹ 259.17 million, respectively. Our Adjusted EBITDA margin was 27.62%, 22.71% and 24.42% for the financial years 2021, 2020 and 2019, respectively.

We are a multi-channel auto platform with coverage and presence across vehicle types and value-added services *(Source: RedSeer Report)*. Our platforms operate under several brands: CarWale, CarTrade, Shriram Automall, BikeWale, CarTrade Exchange, Adroit Auto and AutoBiz. Through these platforms, we enable new and used automobile customers, vehicle dealerships, vehicle OEMs and other businesses to buy and sell their vehicles in a simple and efficient manner. Our vision is to create an automotive digital ecosystem which connects automobile customers, OEMs, dealers, banks, insurance companies and other stakeholders.

The automotive ecosystem is highly fragmented and complex. The process of buying vehicles requires buyers to go through several channels and numerous stages. The multiplicity of transactions creates potential inefficiencies and can negatively affect the margins of the seller that can be achieved on the sale of a vehicle. Collectively, the inefficiencies in the ecosystem highlight the opportunity for an online automotive marketplace to bring together and match the right vehicle buyers and vehicle sellers on a single platform. Accordingly, there has been a constant move towards online automotive portals, and the total addressable market for online automotive portals in India was estimated at US$ 14.3 billion in the financial year 2020 *(Source: RedSeer Report)*.

In the three months ended June 30, 2021, our consumer platforms, CarWale, CarTrade and BikeWale collectively had an average of 27.11 million unique visitors per month, with 88.14% being organic visitors (i.e., as a result of unpaid searches). Our brands, CarWale and BikeWale, ranked number one on relative online search popularity when compared to their key competitors over the period from April 2020 to March 2021 *(Source: RedSeer Report)*. We believe that the strength of our brands and their association with trust, quality and reliability are key attributes in our business, which increase consumer confidence and influence their consumption behaviour. We endeavour to deliver a superior consumer experience, which is reflected by an average time per visit of 3 minutes and 7 seconds during the three months ended June 30, 2021 on the CarWale website.

We are a multi-channel auto platform with coverage and presence across vehicle types and value-added services *(Source: RedSeer Report)*. We offer a variety of solutions across the automotive transaction value chain for marketing, buying, selling and financing of new and pre-owned cars, two-wheelers as well as pre-owned commercial vehicles and farm and construction equipment. A summary of our key offerings is as follows:

- Car shoppers can visit our CarWale and CarTrade platforms to research and connect with dealers, OEMs and other partners to sell and buy cars from the large variety of new and used cars offered by them. In addition, we engage with financing and automotive ancillary companies to offer their products and services on CarWale and CarTrade.

- Customers looking for new and used two-wheelers can research and connect with dealers, OEMs and other partners on BikeWale to sell and buy two-wheelers from the large variety of new and used two-wheelers offered by them.

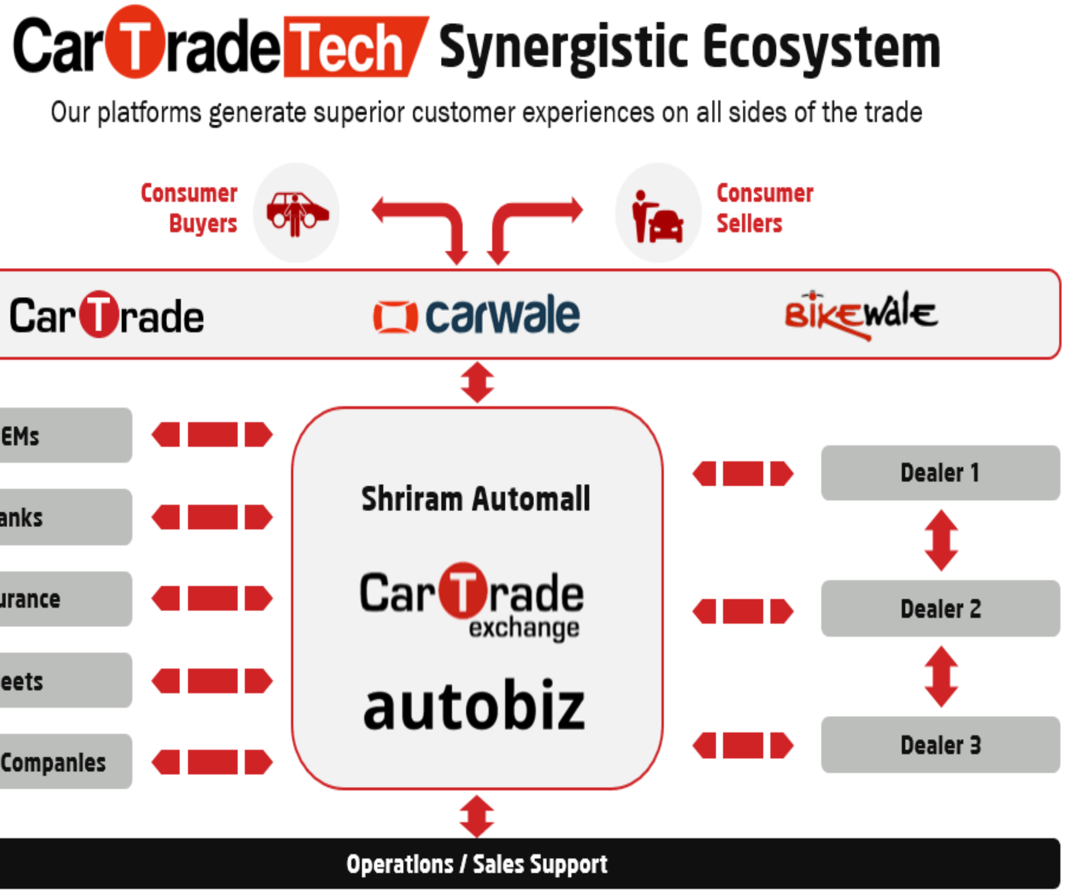
- Our subsidiary, Shriram Automall, facilitates sales of pre-owned cars, two-wheelers, commercial vehicles, three-wheelers, and farm and construction equipment.

- CarTrade Exchange is an online auction platform and a used vehicle enterprise resource planning ("ERP") tool. It is used by consumers, business sellers, dealers and fleet owners to sell vehicles to automotive dealers and fleet owners. Automotive dealers also use CarTrade Exchange to manage their processes for procurement, inventory management and customer relationship management ("CRM").

- Adroit Auto offers vehicle inspection and valuation services used by insurance companies, banks and other financial institutions.

- AutoBiz provides new car dealers a CRM solution to manage their customers in an efficient manner.

We believe that the diversity and number of users across all our platforms provides value to our buyers and sellers and creates a network effect in our businesses. A snapshot of the ecosystem and network effects created by our key offerings is illustrated below:



We believe that we have an advanced and sophisticated technology platform. Our data-driven digital platforms operate on an integrated technology infrastructure which is powered by our self-collected data and analytics. We leverage data to increase the effectiveness of our brands, enhance the customer experience, analyse market dynamics at scale, calibrate the search results on our platforms and optimise the inventory management by dealers and OEMs. Our platforms are operated by 221 technology employees working at our three technology centers as of June 30, 2021. Our technology platforms are both scalable and vertically integrated across the entire value chain, which allows us to address each step of the vehicle life cycle.

We have a large data set on vehicles in India. Our websites and apps handled approximately 1.76 million and 2.15 million user sessions per day for the three months ended June 30, 2021 and March 31, 2021, respectively, and directly deliver the relevant data into our systems. Our team of statisticians and data scientists has developed complex and proprietary algorithms to transform this data into useable information that power our platforms and scale as traffic increases. We present such information through our web and mobile user interface that is immersive, simple and intuitive. Leveraging our market-leading position and growing audience, we also provide valuable inputs to automotive dealers and manufacturers as they develop their digital marketing strategies through our consumer insights and innovative products, helping them reach customers more effectively and increasing the value of our offerings to such dealers and manufacturers.

We generate revenues from several business streams primarily comprising:

(a) commission and fees from auction and remarketing services of used vehicles for retail customers, banks and other financial institutions, insurance companies, OEMs, leasing companies, and fleet and individual operators, in the amount of ₹ 1,424.95 million for the financial year 2021;

(b) online advertising solutions on CarWale, CarTrade and BikeWale for OEMs, dealers, banks and other financial institutions;

(c) lead generation for OEMs, dealers, banks and other financial institutions and insurance companies;

(d) technology-based services to OEMs, dealers, banks and other financial institutions and insurance companies;

The sum of revenue streams under clauses (b), (c) and (d) for the financial year 2021 is ₹ 881.96 million; and

(e) inspection and valuation services for banks and other financial institutions, insurance companies and OEMs, in the amount of ₹ 176.92 million for the financial year 2021.

We have a strong management team with significant industry experience. Led by our Chairman, Managing Director and CEO, Vinay Vinod Sanghi, who has 30 years of experience in the automotive industry, we believe that our entrepreneurial leadership team has demonstrated the ability to successfully create, build and grow our various businesses. Our organization focuses on building an environment of innovation, trust, respect, ownership, agility and teamwork. Our marquee institutional shareholders include Highdell Investment Ltd (affiliate of Warburg Pincus LLC), and MacRitchie Investments Pte. Ltd. (an affiliate of Temasek), JP Morgan and March Capital.

The table below shows our key operational metrics for our businesses:

Particulars	**As of and for the**							
	Three months ended	**Financial year ended**	**Three months ended**				**Financial year ended**	
	June 30, 2021	**March 31, 2021**	**March 31, 2021**	**December 31, 2020**	**September 30, 2020**	**June 30, 2020**	**March 31, 2020**	**March 31, 2019**
Average Monthly Unique Visitors, including on apps[(1)] *(in millions)*	27.11	25.66	31.99	29.96	25.32	15.35	20.51	19.27
Average Monthly Unique Organic Visitors[(2)] *(in millions)*	24.85	23.42	29.26	27.28	22.99	14.14	14.54	13.04
Number of Vehicles Listed for Auction[(3)]	212,552	814,316	258,504	213,090	173,809	168,913	809,428	709,190
Percentage of Organic Unique Visitors[(4)]	88.14%	88.44%	87.00%	87.00%	88.92%	93.85%	66.65%	64.67%
Number of Vehicles Sold by Auctions[(5)]	30,133	156,689	62,994	45,370	31,131	17,194	197,986	199,529

[(1)]We define a monthly unique visitor as an individual who has visited our websites or apps (CarWale, CarTrade and BikeWale) within a calendar month, based on data as measured by Google Analytics and Firebase (a Google product). We calculate average monthly unique visitors as the sum of the monthly unique visitors in a given period / year, divided by the number of months in that period / year. If an individual accesses more than one of our websites and apps within a given month, the first access to each website or app by each such individual is counted as a unique visitor.
[(2)]We define organic monthly unique visitors as an individual who has visited our websites (CarWale, CarTrade and BikeWale) within a calendar month from sources other than paid sources, based on data as measured by Google Analytics and Firebase (a Google product). We calculate average monthly organic unique visitors as the sum of the organic monthly unique visitors in a given period / year, divided by the number of months in that period / year. If an individual accesses more than one of our websites within a given month, the first access to each website by each such individual is counted as a unique visitor.
[(3)]Vehicles listed on Shriram Automall and other auction platforms.
[(4)]Average monthly unique organic visitors as a percentage of the sum of average monthly unique organic visitors and average monthly unique visitors from paid sources. If a visitor has visited through both organic and paid sources, then such visitor will get counted as unique under both categories.
[5)]Vehicles sold on Shriram Automall and other auction platforms.

Recent Developments

Our business and operations were adversely affected by the second wave of the COVID-19 pandemic, primarily due to the ensuing lockdown. As a result, while we believe our total revenues and operational performance for the first quarter of the financial year 2022 improved as compared to the first quarter of the financial year 2021, our profitability in such comparison was adversely affected. Further, we believe our total revenues and profitability for the first quarter of the financial year 2022 were adversely affected in comparison with the last quarter of the financial year 2021 as a result of COVID-19.

Strengths

Leading Marketplace for Automotive Sales with a Synergistic Ecosystem

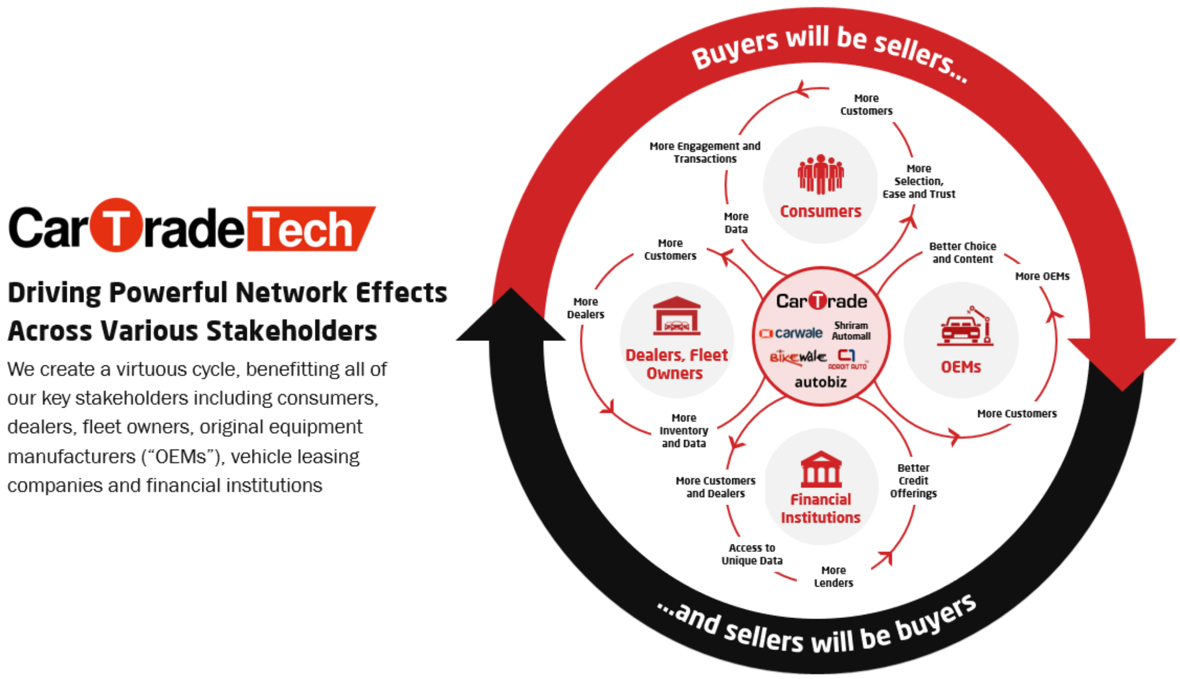
Our platforms, CarWale and BikeWale, ranked number one on relative online search popularity when compared to their key competitors over the period from April 2020 to March 2021, while Shriram Automall is one of the leading used vehicle auction platforms based on number of vehicles listed for auction for the financial year 2020 *(Source: RedSeer Report).* Among our key competitors, we were the only profitable automotive digital platform for the financial year 2020 *(Source: RedSeer Report).* We are a multi-channel auto platform with coverage and presence across vehicle types and value-added services *(Source: RedSeer Report)*. Our custom-built platforms provide an intuitive vehicle buying and selling experience. We offer a variety of solutions across the automotive transaction value chain from discovery and research tools, pricing and auto financing information to connecting consumers with dealers and OEMs for both used and new vehicle purchases. We also provide vehicle buyers with dynamic, personalized and real-time financing offers from multiple finance providers digitally through our finance platforms. We believe that our end-to-end model allows us to offer a superior solution and experience to all stakeholders while reducing our cost of operations and enhancing our ability to offer complementary products and services and derive multiple revenue streams from a single customer.

Our remarketing business, Shriram Automall facilitates sales of pre-owned cars, two-wheelers, commercial vehicles, three-wheelers, and farm and construction equipment. Shriram Automall is one of the leaders in used vehicle auctions in India, in terms of number of vehicles listed for auctions for the financial year 2020 (*Source: RedSeer Report*). We also provide other related services such as vehicle inspection and valuation through Adroit Auto as well as ERP and CRM tools through AutoBiz for our stakeholders. We believe that our combination of online and offline auctions as well as related services is synergistic and drives customer traffic, creates competition among our network of professional dealers and helps ensure that we can achieve the best price for our users. Additionally, data collected from offline and online transactions can be used for the benefit of sellers on CarWale, CarTrade, CarTrade Exchange and Shriram Automall, who can get insights into vehicle pricing and leverage price and supply differences across India.

Brands and Customer Experience Driving Powerful Network Effects

We believe that our brands, CarWale, CarTrade, Shriram Automall, BikeWale, CarTrade Exchange, Adroit Auto and AutoBiz, are trusted brands for automotive buyers and sellers, and enjoy a strong brand affinity. Our brands, CarWale and BikeWale, ranked number one on relative online search popularity when compared to their key competitors over the period from April 2020 to March 2021 *(Source: RedSeer Report)*. We believe that the strength of our brands and their association with trust, quality and reliability is a key attribute in our business, which increases consumer confidence and influences their consumption behaviour.

We believe that we are able to offer a superior experience to all stakeholders through our large inventory selection, trust and unbiased transparency and intuitive search results. Our recognizable brands and the quality and reliability of our user experience and interface have led to a consistent growth in consumer traffic across our platforms. Our monthly average number of unique visitors was 27.11 million, 25.66 million, 20.51 million and 19.27 million in the three months ended June 30, 2021 and the financial years 2021, 2020 and 2019, respectively, and we had 212,552, 814,316, 809,428 and 709,190 listings on our online and offline auction platforms for the same periods. The network effects of this brands-based growth are significant and create a positive feedback loop. For instance, more listings and more transactions lead to better brand awareness. As more consumers utilize our consumer platforms, or more buyers and sellers use our auction platforms, the incremental information added to our proprietary database and algorithm increases the utility of our data and analytics platforms for all participants and enables us to offer superior customer experiences. All of these help us to attract and retain more automobile customers at various points of the vehicle buying and selling process, creating network effects which in turn increases the stickiness of automotive dealers, OEMs, financial institutions, fleet owners and other stakeholders to our platforms and creates high entry barriers for new market entrants. Our strong recognizable brands have also allowed us to develop new offerings such as price tools, financing solutions and trade-in solutions.



Proprietary End-to-End Technology Platforms

The end-to-end technology platforms largely developed by our in-house team allows us to offer a seamless solution to our customers. We have a team of 221 technology employees located at our three technology centers as of June 30, 2021. We believe that our agile and flexible technology is capable of supporting new offerings and scale. We also use machine learning and artificial intelligence ("AI") to advance our proprietary pricing, marketing and inventory technology for customers to enhance their experience and to keep our systems up to date with technological advancements. We focus on leveraging our proprietary technology platforms and analytics and data frameworks to guide consumers on their vehicle search, enable better price discovery and provide efficient inventory management for used car dealers and institutional sellers. Due to our deep understanding and technology penetration in each of the businesses we run, we offer a suite of products which can be deployed or sold to third parties such as automotive dealers, OEMs, financial institutions or fleet owners. For instance, our white-labelled solutions in CRM, used car ERP and other areas have been used by or licensed to BMW India Private Limited ("BMW India") and MG Motor India Private Limited ("MG Motor").

Focus on Data Science to Provide Superior Solutions

We analyze vehicle sales that happen through our auctions, as well as vehicles offered for sale by dealers on CarWale, CarTrade and BikeWale using data science and proprietary algorithms based on a number of factors, including vehicle-specific information on automotive transactions, vehicle registration records, consumer buying patterns and behaviour, demographic information, and macroeconomic data. We obtain data through our websites and apps, when, for example, a vehicle is listed on CarWale or when data is entered by dealers into CarTrade Exchange, our ERP tool for dealers. Our websites and apps handled approximately 1.76 million and 2.15 million user sessions per day for the three months ended June 30, 2021 and March 31, 2021, respectively, and directly deliver the relevant data into our systems. As a result, we have a large data set on vehicles in India.

Our statisticians and data scientists have developed complex and proprietary algorithms to leverage this data to provide pricing tools, product reviews and market insights as well as reports to consumers, dealers, financial institutions and OEMs through our web and mobile user interfaces in an engaging and easy to understand way. We also rely on insights from our quantitative data analysis to maximize operational metrics. For example, our data allows used car dealers to make educated buying decisions and guides new car dealers in executing trade-ins. We also use data science to maximize relevance of our digital advertisements to visitors on our platforms. Further, our new car recommendation tool is based on data science.

We believe that our data analytics-driven decision making provides us with a key competitive advantage in designing offerings which can be deployed to third parties such as dealers, OEMs, fleet owners, financial institutions and other stakeholders. We believe that our optimal usage of data also results in superior products and services for our customers, increased business efficiencies for us and our customers and thus increased profitability for our Company.

Profitable and Scalable Business Model

We became profitable in financial year 2019, with a restated profit for the year of ₹ 259.17 million in the financial year 2019. We were the only profitable automotive digital platform for financial year 2020 among our key competitors in India *(Source: RedSeer Report)*. For the financial years 2021, 2020 and 2019, our total income was ₹ 2,815.23 million, ₹ 3,184.45 million and

₹ 2,668.05 million, respectively, our restated profit for the year was ₹ 1,010.74 million, ₹ 312.94 million and ₹ 259.17 million, respectively, and our Adjusted EBITDA was ₹ 777.49 million, ₹ 723.27 million and ₹ 651.50 million, respectively.

We operate on an asset-light business model, operating only 114 automalls, a large majority of which we lease or rent from third parties. We have invested significantly in building technology platforms that can manage considerably increased offerings without requiring sizable additional investments, and our growing scale has resulted in a decrease of the share of fixed costs. Together with our strong brands, longstanding relationships with customers, dealers and other stakeholders, and an expanding suite of offerings, we believe we have created a profitable and scalable business model. Our operating expenses have grown at a lower rate than our revenues, as we are able to leverage our operations, sales and marketing and technology over a broader revenue base. This operating leverage has helped drive growth in our Adjusted EBITDA margins as our revenues have scaled. For the financial years 2021, 2020 and 2019, our profit before tax margin was 16.69%, 12.22% and 13.28%, respectively, while our Adjusted EBITDA margin was 27.62%, 22.71% and 24.42%, respectively. Our investments in technology have made our platforms scalable in a highly capital-efficient manner, and our asset-light business model has also allowed us to use cash on our balance sheet for acquisitions which have formed important parts of our strategy in the past.

Founder-led Management Team

We have a capable management team with significant industry experience. We are led by our Chairman, Managing Director and CEO, Vinay Vinod Sanghi, who has over 30 years of experience in the automobile industry. Under his leadership, our Company acquired Automotive Exchange Private Limited (CarWale and BikeWale) in 2015 and 55.43% of the outstanding equity interest in Shriram Automall India Limited (SAMIL) in 2018 and successfully integrated these businesses. Our key managerial personnel have been with us for nine years on average. Our leadership team enables us to successfully create, build and grow new businesses as well to create value through inorganic growth. We believe that we have created a distinct entrepreneurial structure within our organization, with each of our business lines being managed as an independent profit centre. We strive to motivate our management team by providing them employee stock options, pursuant to ESOP Schemes, thereby enabling a strong alignment of their interests with our performance. As a result, we have developed a skilled and experienced pool of talent across our engineering, customer experience and design, technology and other departments.

We are also backed by several marquee institutional shareholders, such as Highdell Investment Ltd (affiliate of Warburg Pincus LLC), Temasek, JP Morgan and March Capital through their affiliates MacRitchie Investments Pte. Ltd., CMDB II and Springfield Venture International, respectively.

Strategies

We intend to utilize the following strategies to grow our operations:

Well Positioned to Benefit from Growth of the Automotive Sector and Digitalization

India was the fifth largest car market in the world in calendar year 2020 and is expected to become the third largest automotive market in the world in terms of volume by 2025. The vehicle penetration in India was approximately 22 cars per thousand population in 2019, which is one of the lowest ratios in the world. In comparison, the same ratio for the United States and Germany is 750 and 562, respectively, per thousand population. Thus, there is substantial headroom for the Indian auto industry to grow. Annual new car sales in India are expected to grow from 2.7 million new cars in financial year 2021 to 4.4 million new cars in financial year 2026, while annual used car sales is expected to grow from 4.4 million used cars in financial year 2020 to 8.3 million used cars in financial year 2026. Annual new two-wheeler sales in India are also expected to grow from 15.1 million new two-wheelers in financial year 2021 to 26.6 million new two-wheelers in financial year 2026 *(Source: RedSeer Report)*.

In addition to the growth in the automotive market, which we expect will benefit us greatly, we also expect a further increase in digitalization of the automotive sector. According to the RedSeer Report, more than 90% of customers in India use online channels for research before buying a new or used car, with online platforms being rated higher than offline platforms in terms of quality and trust. In the financial year 2020, Indian car and two-wheeler OEMs spent only approximately 14% of their total advertising budgets on digital advertising, which is significantly lower than the global average for OEMs of 42% in the calendar year 2019 *(Source: RedSeer Report)*. The automotive sector has been amongst the three largest contributing sectors to the digital advertising market in India, in terms of amount spent *(Source: RedSeer Report)*. Digital marketing spend by OEMs is expected to increase in line with the growth of the digital advertising market in India, which has been growing at a CAGR of approximately 20% from financial year 2018 to 2020 *(Source: RedSeer Report)*. We expect that our advertisement income will increase with the expected increased spending by OEMs on digital advertising due to our market leadership and brand strength. Further, the number of used car dealers in India subscribing to paid services on online automotive portals is expected to increase from approximately 4,000 dealers in financial year 2020 to between 8,000 to 11,000 dealers in financial year 2025 *(Source: RedSeer Report)*. We believe that increased dealer spending on online services will greatly favour the strongest brands and platforms and that, based on our brand strength, which is evidenced by the number one rank of our brands, CarWale and BikeWale, in terms of relative online search popularity compared to our key competitors over the period from April 2020 to March 2021 *(Source: RedSeer Report)*, we will benefit from the shift to digital by OEMs and dealers.

Similar to the car markets, the used commercial vehicle market in India is expected to grow from approximately 1.0 to 1.2 million units in financial year 2020 to 1.5 million to 1.7 million units in financial year 2025 *(Source: RedSeer Report)*. Because sales in the second-hand commercial vehicle market are driven through middlemen, inefficiencies and information asymmetry arise due to lack of standardization of pricing and quality checks, which represents a huge opportunity for organized players *(Source: RedSeer Report)*. We expect our subsidiary Shriram Automall to benefit from the growth of both the used car market and the used commercial vehicle market as well as from the shift to more organized players resulting in more transactions.

Grow our Business through our Digital Ecosystem, Online-Offline Presence and Vehicle-Agnostic Approach

Leveraging our leading brands, we provide services across different vehicle categories, including new and used cars, new and used two-wheelers and used commercial vehicles and farm equipment. Our multi-vehicle approach increases our efficiencies and profitability as our services and technology can be leveraged and applied across vehicle categories. In addition, because banks, insurance companies, vehicle accessory companies and our other business partners work across multiple vehicle categories, we believe that we can be an efficient and effective partner for such companies as we can work with them in their transactions spanning multiple vehicle categories.

Through our various business operations we work with several stakeholders in the vehicle ecosystem. We work with automobile consumers, dealers, insurance companies, financiers and leasing companies through our technology platforms. For example, our technology product CarTrade Exchange connects stakeholders such as dealers, consumers, insurance companies, financiers and auction sellers on a single platform. With our relationships and integration with our stakeholders and large customer base, we believe we can create and build products and services for our customers quickly and efficiently, giving us opportunities to grow our business with these partners.

In addition to our online presence, we have created a physical presence through Shriram Automall and the CarWale franchisee network comprising a select number of used car dealers who carry the CarWale brand and who are required to adhere to certain standard operating processes so that customers can buy used cars with confidence. We believe this online and offline pan-India presence will enable us to efficiently grow our products and services and cater to our customer needs across touch points.

Create an Opportunity to Monetize Value-Added Services and Untapped Opportunities Through Strong Customer Base and Technology Platform

We use our technology to not only facilitate sales of new and used vehicles, but to also build scalable proprietary technology solutions. We believe that the complexity of a vehicle purchase transaction provides substantial opportunity for technology investment and that our leadership and continued growth will enable us to further distinguish our offerings.

We believe that our technologically advanced online experience for consumers attracts a large and quality customer base which is of great value to our dealers and OEM partners. Our unique visitor traffic on our platforms CarWale, CarTrade and BikeWale, as well as our dealer base and our ecosystem approach of connecting OEMs, banks and other stakeholders, provides us an opportunity to grow other business lines with relatively low entry and customer acquisition costs and could enable us to create an end-to-end marketplace that would provide a comprehensive set of offerings for automotive customers. We intend to increase monetization opportunities by introducing complementary, value-added products and services to improve the experience of buying, selling and owning vehicles. For example, we provide vehicle buyers with dynamic, personalized and real-time financing offers from multiple financing providers digitally through our finance platforms. We have engaged with a select group of used car dealers, who form our CarWale franchisee network. In some cases, we buy and sell quality cars to such used car dealers, who then refurbish the used cars to our standards before selling to customers. To help our dealers sell the cars, we promote these used cars on our platforms, thereby allowing us to provide, through the CarWale franchisee network, a curated online-offline buying experience where customers can confidently buy used cars. We also plan to provide vehicle servicing, automobile accessories and automobile insurance by engaging with product and service providers who will provide these to consumers on our websites. Further, we offer software and technology service to automotive clients domestically and plan to grow that business internationally and invest in new trends such as connected vehicles, electric vehicles, ridesharing and vehicle subscription services. Finally, subject to regulatory approvals, we may consider diversifying into the business of financing the purchase of vehicles on our platforms.

Invest Further in Technology

We plan to continue to invest in improving our technology such as our AI and machine learning capabilities in order to provide more relevant and timely information to our customers, and enhance user experience. In addition, we will continue to build advance technology to digitalize offline elements of the customer's vehicle buying journey to the extent practicable. We will continue to engage with dealers, OEMs and other stakeholders such as financial institutions and insurance companies so they can seamlessly offer more of their own services digitally on our platforms. For example, we have provided a dealer management system ("DMS") to BMW India to support all BMW dealers in India run their used car businesses in an efficient and digitally-optimized manner. BMW India also uses our DMS to power its consumer interfaces such as websites and apps. We are also building technologies for MG Motor so it can digitally offer a platform for retail finance solutions for new car buyers and additionally support sales and operational processes related to its used car business. Our price tools available across our platforms leverage data science and AI and help our customers make informed buying and selling decisions.

Supplement Organic Growth with Selective Acquisitions

We believe we are well-positioned to pursue value-enhancing investments and acquisitions. Given our track record of successful consolidations, we believe that we are well positioned to take advantage of the expected consolidation and shift towards organized providers in our industry. We will be both opportunistic and disciplined in our acquisition strategy. Being an established business, we expect that our strengths in market reach and efficient advertising solutions, coupled with our proven track record for developing innovative and complementary products and services, will help drive innovative approaches to revenue generation, efficiency gains in acquired businesses and synergy benefits across our entire business.

We acquired CarWale in January 2016, recording goodwill of ₹ 7,840.93 million in the financial year 2016, and grew its revenue from ₹ 347.29 million in financial year 2016 to ₹ 880.18 million in financial year 2020. Similarly, we acquired 51% of the paid-up share capital of AISPL in May 2017 and 55.43% of the outstanding equity interest in Shriram Automall in January 2018, recording goodwill of ₹ 59.47 million and ₹ 1,076.35 million, respectively, in the financial year 2018. Our total income was ₹ 2,815.23 million, ₹ 3,184.45 million and ₹ 2,668.05 million in financial years 2021, 2020 and 2019, respectively. Through our expertise and demonstrated track record of identifying appropriate targets, successfully integrating them and helping them grow, we believe that we are well positioned to create synergies and drive growth of our business though inorganic route.

Description of our Business and Operations

We are a multi-channel auto platform with coverage and presence across vehicle types and value-added services *(Source: RedSeer Report)*.

Our Operations and Brands

Our platforms, CarWale and BikeWale, ranked number one on relative online search popularity when compared to their key competitors over the period from April 2020 to March 2021, while Shriram Automall is one of the leading used vehicle auction platforms based on number of vehicles listed for auction for the financial year 2020 *(Source: RedSeer Report)*. Our pan-India operations cover new and used automotive categories, including passenger cars, two-wheelers, commercial vehicles, farm equipment and construction equipment. In the three months ended June 30, 2021 and the financial years 2021, 2020 and 2019, we recorded an average of 27.11 million, 25.66 million, 20.51 million and 19.27 million unique visitors per month across our consumer platforms CarWale, CarTrade and BikeWale, respectively, and had 212,552, 814,316, 809,428 and 709,190 auction listings on Shriram Automall, respectively.

Since our launch, we have achieved rapid growth, and have constantly expanded our businesses to create a multi-channel automobile platform in India with coverage and presence across vehicle types and value-added services *(Source: RedSeer Report)*. Our business model is supported by the strength of our brands and our broad, scalable technology platforms that ensure a superior customer experience and differentiate us from our competitors in the automotive market.

CarWale and CarTrade

Customers come to CarWale and CarTrade to buy new or used cars or to sell their cars. They can also research our content and use our tools such as car reviews, price guides, car specifications, car images, used car inventory, car finance offers and trade-in tools. They can inquire about a new or used car and we connect them to a new or a used car dealer or OEM. In turn, new and used car dealers and car OEMs get access to these customers and can reach out to them.

OEMs and dealers can showcase their vehicles and advertise their brands and products on our platforms. Our wide consumer reach allows us to capture a significant share of the digital spending of such dealers and OEMs. We also provide OEMs with consumer insights, lead generation and data-driven solutions.

We help customers complete a significant part of their car buying journey. A large number of customers using CarWale and CarTrade require auto finance for their used or new vehicle purchases. Our finance solutions product uses advanced technology and integrations with several banks and other financial institutions to give these customers customized and policy-based auto finance approvals and offers across these financiers.

BikeWale

Customers come to BikeWale to buy a new two-wheeler or to sell their two-wheeler. Customers can research our content and use our tools such as two-wheeler reviews, price guides, two-wheeler specifications, two-wheeler images, used two-wheeler inventory, two-wheeler finance offers and trade-in tools. They can inquire about a new or used two-wheeler and we connect them to the relevant new or used two-wheeler dealer or OEM. In turn, new and used two-wheeler dealers and two-wheeler OEMs get access to these customers and can reach out to them.

OEMs and dealers can showcase their vehicles and advertise their brands and products on our platforms. Our wide consumer reach allows us to successfully capture a significant share of the digital spending of such dealers and OEMs. We also provide OEMs with consumer insights, lead generation and data-driven solutions.

We help customers complete a significant part of their two-wheeler buying journey A large number of customers using BikeWale require auto finance for their used or new two-wheeler purchase. Our finance solutions product uses advanced technology and integrations with several banks and other financial institutions to give these customers customized and policy-based auto finance approvals and offers across these financiers.

Shriram Automall

Shriram Automall provides retail sellers, automotive dealers, financial institutions, insurance companies, fleet and individual operators, leasing companies, OEMs and other institutional sellers with fast and convenient solutions to sell their used vehicles at scale. We acquired 55.43% of the outstanding equity interest in Shriram Automall (SAMIL) in 2018.

Sellers often need to sell vehicles quickly and transparently. For example, retail customers wish to sell their vehicles at the best rate and an open auction platform helps them get these rates with less effort. Vehicle fleet and individual operators, and vehicle leasing companies constantly replenish their fleets, and therefore need to sell their vehicles. Similarly, banks and other financial institutions repossess vehicles which they also need to sell. New vehicle dealers own a large of number of trade-in vehicles which they need to dispose of in a quick and efficient manner in order to free up space, working capital and maximize profits, and used vehicle dealers will want to sell their ageing inventory. Lastly, insurance companies own vehicles as an outcome of total loss claims, which they need to sell, and OEMs have to sell vehicles they own such as test drive or demo cars.

All these different categories of sellers wish to sell their vehicles efficiently, at good prices and within defined timelines. Buyers for these vehicles include end users, vehicle dealers and vehicle fleet and individual operators. Auctions are conducted online as well as offline at our 114 automalls. To ensure sufficient buyer participation and interest our auctions, we focus on building and maintaining strong relationships with these businesses as a key objective.

Building on our established relationships with vehicle buyers, our remarketing offering presents dealers and sellers with an attractive option to manage their inventories, while allowing us to earn facilitation fees computed based on a certain fixed amount and a percentage of the amount of the winning bid as commission payable to us. In the three months ended June 30, 2021 and the financials year 2021, 2020 and 2019, Shriram Automall hosted 212,552, 814,316, 809,428 and 709,190 listings, respectively.

CarTrade Exchange

CarTrade Exchange is an online auction platform and a used vehicle ERP system. Shriram Automall uses CarTrade Exchange to sell vehicles through online auction to CarTrade Exchange’s users. It is extensively used by consumers, business sellers, dealers and fleet owners to sell vehicles to end users, automotive dealers and fleet owners. Automotive dealers also use this system to manage their business. The system helps dealers to manage their processes for procurement, inventory management and CRM.

Adroit Auto

Adroit Auto provides on-site inspections and valuations to a wide range of companies within the insurance and banking space. Insurance companies require an inspection of insured automobiles in the event of a breach of the insurance policy. Similarly, lenders require independent valuation of used automobiles in case a loan is to be issued with these automobiles as collateral.

Adroit's valuation and inspection services is also used by clients of Shriram Automall as clients typically request independent valuation reports before a vehicle is sent for auction. Adroit carried out 104,280 and 728,198 inspections and valuations in the three months ended June 30, 2021 and the financial year 2021.

AutoBiz

New vehicle dealers use our cloud-based CRM tool AutoBiz to manage their sales leads and ensure that the dealership executives manage and follow up effectively as well as give dealership management insight into their sales teams' performance.

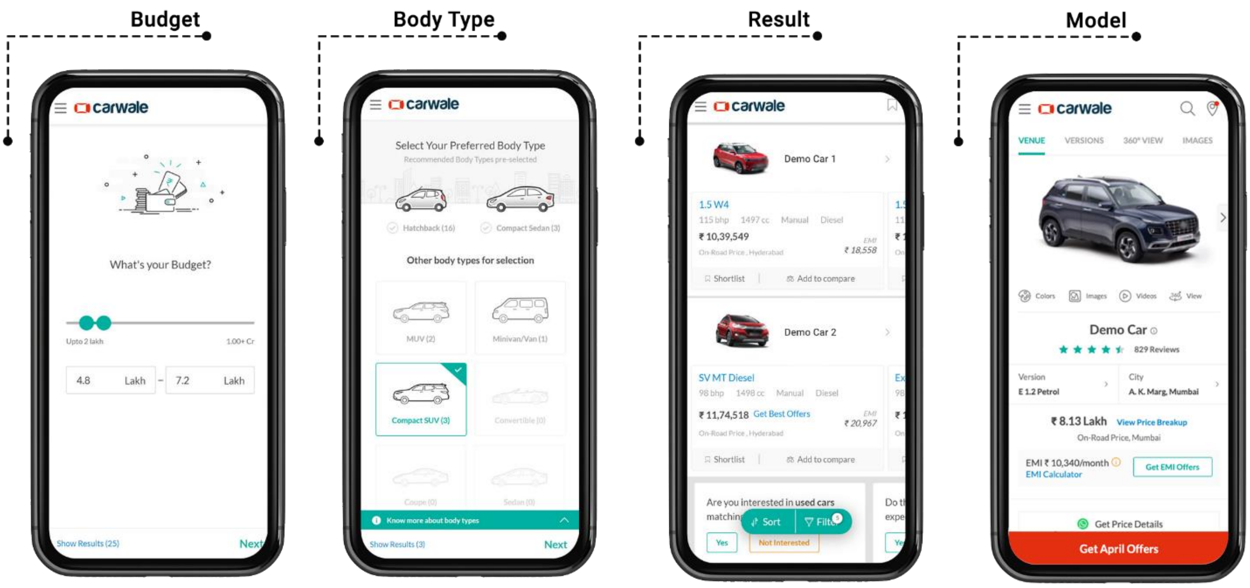
Illustrative Customer Experience

New and Used Car and Two-wheeler Buying Journey

Car and two-wheeler buyers and sellers use CarWale, CarTrade and BikeWale websites and apps. The key elements of our customer experience are research, enquiry, auto finance and trade-in. These have been designed to empower customers to make convenient, informed decisions at every stage of the vehicle ownership life cycle and therefore drive traffic to our websites and apps.

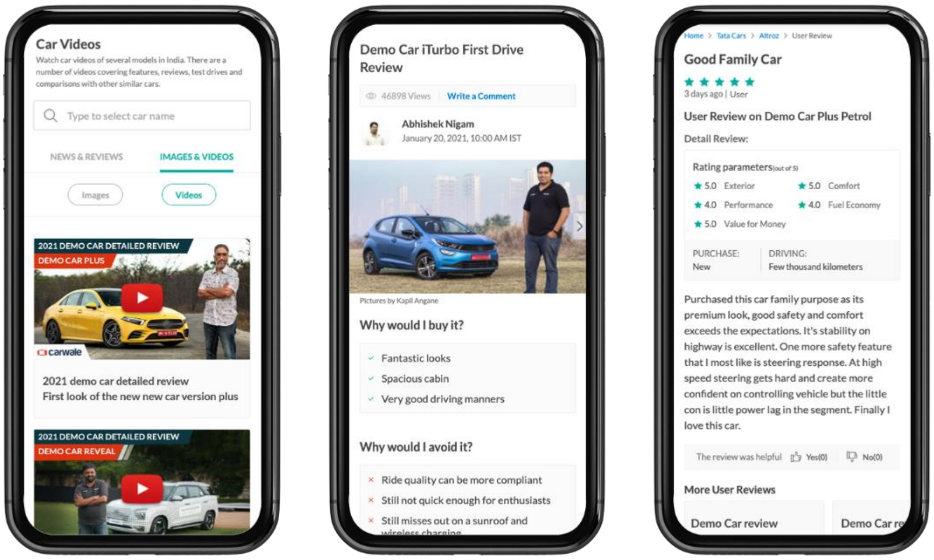
Research: We provide user friendly and intelligent tools for users to identify the new car or two-wheeler most suitable to them in accordance with criteria they have set:

New Car Recommender



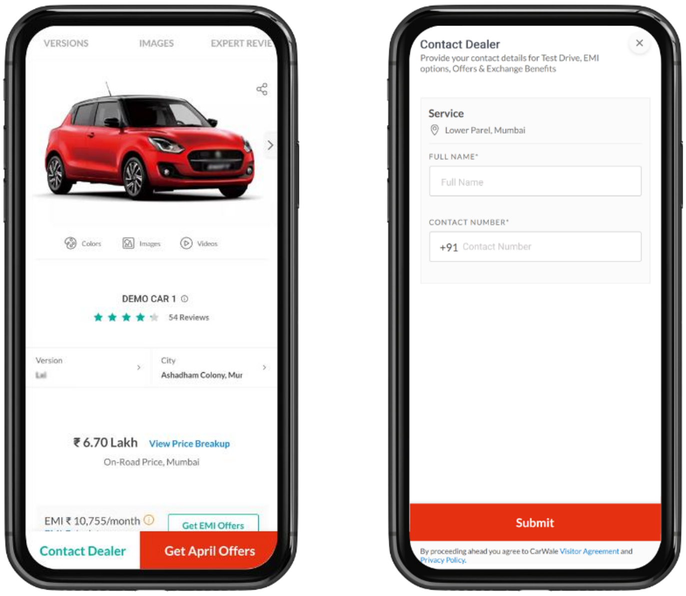
New Car/Two-wheeler Reviews: Our editorial team tests, reviews and photographs cars and two-wheelers and creates independent and unbiased coverage of the automotive landscape focusing on consumer advice, trends and analysis. We publish detailed reports of their experiences on CarWale, CarTrade and BikeWale. These reviews are made available both in text and video formats and they play a crucial role in the decision-making process of an automotive buyer. In addition to the reviews written by our editorial team, we also allow our website users to write user reviews of vehicles.

New Car Reviews



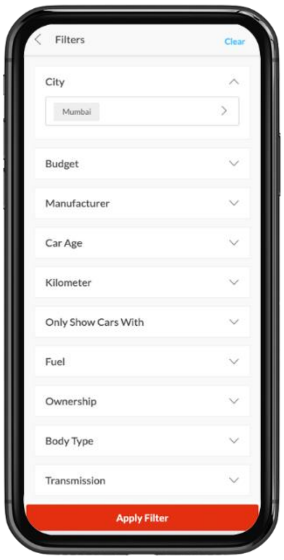
Enquire: Once a customer has shortlisted a new car or two-wheeler, they can use CarWale, CarTrade or BikeWale to connect with the dealers they are interested in.

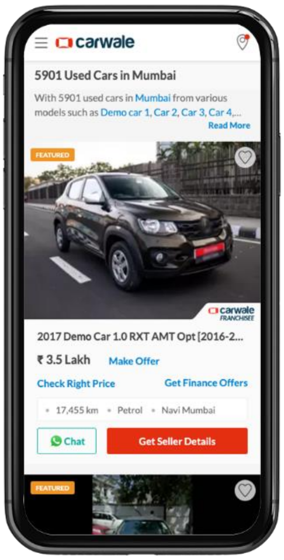
Contacting a dealer

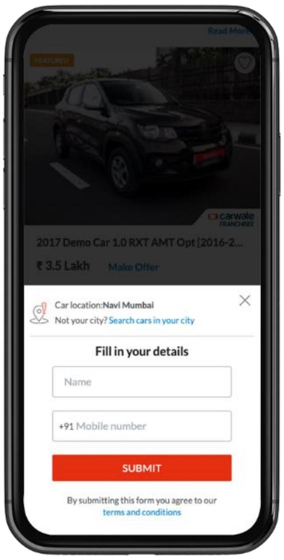


Used Car/Two-wheeler Research and Lead Generation: Using our intuitive filters and sort tools, customers can find the used vehicle matching their requirements, see its images and details and contact the seller directly.

Searching for a used car and contacting a seller

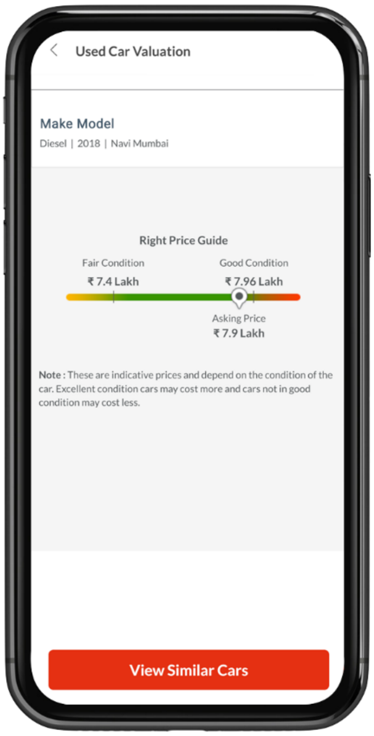






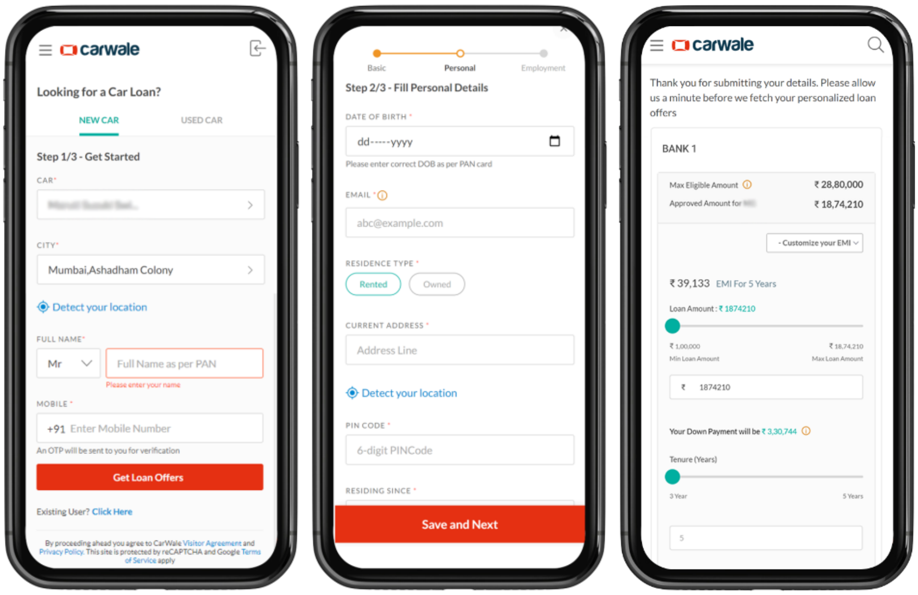
We also offer used car price guides so the customer can make an educated purchase.

Price guide



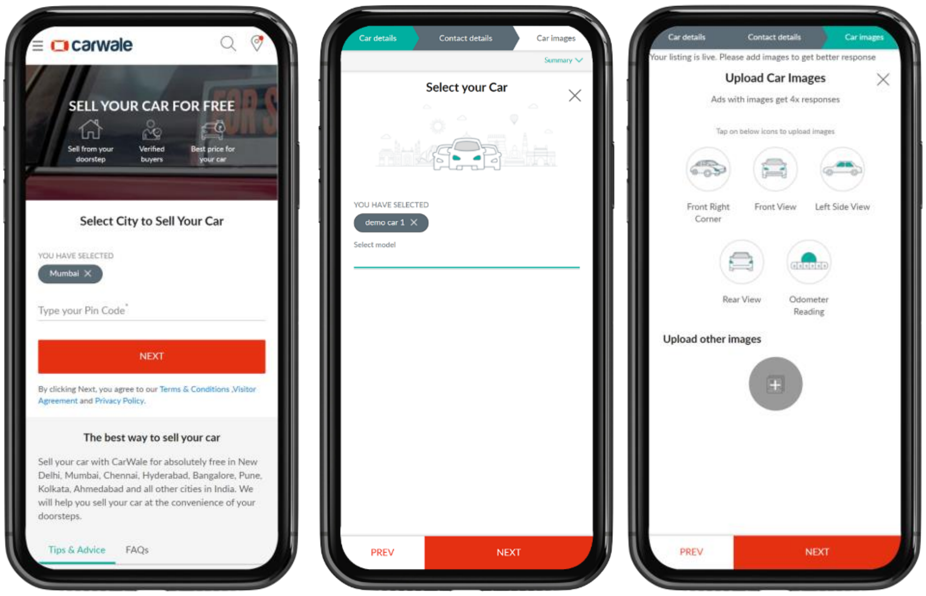
Auto Finance: After filling up a single form, a customer gets finance offers and approvals from several financiers to aid him in his vehicle purchase.

Auto finance options on our platforms



Trade-in solutions: Customers can upload their car or two-wheeler details for sale so that dealers and other customers can engage with them to buy it.

Sell car flow

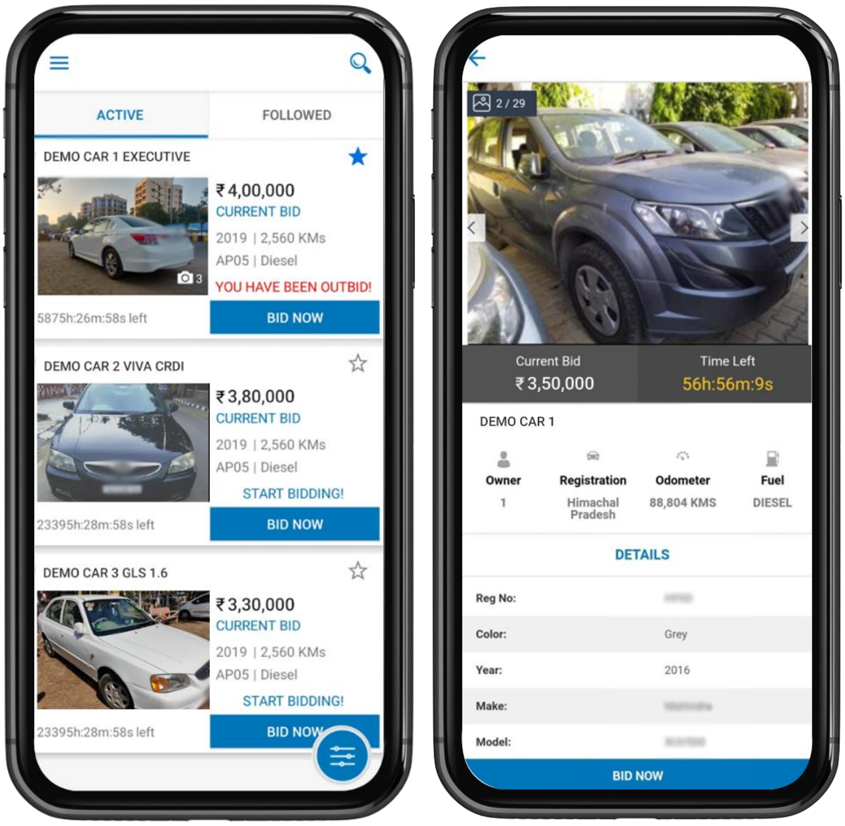


Auction Services for Buyers to Procure Vehicles

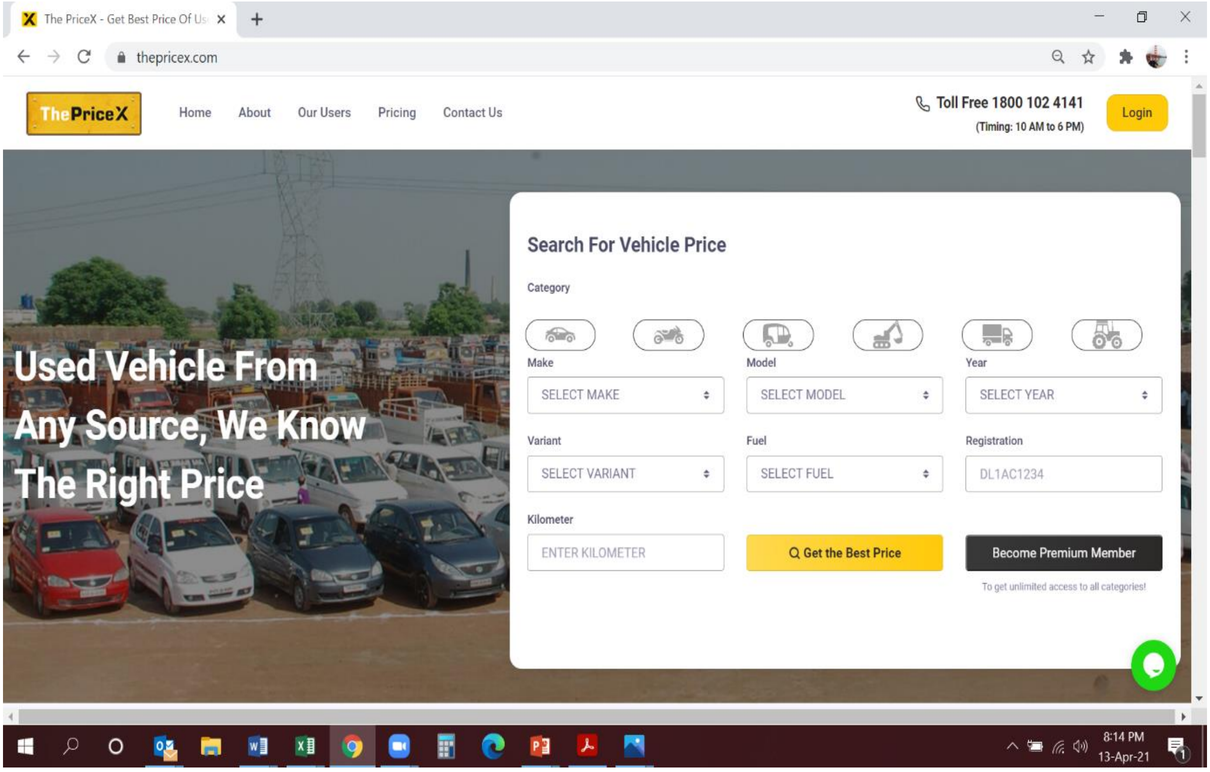
Automotive buyers, including dealers, fleet operators and retail buyers, can buy automobiles through our auction services operated by Shriram Automall’s online and offline auctions. The online auctions are also made available through CarTrade Exchange. In addition, we provide price guidance tools to auction buyers and sellers.

The auction process consists of online and offline auctions.

Auction interface



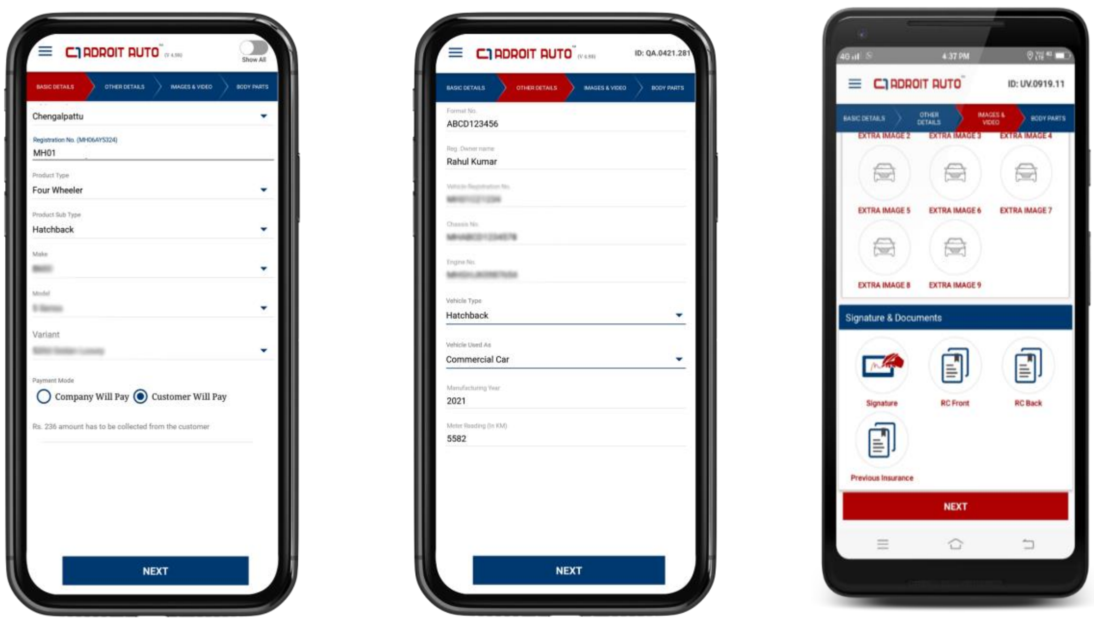
Auction buyers and sellers need guidance on pricing of vehicles to aid their decision-making process. Our price tool, ThePriceX.com, leverages the large amount of pricing data available to us in the form of an easily accessible price guide for our customers.



Inspection and Valuation Services for Banks, Insurance Companies and Other Customers

Many companies require independent assessments and valuations of vehicles. For example, banks need an independent valuation of a used car before providing a used car loan against it and insurance companies require a vehicle inspection before issuing a fresh policy against the vehicle. Our dynamic inspection and valuation mobile application, Adroit Auto, carries out the inspections and valuations.

Adroit Inspection Flow



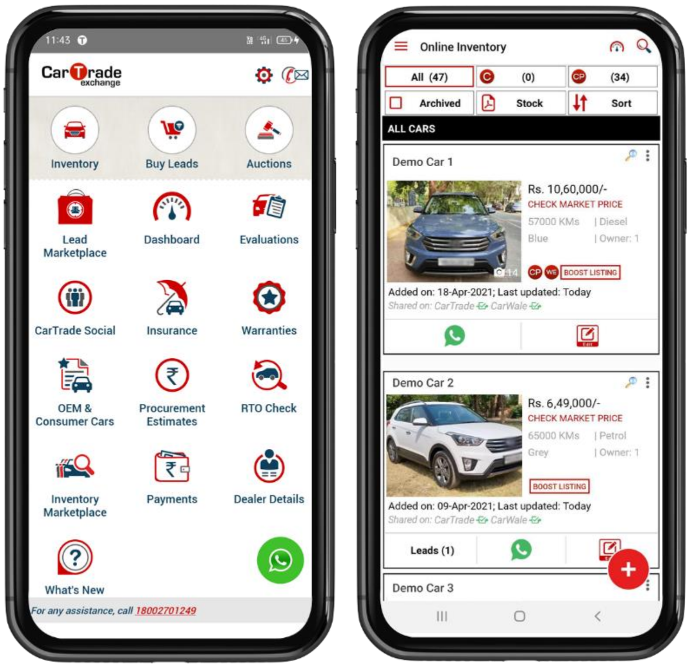
Technology Solutions for Dealers and OEMs

Our products CarTrade Exchange and Autobiz are used by a large number of used and new automobile dealers to manage their business and increase their company's productivity. CarTrade Exchange is a dealer management system for used automobile dealers to manage their processes from procurement to inventory management to sales. CarTrade Exchange is also used as an online auction platform by Shriram Automall.

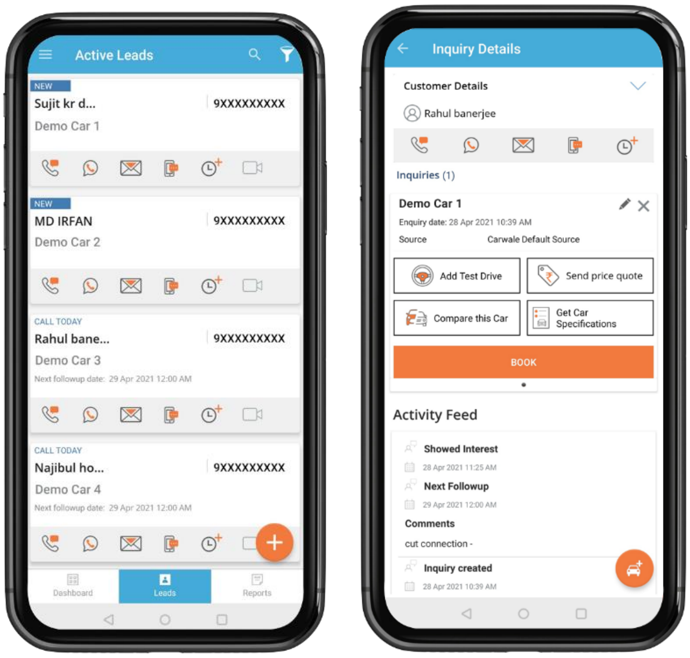
Similar to CarTrade Exchange, AutoBiz is used by new automobile dealers as a CRM solution to manage their customers and the productivity of their dealerships.

CarTrade Exchange uses a modular approach through mobile apps and desktop interfaces to give dealer easy access to various functions.

CarTrade Exchange Home Screen and Inventory Module



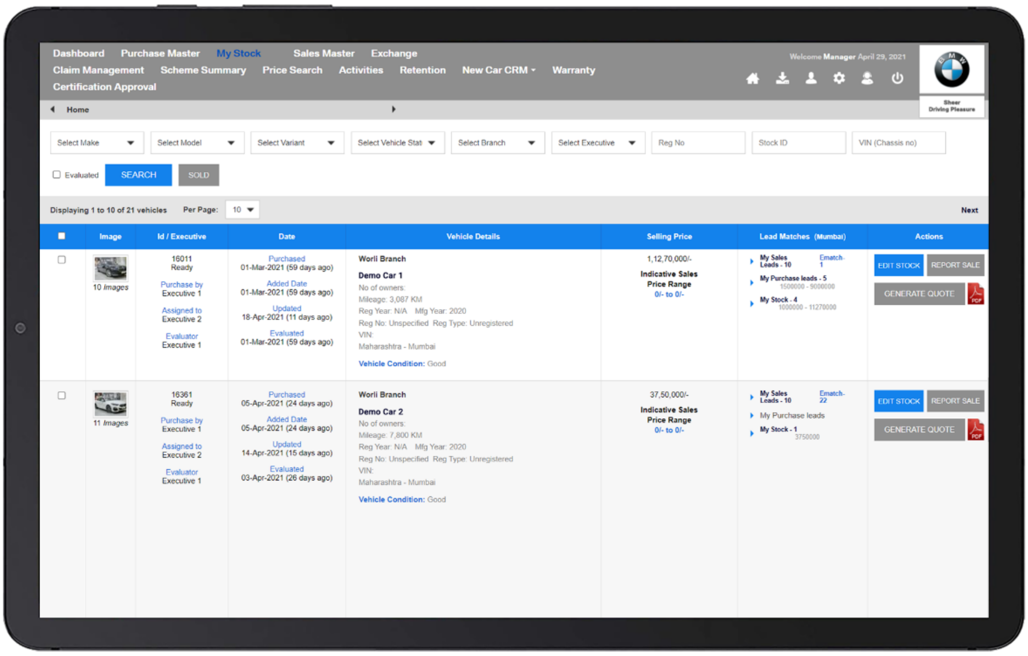
AutoBiz aims to maximize the productivity of new automobile showrooms and uses an intuitive approach to this end.



Our dealer customers include both small, independent dealerships as well as large dealer groups.

Our various technology products, such as CarTrade Exchange and AutoBiz, finance platforms and trade-in solutions, are offered as white-labelled technology solutions to clients such as OEMs, banks and insurance companies, which they then roll out for the use of their dealers and customers. For example, BMW India uses a customized version of CarTrade Exchange as a dealer management system for dealership used car business.

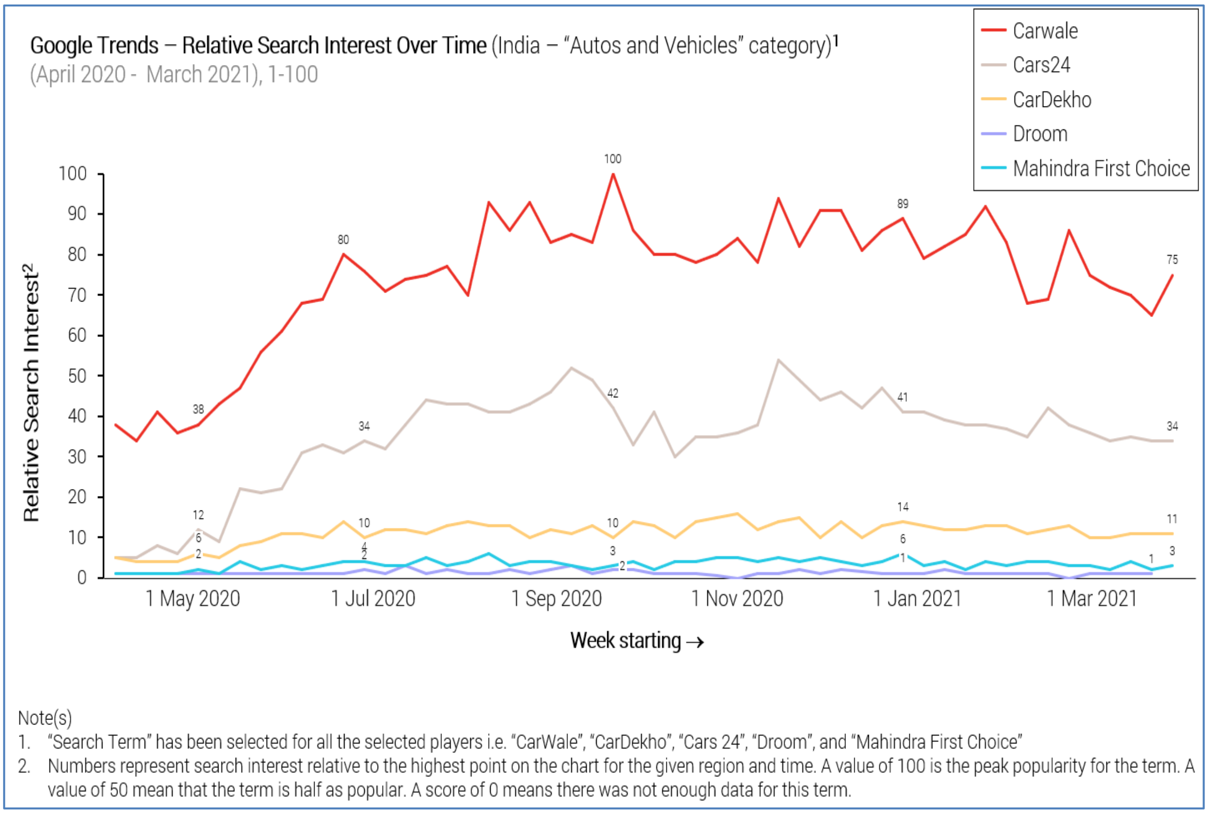
White labelled BMW India Dealer Management System



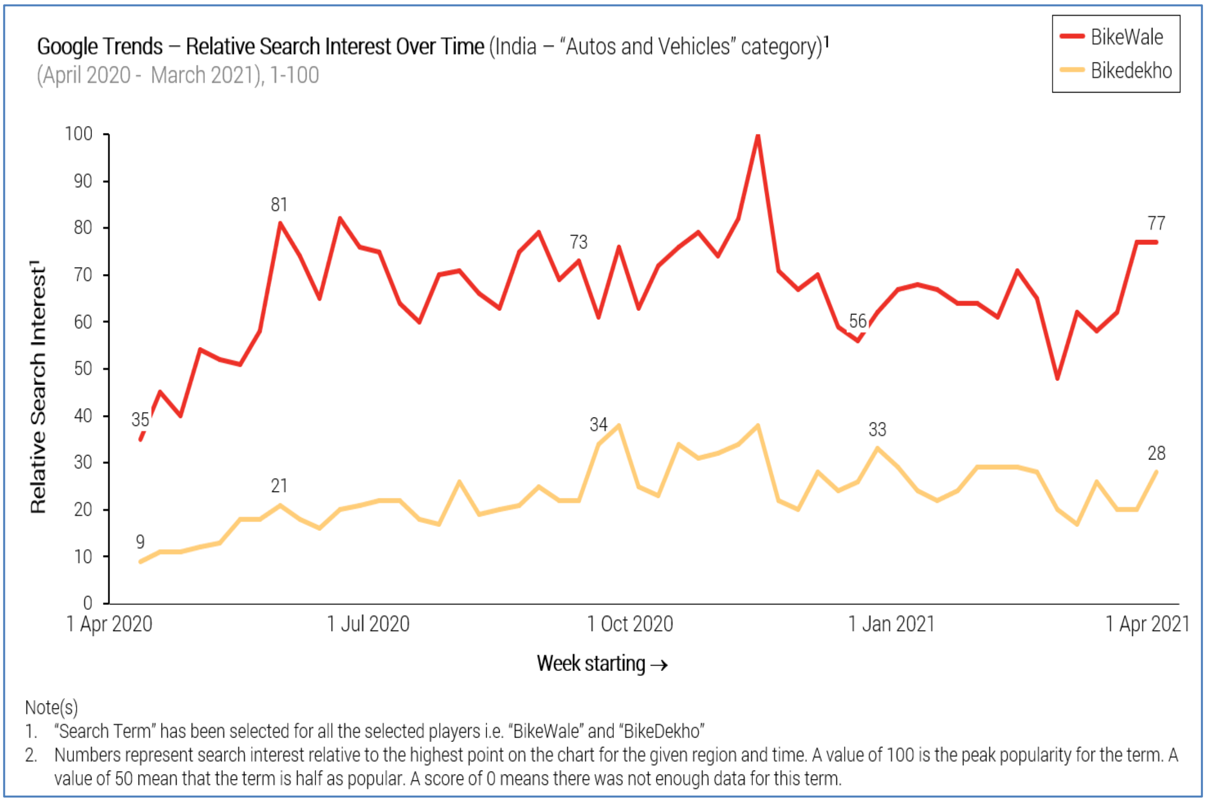
Marketing

We consider our marketing activities a key component of our operations. For the financial years 2021, 2020 and 2019, our advertisement, marketing and sales promotion expenses amounted to ₹ 131.78 million, ₹ 240.67 million and ₹ 203.43 million, respectively, representing 4.68%, 7.56% and 7.62% of our total income, respectively. Our technology, product and content teams focus heavily on delivering a great customer experience and showcasing the right content to the right audience. This focused approach has made our platforms, CarWale and BikeWale number one on relative online search popularity compared to their key competitors over the period from April 2020 to March 2021 *(Source: RedSeer Report)*, with 88.14%, 88.44%, 66.65% and 64.67% of unique visitors coming organically to our sites in the three months ended June 30, 2021 and the financial years 2021, 2020 and 2019, respectively. To derive maximum value from our marketing investments, we aggressively track our customer acquisition costs. Our average monthly advertisement, marketing and sales promotion expenses per monthly unique visitor on CarWale, CarTrade and BikeWale has decreased to ₹0.37 in the financial year 2021, respectively, compared to ₹0.91 and ₹0.74 in the financial years 2020 and 2019, respectively. Going forward, we plan to further optimize our customer acquisition costs through investments in technology and product and content which will improve customer experience and thus our traffic.

Having well-known brands significantly enhances our ability to drive traffic to our websites and apps and to attract new customers. The strength of our brands is evidenced by our Google Trend Scores.



(Source: RedSeer Report)



(Source: RedSeer Report)

We believe that our brand strength has improved as result of the superior customer experience we provide and word-of-mouth from our existing customers. Additionally, we focus on improving our brand strength across our various stakeholders through targeted communication to consumers, dealers, OEMs and other institutions. Based on market and product needs, we will continue to invest and grow our brands.

Our marketing team comprises of several employees, whose efforts are supported by our unique technology platforms. We utilize our data-driven analytics capabilities to link marketing expenses of individual marketing channels and campaigns in our various target markets to the relevant benefits we derive from them through visits to our websites and apps as well as subsequent transactions.

In order to achieve mass recognition among end-consumers and to reach a diverse base of dealers, we employ a wide range of both paid marketing channels and unpaid marketing channels.

Paid Marketing Channels

Digital marketing is a key marketing tool for us, as this allows us to target customers relevant to our products. We use search engine marketing across different search engines such as Google and Bing. To this end, we constantly analyze a large number of search terms relevant to our target markets and target the appropriate search terms in accordance with our business needs. We also rely on social media marketing and run advertisements on social media platforms. In addition, we engage in retargeting, affiliate marketing and other digital marketing activities. By analyzing the data on website and app visits and resulting user behaviour through automated marketing technology systems, we are able to reallocate our online marketing budget in real time, helping us to efficiently utilize our resources.

Unpaid Marketing Channels

In order to effectively position our brands with dealers, consumers and other stakeholders, we use certain unpaid marketing channels (i.e., marketing efforts that do not require us to make payments to any third parties). These channels include our communication through social channels and also help us improve the recognition of our brands, generate additional word-of-mouth-referrals and thereby new customers. Furthermore, we regularly distribute newsletters and other messages to dealers, OEMs and other stakeholders.

In addition, we endeavour to enhance the ranking of our websites in organic searches, a process known as search engine optimization. By analyzing the relevance of key search terms and designing our websites and apps to fit the intended searches and to provide relevant products, we try to ensure that our websites and apps are ranked highly in organic searches and that the maximum relevant traffic is directed to them.

Sales

For our offerings to dealers, OEMs, banks, other financial institutions, insurance companies, leasing companies, fleet owners and other institutional customers, we have a sales force of 999 automotive professionals who focus on specific products and services, as of June 30, 2021. These products and services are broadly split into OEM sales, dealer sales and institutional sales. Our sales professionals seek out stakeholders who could be potential new customers for our offerings, introduce our solutions to them and work as key account managers. To ensure continued satisfaction and long-term relationships, our key account managers also handle customer support and deal with any complaints and focus on growing the accounts that they manage. We provide our employees with relevant know-how and regularly hold training sessions for them.

Technology

We are a technology company and believe that we have an advanced and sophisticated technology platform. These platforms are operated by 221 technology employees as of June 30, 2021. These employees are located at three technology centers. Our teams focus on improving existing products to ensure increased customer satisfaction as well as releasing new products. Our endeavour is to create technology that can be leveraged across our various group companies. In addition, we have a data science team that focus on utilizing the vast amount of data we capture on our platforms for different purposes.

Our brands rely heavily on technology, content and data. Across our Company, we have independent teams who primarily build technology for their own brands and while ensuring this technology can be leveraged by our other brands. We focus on building scalable and flexible solutions to ensure both capability of supporting heavy usage as well as quick adaptability if needed. Our proprietary technology solutions include:

- CarWale, CarTrade, and BikeWale consumer interfaces, which use AI-based recommendation engines to guide customers on their vehicle search, advanced filters and search technology to help customers find suitable vehicles, and various integrations of content and data across the site;

- Machine learning based vehicle pricing engine offered to consumers, dealers and corporates;

- Auction technology for auctioning all types of automobiles in various customizable formats based on customer needs;

- Highly dynamic and scalable solutions for inspection and valuation of vehicles;

- Extensive used car dealer management solution addressing dealers' workflow from procurement until sale;

- CRM solutions for new car dealers to manage and track customers;

- AI-based technology for optimally displaying online advertisements;

- AI which assesses prospect quality and propensity to convert to sale;
- Auto financing-related solutions including dynamic, personalized and real-time financing offers from multiple financing companies with credit bureau integration; and
- In house-built call center solutions which integrate into other company systems.

We also make use of third-party technology, such as:

- Analytics frameworks;
- Network infrastructure for hosting websites and applications; and
- Various software libraries and development tools

Data Science

Data science is very important for us to deliver valuable products and superior customer experience to our various stakeholders and we have engineers dedicated to this purpose.

For example, used automobile price guides are very important to our various stakeholder. For this, we analyze vehicles that are sold through our auctions, as well as vehicles sold by dealers on CarWale, CarTrade and BikeWale using data science and proprietary algorithms based on a number of factors, including vehicle-specific information on automotive transactions, vehicle registration records, consumer buying patterns and behaviour, demographic information, and macroeconomic data. We also obtain data through our websites and apps, when, for example, a vehicle is listed on CarWale or when data is entered by dealers into CarTrade Exchange, our ERP tool for dealers. Each such vehicle provides us with additional data points and the option to subsequently review the accuracy of our pricing models.

Our websites and apps handled approximately 1.76 million and 2.15 million user sessions per day for the three months ended June 30, 2021 and March 31, 2021, respectively, and directly capture the relevant user behaviour into our systems. Our team of statisticians and data scientists has developed complex and proprietary algorithms to transform this data into useable information that we use to improve our platforms and the various features on our websites. We can thus deliver superior customer experience to our users.

We believe that our ability to collect and analyze data provides us with a key competitive advantage, which is why we have designed our technology platforms with a view to integrating the collection of data from multiple relevant access points.

By utilizing a flexible architecture, cloud technologies and integrating the data gathering and analysis across our value chain, we have created what we consider a best-in-class setup, allowing us to utilize the data we collect in various ways:

- We can tailor our operations to optimize various steps within the automotive sale and purchase journey and adapt our technology platforms to our evolving business needs.
- By constantly analyzing our data with respect to past transactions completed on our platforms, we can improve the price guides that we offer.
- By analyzing customer behaviour, we can tailor the content of our websites and apps to ensure that they stay relevant and that we provide customers with an immersive experience.
- By constantly analyzing our data on advertising performance and marketing expenses, we can optimize our marketing efforts to maximize our return on these efforts.
- Our ability to analyze various relevant operational performance indicators in real time helps us to steer our business more efficiently and to analyze potential adverse developments earlier.

Data Security

When expanding and operating our technology platforms, we constantly focus on security and reliability. The resilience of our technology platforms is evidenced by the fact that we achieved almost 100% uptime in financial year 2021. We collect and utilise collected customer information to develop, provide, and enhance our platforms and offerings. We post on our website our privacy policies, and we maintain certain other policies and practices relating to data security and concerning our processing, use, and disclosure of customer information. We design our platforms, offerings, and policies to facilitate compliance with evolving privacy and data security laws and regulations. To achieve such resilient technology platforms, we have implemented various state-of-the-art security measures, in particular:

- cloud storage;
- firewalls;
- automated backups;
- encryption of sensitive data;
- internal audits;
- penetration and security testing;
- a virtual private network;
- information sharing based on a strict need-to-know principle;
- code reviews by peer programmer or team lead; and
- multi-factor authentication.

Business Continuity and Disaster Management

Our business, financial and support applications and databases are primarily deployed using cloud hosting services across multiple providers. These services give us flexibility to quickly provide additional infrastructure resources, either by increasing capacity in the event of increased traffic or deploying infrastructure with different specifications as required for specific applications, and allow for business continuity when we are faced with sudden increased demand. Further, our infrastructure is configured such that we can recreate critical infrastructure on another environment when needed to recover from a disaster. Our engineers are responsible for ensuring availability, stability and integrity of our infrastructure.

In addition, we use various automatic disaster mitigation and recovery measures, such as regular and automated backups, monitoring tools and infrastructure components with built-in redundancy.

Further, to ensure redundancy and continuity in the event of an outage at a particular data center, we deploy our critical applications and databases in at least two locations. In case of a failure at one location, another location will be available to allow continued availability of our applications. Backups of our critical data and application code are automatically maintained at data centers that are geographically isolated from the original data source, allowing us to restore data when needed.

Awards and Accreditations

We have received several awards and recognition including:

- 'Best Online Marketplace in Bidding Platforms for Acquisition & Disposal of Used Vehicles & Equipment' awarded to Shriram Automall by Indian Brand Convention in 2016;
- 'Best Employee Engagement in Service Sector' awarded to Shriram Automall by ET Now in 2018; and
- 'Nation Wide Awards 2021' awarded to Shriram Automall for Excellence in Pre-owned Automobile Industry by Business Mint in 2021.

For further details, see the section "*History and Certain Corporate Matters – Awards, accreditations and recognitions received by our Company and Subsidiaries*" on page 153.

Insurance

We have insurance policies that are customary in our industry, such as office package insurance and group mediclaim policy. Our insurance policies contain market-standard exclusions and deductibles. We regularly review the adequacy of our insurance coverage and consider our insurance coverage market standard insurance coverage customary in our industry. We also have a directors and officers ("D&O") liability insurance policy that covers the current and prospective members of the board of directors and officers of our Company. We have also taken group personal accident insurance and group Mediclaim policy for employees of our Company.

Employees

As of June 30, 2021, we had 2,221 employees, comprising 703 employees of our Company and 1,518 employees of our subsidiaries. The following table provides the breakdown of our Company's employees by function:

Function	Number of Employees
Technology	206
Sales and Marketing	269
Finance	22
Human Resources	8
Operations	140
Others	58
Total	**703**

We recruit talent from various sources, including leading engineering institutions and business schools. As an organization, we are committed to creating a culture of talent to deliver high quality products in the market place. Our Material Subsidiary, Shriram Automall, has been certified as a great workplace for the period from March 2021 to February 2022 by the Great Place to Work Institute, India.

Competition

The automotive industry in India is highly competitive. Our key competitors include brands such as Cars24 (Cars24 Services Private Limited), CarDekho and BikeDekho (Girnar Software Private Limited), Droom (Droom Technology Private Limited) and Mahindra First Choice Wheels Limited.

Intellectual Property

As on the date of this Red Herring Prospectus, we have numerous trademark registrations in India, including "CARWALE", "BIKEWALE", "CARTRADE.COM" and "CarTrade exchange". In addition, we have filed applications for registration of "CarTrade Tech".

The table below sets forth intellectual property of our Company as of June 30, 2021:

<table>
<tr><th>S/n</th><th>Type</th><th>Intellectual Property</th><th>Class</th><th>Status</th></tr>
<tr><td>1.</td><td>Word</td><td>CARWALE</td><td>9</td><td>Registered</td></tr>
<tr><td>2.</td><td>Device</td><td rowspan="3">CARWALE</td><td>9</td><td>Registered</td></tr>
<tr><td>3.</td><td>Device</td><td>35</td><td>Registered</td></tr>
<tr><td>4.</td><td>Device</td><td>38</td><td>Registered</td></tr>
<tr><td>5.</td><td>Device</td><td rowspan="3">(Device of Car)</td><td>9</td><td>Registered</td></tr>
<tr><td>6.</td><td>Device</td><td>35</td><td>Registered</td></tr>
<tr><td>7.</td><td>Device</td><td>38</td><td>Registered</td></tr>
<tr><td>8.</td><td>Word</td><td rowspan="3">BIKEWALE</td><td>9</td><td>Registered</td></tr>
<tr><td>9.</td><td>Word</td><td>36</td><td>Registered</td></tr>
<tr><td>10.</td><td>Word</td><td>41</td><td>Registered</td></tr>
</table>

S/n	Type	Intellectual Property	Class	Status
11.	Device	BIKE WALE	9	Registered
12.	Device	BIKE WALE	38	Registered
13.	Device	BIKEWALE	36	Registered
14.	Device	Bikewale	37	Registered
15.	Device	BikeWale	41	Registered
16.	Word		38	Registered
17.	Word		16	Registered
18.	Word		35	Registered
19.	Word		2	Registered
20.	Word	CARWALE	3	Registered
21.	Device	CAR CITY	38	Registered
22.	Word		38	Registered
23.	Word	CARWALEMUMBAI	35	Registered
24.	Device	CarWale (LABEL)	9	Registered
25.	Device	CARWALE (LABEL)	12	Registered
26.	Device	CARWALE VINTAGE WHEELS	41	Registered
27.	Device	CAR WALE MY GARAGE (LABEL)	41	Registered
28.	Device	MY GARAGE (LABEL)	38	Registered
29.	Device		42	Registered
30.	Device	carwale	42	Registered
31.	Word	carwale	42	Registered

S/n	Type	Intellectual Property	Class	Status
32.	Device	autobiz	37	Registered
33.	Device	MOTOR EXCHANGE	42	Registered
34.	Device	cartradeindia.com	35	Registered
35.	Device	cartradeindia.com	35	Registered
36.	Device	CARTRADE.COM	35	Registered
37.	Device	CarTrade.com	35	Registered
38.	Device	Car Trade exchange	35	Registered
39.	Device	Car Trade exchange	38	Registered
40.	Device	Car Trade exchange	42	Registered
41.	Device	CarTrade RIGHT PRICE	35	Registered

For further details of the intellectual property owned by us, see the section "*Government and Other Approvals – Intellectual Property*" on page 281. In addition to the protection provided by our intellectual property rights, we enter into confidentiality and proprietary rights agreements with certain of our employees and business partners. We further control the use of our proprietary technology and intellectual property through provisions in both our general and product-specific terms of use on our websites. Further, Shriram Value Services Limited has licensed to SAMIL, various trademarks and copyrights relating to the name "Shriram", and the logo of a man in a suit carrying a bag in one hand and the index finger of the other hand raised upwards, in exchange for annual license fee payable by SAMIL. For further details, see the section "*History and Certain Corporate Matters – Other Key Agreements*" on page 160.

Our CSR Initiatives

We have undertaken CSR activities through charitable foundations. Such activities include educational scholarship programs, tree plantations and medical camps.

Sustainability Focus

Sustainability forms an integral part of our business model. By bringing transparency, liquidity and simplicity to the Indian vehicle market, we make this market accessible for everyone. We empower smaller businesses such as vehicle dealers, most of whom are local in terms of size and reach, to access a pan-India ecosystem.

Customers can use our portals to research their used or new vehicle purchase online, thus reducing the need to visit dealerships. This results in a reduced carbon footprint during the vehicle buying process. We also educate customers on the fuel efficiency and alternate fuel options for vehicles that they are interested in purchasing.

Seasonality

We expect our operations for certain websites and apps to vary in the future, based in part on, among other things, vehicle buying and selling patterns. For example, traffic to our websites CarWale, CarTrade and BikeWale may increase during the festive season of Diwali. Sales of used vehicles on Shriram Automall may increase during the fourth quarter of the financial year, due to an increase in repossession of vehicles by financial institutions and car leasing companies. Otherwise, we do not believe that our business, taken as a whole, is seasonal.

Immovable Properties

Our corporate office and our registered office are leased by us. As of June 30, 2021, Shriram Automall owns three automalls and has 111 automalls which are on leased premises. The properties of SAMIL are spread across Maharashtra, Punjab, Karnataka, Assam, Madhya Pradesh and other states. The majority of the agreements have been entered into for a term of nine years and certain agreements for our yards have expired in due course and have not been renewed due to COVID-19 related restrictions.

KEY REGULATIONS AND POLICIES

The following description is a summary of certain sector specific laws and regulations in India, which are applicable to us. The information detailed in this section has been obtained from publications available in the public domain. The regulations and their descriptions set out below may not be exhaustive and are only intended to provide general information to the Bidders and are neither designed nor intended to substitute for professional legal advice. Judicial and administrative interpretations are subject to modification or clarification by subsequent legislative, regulatory, judicial or administrative decisions.

We are a marketplace for automotive sales in India. Under the provisions of various central government and state government statutes and legislations, we are required to obtain and regularly renew certain licenses or registrations and to seek statutory permissions to conduct our business and operations. For information regarding regulatory approvals obtained by us, see *"Government and Other Approvals"* on page 280.

The following is an overview of some of the important laws and regulations, which are relevant to our business.

Key regulations, circulars, policies, guidelines and acts applicable to our Company and Subsidiaries

The Information Technology Act, 2000 (the "IT Act") and the rules made thereunder

The IT Act seeks to (i) provide legal recognition to transactions carried out by various means of electronic data interchange involving alternatives to paper-based methods of communication and storage of information, (ii) facilitate electronic filing of documents and (iii) create a mechanism for the authentication of electronic documentation through digital signatures. The IT Act prescribes punishment for publishing and transmitting obscene material in electronic form. The IT Act provides for extraterritorial jurisdiction over any offence or contravention under the IT Act committed outside India by any person, irrespective of their nationality, if the act or conduct constituting the offence or contravention involves a computer, computer system or computer network located in India. Additionally, the IT Act empowers the Government of India to direct any of its agencies to intercept, monitor or decrypt any information in the interest of sovereignty, integrity, defence and security of India, among other things. The Information Technology (Procedure and Safeguards for Blocking for Access of Information by Public) Rules, 2009 specifically permit the Government of India to block access of any information generated, transmitted, received, stored or hosted in any computer resource by the public, the reasons for which are required to be recorded by it in writing.

The IT Act facilitates electronic commerce by recognizing contracts concluded through electronic means, protects intermediaries in respect of third party information liability and creates liability for failure to protect sensitive personal data. The IT Act also prescribes civil and criminal liability including fines and imprisonment for computer related offences including those relating to unauthorized access to computer systems, tampering with or unauthorised manipulation of any computer, computer system or computer network and, damaging computer systems and creates liability for negligence in dealing with or handling any sensitive personal data or information in a computer resource and in maintaining reasonable security practices and procedures in relation thereto, among others.

The IT Act empowers the Government of India to formulate rules with respect to reasonable security practices and procedures and sensitive personal data. In exercise of this power, the Department of Information Technology, 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 ("**IT Security Rules**") which prescribe directions for the collection, disclosure, transfer and protection of sensitive personal data by a body corporate or any person acting on behalf of a body corporate.

The IT Security Rules require every such body corporate to provide a privacy policy for handling and dealing with personal information, including sensitive personal data, ensuring security of all personal data collected by it and publishing such policy on its website. The IT Security Rules further require that all such personal data be used solely for the purposes for which it was collected and any third party disclosure of such data is made with the prior consent of the information provider, unless contractually agreed upon between them or where such disclosure is mandated by law.

The DoIT also notified the Information Technology (Intermediaries Guidelines and Digital Media Ethics Code) Rules, 2021 ("**IT Intermediary Rules**") which were notified on February 25, 2021. The IT Intermediary Rules replace the Information Technology (Intermediaries Guidelines) Rules, 2011. The IT Intermediary Rules requires due diligence by intermediaries including informing users about rules and regulations, privacy policy, and terms and conditions for usage of its services, due diligence by significant social media intermediaries including appointment of chief compliance officer to ensure compliance with the IT Act, observance of code of ethics by digital media publishers, provision for a grievance redressal mechanism by intermediaries and authority to examine digital media content to authorised officers and issue directions to block content in case of emergency.

New Telecom Policy, 1999, modified by the Department of Telecommunications, GoI on August 5, 2016 ("New Telecom Policy")

The New Telecom Policy was introduced in 1999 and has undergone various amendments, including the latest amendment which was passed on August 5, 2016. Under the New Telecom Policy, for applications such as e-commerce, tele-banking, tele-education and tele-trading, other service providers will be allowed to operate using infrastructure provided by various access providers. No license fee is charged but registration for specific services being offered is required. These service providers do not infringe on the jurisdiction of other access providers and do not provide switched telephony.

The Telecom Regulatory Authority of India has the power to issue directions to service providers and to adjudicate all disputes between the GoI (in its role as service provider) and any other service provider.

The Telecom Regulatory Authority Act of India, 1997 ("TRAI")

TRAI seeks to regulate the telecommunication sector and to consolidate all laws, rules and regulation of the telecom industry. The legislation has established the Telecom Regulatory Authority of India ("**TRAI**") for regulating and supervising the telecom industry and the Telecom Dispute Settlement Appellate Tribunal (TDSAT) to adjudicate disputes between a licensor and licensee. Some of the primary functions of TRAI include establishing standards of Quality of Service, conducting periodical surveys, setting up terms and conditions of grant of a license, fixing the tariffs and rates to be charged etc.

TRAI issued "The Telecom Commercial Communications Customer Preference Regulations, 2010" on December 01, 2010. These regulations *inter alai* provides for registration of all the existing telemarketers and new telemarketers with TRAI before starting any telemarketing.

Data Privacy Bill, 2019 ("Bill")

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

Consumer Protection Act, 2019 ("COPRA") ***and rules made thereunder***

COPRA is preceded by the Consumer Protection Act, 1986. COPRA aims at providing better protection to the interests of consumers and for that purpose makes provisions for the establishment of authorities for the settlement of consumer disputes. The COPRA has extended the definition of a 'consumer' to include purchase of goods or services through an offline and online transaction, and provides a mechanism for the consumer to file a complaint against a service provider in cases of, *inter alia*, unfair trade practices, restrictive trade practices, deficiency in services and price charged being unlawful. Furthermore, the new legislation also provides for penalties for, amongst others, manufacturing for sale or storing, selling, distributing or importing products containing adulterants and for publishing false or misleading advertisements. The COPRA provides for a three tier consumer grievance redressal mechanism at the national, state and district levels. Non-compliance of the orders of these authorities attracts criminal penalties. The COPRA has also brought e-commerce entities and their customers under its purview including providers of technologies or processes for enabling product sellers to engage in advertising or selling goods or services to a consumer, online market places and online auction sites.

The Ministry of Consumer Affairs, Food and Public Distribution issued the Consumer Protection (E-Commerce) Rules, 2020 ("**E-Commerce Rules**") under the COPRA on July 23, 2020 which govern the online sale of goods, services, digital products by entities which own, operate or manage digital or electronic facility or platform for electronic commerce ("**Ecommerce Entities**"), all models of e-commerce (including marketplace or inventory model), and all ecommerce sellers. The E-Commerce rules lay down the duties and liabilities of E-Commerce Entities and ecommerce sellers.

Laws governing foreign investments

Foreign investment in India is governed by the provisions of FEMA Non-Debt Instruments Rules along with the FDI Policy issued by the DPIIT, from time to time. Further, the RBI has enacted the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 which regulate the mode of payment and reporting requirements for investments in India by a person resident outside India.

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Non-Debt Instruments Rules, the total holding by each FPI or an investor group shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). For further details, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 313.

The Trademarks Act, 1999 ("Trademarks Act")

Trademarks enjoy protection under both statutory and common law and Indian trademark law permits the registration of trademarks for both goods and services. The Trademarks Act governs the statutory protection of trademarks and the prevention of the use of fraudulent marks in India. Under the provisions of the Trademarks Act, an application for trademark registration may be made before the Trademark 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 trademark in the future.

Once granted, a trademark 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 Trademarks 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 Trademark (Amendment) Act, 2010 simultaneous protection of trademark in India and other countries has been made available to owners of Indian and foreign trademarks. The Trademark (Amendment) Act, 2010 also seeks to simplify the law relating to transfer of ownership of trademarks by assignment or transmission and to conform Indian trademark law with international practice.

Environmental Regulations

We are subject to various environment regulations as the operation of our establishments might have an impact on the environment in which they are situated. The basic purpose of the statutes given below is to control, abate and prevent pollution. In order to achieve these objectives, Pollution Control Boards ("**PCBs**"), which are vested with diverse powers to deal with water and air pollution, have been set up in each state. The PCBs are responsible for setting the standards for maintenance of clean air and water, directing the installation of pollution control devices in industries and undertaking inspection to ensure that industries are functioning in compliance with the standards prescribed. These authorities also have the power of search, seizure and investigation. All industries are required to obtain consent orders from the PCBs, which are indicative of the fact that the industry in question is functioning in compliance with the pollution control norms. These consent orders are required to be kept renewed.

Water (Prevention and Control of Pollution) Act, 1974 ("Water Act")

The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set down by the State Pollution Control Board ("**State PCB**"). The Water Act also provides that the consent of the State PCB must be obtained prior to opening of any new outlets or discharges, which are likely to discharge sewage or effluent.

Air (Prevention and Control of Pollution) Act, 1981 ("Air Act")

The Air Act requires that any individual, industry or institution responsible for emitting smoke or gases by way of use as fuel or chemical reactions must apply in a prescribed form and obtain consent from the State PCB prior to commencing any activity. The consent may contain conditions relating to specifications of pollution control equipment to be installed. Within a period of four months after the receipt of the application for consent the State PCB shall, by order in writing and for reasons to be recorded in the order, grant the consent applied for subject to such conditions and for such period as may be specified in the order, or refuse consent.

Taxation Laws

In addition to the aforementioned material legislations which are applicable to our Company, some of the tax legislations that may be applicable to the operations of our Company include:

a. Income Tax Act 1961, the Income Tax Rules, 1962, as amended by the Finance Act in respective years;
b. Central Goods and Service Tax Act, 2017, the Central Goods and Service Tax Rules, 2017 and various state-wise legislations made thereunder;
c. The Integrated Goods and Service Tax Act, 2017;
d. Professional Tax state-wise legislations; and
e. Indian Stamp Act, 1899 and various state-wise legislations made thereunder.

Labour Laws

In addition to the aforementioned material legislations which are applicable to our Company, some of the labour legislations that may be applicable to the operations of our Company include:

a. Contract Labour (Regulation and Abolition) Act, 1970;
b. Employees' State Insurance Act, 1948;
c. Employees' Provident Funds and Miscellaneous Provisions Act, 1952;

d. Payment of Gratuity Act, 1972;
e. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act and Rules, 2013;
f. Payment of Wages Act, 1936;
g. Minimum Wages Act 1948;
h. Payment Of Bonus Act, 1965;
i. Maternity Benefit Act, 1961, as amended; and
j. Shops & Establishment Act, 1947, along with other state-wise shops and establishment regulations, and the rules made thereunder

The Code on Wages, 2019 (enacted by the Parliament of India and assented to by the President of India) will come into force on such date as may be notified in the official gazette by the Central Government and different date may be appointed for different provisions of the Code on Wages, 2019. Once effective, it will subsume the Equal Remuneration Act, 1976, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Payment of Wages Act, 1936.

The Code on Social Security, 2020 (enacted by the Parliament of India and assented to by the President of India) will come into force on such date as may be notified in the official gazette by the Central Government and different date may be appointed for different provisions of the Code on Social Security, 2020. Once effective, it will subsume, inter alia, the Employees 'Compensation Act, 1923, the Employees 'State Insurance Act, 1948, the Employees Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972.

The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (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 code proposes to provide for *inter alia* standards for health, safety and working conditions for employees of the establishments. The provisions of this code will be brought into force on a date to be notified by the Central Government.

The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this code will be brought into force on a date to be notified by the Central Government.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated as 'Kaymo Fastener Company Private Limited' on April 28, 2000 at Mumbai, Maharashtra as a private limited company under the Companies Act, 1956, and was granted the certificate of incorporation by the Registrar of Companies, Maharashtra at Mumbai ("**RoC**"). The name of our Company was subsequently changed to 'MXC Solutions India Private Limited' pursuant to a special resolution passed by our Shareholders at the EGM held on July 31, 2009 to reflect the Company's pan-India presence, and a fresh certificate of incorporation was issued by the RoC on August 12, 2009. Subsequently, in October 2009, the current management and some of the current shareholders, including Vinay Vinod Sanghi, acquired Equity Shares in the Company. The name of our Company was thereafter changed to 'CarTrade Tech Private Limited', pursuant to a special resolution passed by our Shareholders at the EGM held on March 31, 2021 to reflect our brand name and establish a wider business presence, and a fresh certificate of incorporation was issued by the RoC on April 20, 2021. Our Company was converted from a private limited company to a public limited company, pursuant to a special resolution passed by our Shareholders at the EGM held on April 29, 2021 and the name of our Company was changed to 'CarTrade Tech Limited'. Consequently, a fresh certificate of incorporation was issued by the RoC on May 12, 2021.

Changes in the Registered Office

Except as disclosed below, there has been no change in registered office of our Company since the date of incorporation.

Date of change of registered office	Details of change in the registered office	Reasons for change in the registered office
July 6, 2009	Shifting of the registered office of the Company from 116, Abdull Rehman Street, Mumbai, Maharashtra, India 400 003 to C/O Suraj Sanghi Service Centre, Plot 37, Dr. Annie Besant Road, Worli, Mumbai, Maharashtra, India 400 018	Administrative and business reasons
November 5, 2009	Shifting of registered office of the Company from C/O Suraj Sanghi Service Centre, Plot 37, Dr Annie Besant Road, Worli, Mumbai, Maharashtra India 400 018 to 2nd Floor, Landmark Building, 554, Dr. G.M. Bhosale Marg, Worli, Mumbai Maharashtra, India 400 018	Administrative and business reasons
March 16, 2012	Shifting of the registered office of the Company from 2nd Floor, Landmark Building, 554, Dr. G.M. Bhosale Marg, Worli, Mumbai, Maharashtra, India 400 018 to C/O Suraj Sanghi Service Centre, Dr. Annie Besant Road, Worli, Mumbai, Maharashtra, India 400 018	Administrative and business reasons
March 31, 2021	Shifting of the registered office of the Company from C/O Suraj Sanghi Service Centre, Dr. Annie Besant Road, Worli, Mumbai, Maharashtra, India 400 018 to 12th Floor Vishwaroop IT Park, Sector 30A, Vashi, Navi Mumbai 400 705	Administrative and business reasons

Main objects of our Company

The main objects contained in our MoA are as follows:

1. *"To carry on the business in India and abroad for providing the customers a Platform, in the physical and electronic form, through the means of facsimile, electronic-mail (e-mail), internet and other similar means, to enable transactions including through Auctions, Classified and Fixed Price formats of all kinds of products including Automobile and automobile Products, parts, tools, Spares and accessories and for providing related software development services, Financing and Coordinating with manufacturers, Suppliers, Dealers, Exchangers and Consumers to execute the aforesaid Trade Format for consideration, Commission, Service fee, Insertion fee and to act as Platform, Consultant and Service provider.*

2. *To carry on in India or elsewhere the business of manufacturers, processors, marketers, distributors, importers and act as import agents, represent manufacturers, indentors and traders of all kinds of fasteners, staples, pins, brads, nails, hardware goods, and stationery products and all hand and machine tools including tools used for driving these fasteners, such as staples, hand tackers, electric staplers and pneumatic staplers, nailers, bradders and pinners".*

The main objects as contained in our MoA enable our Company to carry on the business presently being carried out and proposed to be carried out by it.

Amendments to the MoA

Set out below are the amendments to our MoA in the last 10 years:

Date of Shareholders' resolution/ Effective date	Particulars
August 22, 2011	Clause V of the MoA was amended to reflect the increase in the authorised share capital from ₹ 98,000,000 to ₹ 138,000,000 divided into 5,000,000 Equity Shares of face value ₹10 each and 8,800,000 preference shares of

Date of Shareholders' resolution/ Effective date	Particulars
	face value ₹10 each.
September 30, 2014	Clause V of the MoA was amended to reflect the increase in the authorised share capital from ₹ 138,000,000 divided into 5,000,000 Equity Shares of face value ₹10 each and 8,800,000 preference shares of face value ₹10 each to ₹ 214,000,000 divided into 6,200,000 equity share of ₹10 each and 15,200,000 preference shares of ₹10 each.
July 28, 2015	Clause V of the MoA was amended to reflect the increase in the authorised share capital from ₹ 214,000,000 divided into 6,200,000 Equity Shares of face value ₹10 each and 15,200,000 preference shares of face value ₹10 each to ₹ 254,000,000 divided into 6,200,000 Equity Shares of face value ₹ 10 each and 19,200,000 preference shares of face value ₹ 10 each.
January 6, 2016	Clause V of the MoA was amended to reflect the increase and re-classification of the authorised share capital from ₹ 254,000,000 divided into 6,200,000 Equity Shares of face value ₹ 10 each and 19,200,000 preference shares of face value ₹ 10 each to ₹ 397,000,000 divided into (a) 7,000,000 Equity Shares of face value ₹10 each; (b) 2,000,000 Series A preference shares of face value ₹ 10 each (c) 2,800,000 Series B preference shares of face value ₹ 10 each (d) 4,000,000 Series C preference shares of face value ₹ 10 each (e) 6,400,000 Series D preference shares of ₹ 10 each (f) 4,000,000 Series E preference shares of face value ₹ 10 each, and (g) 13,500,000 Series F preference shares of face value ₹ 10 each.
April 22, 2016	Clause V of the MoA was amended to reflect the re-classification of the authorised share capital from ₹ 397,000,000 divided into (a) 7,000,000 Equity Shares of face value ₹10 each; (b) 2,000,000 Series A preference shares of face value ₹ 10 each (c) 2,800,000 Series B preference shares of face value ₹ 10 each (d) 4,000,000 Series C preference shares of face value ₹ 10 each (e) 6,400,000 Series D preference shares of ₹ 10 each (f) 4,000,000 Series E preference shares of face value ₹ 10 each, and (g) 13,500,000 Series F preference shares of face value ₹ 10 each to ₹ 397,000,000 divided into (a) 7,000,000 Equity Shares of face value ₹10 each; (b) 2,000,000 Series A preference shares of face value ₹ 10 each (c) 2,800,000 Series B preference shares of face value ₹ 10 each (d) 4,000,000 Series C preference shares of face value ₹ 10 each (e) 6,400,000 Series D preference shares of ₹ 10 each (f) 4,000,000 Series E preference shares of face value ₹ 10 each, (g) 12,900,000 Series F preference shares of face value ₹10 each and (h) 600,000 Series F1 preference shares of face value ₹ 10 each.
December 20, 2016	Clause V of the MoA was amended to reflect the increase and re-classification of the authorised share capital from ₹ 397,000,000 divided into (a) 7,000,000 Equity Shares of face value ₹10 each; (b) 2,000,000 Series A preference shares of face value ₹10 each (c) 2,800,000 Series B preference shares of face value ₹10 each (d) 4,000,000 Series C preference shares of face value ₹10 each (e) 6,400,000 Series D preference shares of ₹10 each (f) 4,000,000 Series E preference shares of face value ₹10 each, (g) 12,900,000 Series F preference shares of face value ₹10 each and (h) 600,000 Series F1 preference shares of face value ₹10 each to ₹452,000,000 divided into (a) 8,500,000 Equity Shares of face value ₹10 each; (b) 2,000,000 Series A preference shares of face value ₹10 each (c) 2,800,000 Series B preference shares of face value ₹10 each (d) 4,000,000 Series C preference shares of face value ₹10 each (e) 6,400,000 Series D preference shares of ₹10 each (f) 4,000,000 Series E preference shares of face value ₹10 each, (g) 12,900,000 Series F preference shares of face value ₹10 each; (h) 600,000 Series F1 preference shares of face value ₹10 each, and (i) 4,000,000 Series G preference shares of face value ₹10 each.
August 28, 2019	Clause V of the MoA was amended to reflect the increase of the authorised share capital from ₹ 452,000,000 divided into (a) 8,500,000 Equity Shares of face value ₹10 each; (b) 2,000,000 Series A preference shares of face value ₹10 each (c) 2,800,000 Series B preference shares of face value ₹10 each (d) 4,000,000 Series C preference shares of face value ₹10 each (e) 6,400,000 Series D preference shares of ₹10 each (f) 4,000,000 Series E preference shares of face value ₹ 10 each, (g) 12,900,000 Series F preference shares of face value ₹10 each; (h) 600,000 Series F1 preference shares of face value ₹ 10 each, and (i) 4,000,000 Series G preference shares of face value ₹10 each to ₹ 467,300,000 divided into: (a) ₹ 10,030,000 Equity Shares of ₹10 each; (b) 2,000,000 Series A preference shares of ₹10 each; (c) 2,800,000 Series B preference shares of ₹10 each; (d) 4,000,000 Series C preference shares of ₹10 each; (e) 6,400,000 Series D preference shares of ₹10 each; (f) 4,000,000 Series E preference shares of ₹10 each; (g) 12,900,000 Series F preference shares of ₹10 each; (h) 600,000 Series F1 preference shares of ₹10 each; (i) 4,000,000 Series G preference shares of ₹10 each vide scheme of amalgamation between Automotive Exchange Private Limited and the Company approved by NCLT on August 28, 2019.
May 22, 2020	Clause V of the MoA was amended to reflect the increase and re-classification of the authorised share capital from ₹467,300,000 divided into (a) 10,030,000 Equity Shares of face value ₹10 each; (b) 2,000,000 Series A preference shares of face value ₹10 each (c) 2,800,000 Series B preference shares of face value ₹10 each (d) 4,000,000 Series C preference shares of face value ₹10 each (e) 6,400,000 Series D preference shares of ₹10 each (f) 4,000,000 Series E preference shares of face value ₹10 each, (g) 12,900,000 Series F preference shares of face value ₹10 each; (h) 600,000 Series F1 preference shares of face value ₹ 10 each, and (i) 4,000,000 Series G preference shares of face value ₹10 each to ₹ 507,300,000 divided into: (a) 10,030,000 Equity Shares of face value ₹ 10 each; (b) 2,000,000 Series A preference shares of face value ₹ 10 each; (c) 2,800,000 Series B preference shares of face value ₹ 10 each; (d) 4,000,000 Series C preference shares of face value ₹10 each; (e) 6,400,000 Series D preference shares face value ₹ 10 each; (f) 4,000,000 Series E preference shares face value ₹10 each; (g) 12,900,000 Series F preference shares face value ₹10 each; (h) 600,000 Series F1 preference shares of face value ₹10 each; (i) 4,000,000 Series G preference shares face value ₹ 10 each; and (j) 4,000,000 Series H preference shares face value ₹10 each.
March 31, 2021	Clause V of the MoA was amended to reflect the increase in the authorised share capital from ₹507,300,000 divided into: (a) 10,030,000 Equity Shares of face value ₹10 each; (b) 2,000,000 Series A preference shares of face value ₹10 each; (c) 2,800,000 Series B preference shares of face value ₹10 each; (d) 4,000,000 Series C preference shares of face value ₹10 each; (e) 6,400,000 Series D preference shares face value ₹ 10 each; (f)

Date of Shareholders' resolution/ Effective date	Particulars
	4,000,000 Series E preference shares face value ₹10 each; (g) 12,900,000 Series F preference shares face value ₹10 each; (h) 600,000 Series F1 preference shares of face value ₹10 each; (i) 4,000,000 Series G preference shares face value ₹10 each; and (j) 4,000,000 Series H preference shares face value ₹ 10 each to ₹607,300,000 divided into: (a) 20,030,000 Equity Shares of face value ₹10 each; (b) 2,000,000 Series A preference shares of face value ₹10 each; (c) 2,800,000 Series B preference shares of face value ₹10 each; (d) 4,000,000 Series C preference shares of face value ₹10 each; (e) 6,400,000 Series D preference shares face value ₹ 10 each; (f) 4,000,000 Series E preference shares face value ₹10 each; (g) 12,900,000 Series F preference shares face value ₹10 each; (h) 600,000 Series F1 preference shares of face value ₹10 each; (i) 4,000,000 Series G preference shares face value ₹ 10 each; and (j) 4,000,000 Series H preference shares face value ₹ 10 each.
March 31, 2021	Clause I of the MoA was amended to reflect the change in the name of our Company from 'MXC Solutions India Private Limited' to 'CarTrade Tech Private Limited'.
April 29, 2021	Clause I of the MoA was amended to reflect the change in the name of our Company from 'CarTrade Tech Private Limited' to 'CarTrade Tech Limited' pursuant to the conversion of our Company from a private company to a public company.
July 21, 2021	Clause V of the MoA was amended to reflect the reclassification of authorised share capital from ₹607,300,000 divided into a) 20,030,000 Equity Shares of face value ₹10 each; (b) 2,000,000 Series A preference shares of face value ₹10 each; (c) 2,800,000 Series B preference shares of face value ₹10 each; (d) 4,000,000 Series C preference shares of face value ₹10 each; (e) 6,400,000 Series D preference shares face value ₹ 10 each; (f) 4,000,000 Series E preference shares face value ₹10 each; (g) 12,900,000 Series F preference shares face value ₹10 each; (h) 600,000 Series F1 preference shares of face value ₹10 each; (i) 4,000,000 Series G preference shares face value ₹ 10 each; and (j) 4,000,000 Series H preference shares face value ₹ 10 each to 60,730,000 equity shares of ₹10 each.

Major events and milestones of our Company

Calendar year	Event
2009	Canaan VIII Mauritius invested ₹45 million by subscribing to 18,00,000 Series A Preference Shares and 100 Equity Shares of the Company
2010	Launch of B2B and C2B auctions
2011	Epiphany Overseas Ventures invested ₹112.79million by subscribing to 1,385,228 Series B Preference Shares and 100 Equity Shares of the Company
2011	Tiger Global Six India II Holdings invested ₹328.53 million by subscribing to 2,377,123 Series C Preference Shares and 100 Equity Shares of the Company
2012	Launch of CarTrade.com and CarTradeExchange.com
2014	Highdell Investment Ltd invested ₹1,372.51 million by subscribing to 4,549,018 Series D Preference Shares and 100 Equity Shares of the Company
2015	Springfield Venture International invested ₹1,270 million by subscribing to 2,011,133 Series E Preference Shares of the Company
2016	Acquired Automotive Exchange Private Limited owners of brand name CarWale and BikeWale for a sum of USD 100.07 million
2016	MacRitchie Investments Pte Ltd invested ₹3,323 million by subscribing to 5,854,525 Series F Preference Shares of the Company
2016	Foundation Investments of Ohio Limited invested ₹19.93 million by subscribing to 35,126 Series F1 Preference Shares, Manbro P.E. IV, LP invested ₹186.08 million by subscribing to 327,845 Series F1 Preference Shares and MSF Private Equity Fund LLC invested ₹126.27 million by subscribing to 222,466 Series F1 Preference Shares
2017	MacRitchie Investments Pte Ltd invested ₹2,422.90 million by subscribing to 3,594,499 Series G Preference Shares of the Company
2017	Acquired AISPL (Adroit) for a sum of ₹129.98 million
2018	Acquired 51% (55.43% on actual basis) of the paid-up share capital of SAMIL, on a fully diluted basis, for a sum of ₹1,563.76 million
2020	MacRitchie Investments Pte. Ltd. invested ₹1,071.90 million by subscribing to 1,299,075 Series H Preference Shares; Highdell Investment Ltd invested ₹1,071.90 million by subscribing to 1,299,075 Series H Preference Shares and MCP3 SPV LLC invested ₹1,071.90 million by subscribing to 1,299,075 Series H Preference Shares

Awards, accreditations and recognitions received by our Company and Subsidiaries

Calendar Year	Awards
2007	• 'Red Herring 100 Winner Asia' awarded to Automotive Exchange Private Limited (which amalgamated into our Company) by Red Herring as one of the Top 100 Private Companies of 2007
2008	• 'PC World Web Awards' awarded www.carwale.com by PC World India for Overall Performance in the Automobile category
2011	• 'Digital Awards, Best Auto Content Website' awarded to www.carwale.com by Internet and Mobile Association of India
2012	• 'Digital Awards, Best Auto Content Website' awarded to www.carwale.com by Internet and Mobile Association of India; • 'Fleet Enabler of the Year' awarded to SAMIL by Apollo CV
2015	• 'A Milestone in Auto Loans' awarded by HDFC Bank to 'CarWale' for an auto loan portfolio of ₹ 50,000 crore;

Calendar Year	Awards
	• SAMIL was recognised in the Limca Book of Records, National Record for organising 6,683 online bidding events for acquisition and disposal of pre-owned vehicles and equipment; • SAMIL was recognised in the Limca Book of Records, National Record for organising 2,466 physical bidding events for acquisition and disposal of pre-owned vehicles; • 'Transportation Leadership Award - Fleet Enabler of the Year' awarded to SAMIL by Kamikaze; • 'Transportation Leadership Award- Innovation in Transportation' awarded to SAMIL by Kamikaze
2016	• 'Best Online Marketplace in Bidding Platforms for Acquisition & Disposal of Used Vehicles & Equipment' awarded to SAMIL by Indian Brand Convention; • 'Best Disruptive Innovation of the Year Automotive' awarded to SAMIL by Disruptive Tech & Innovation Awards, 2016; • 'Transportation Leadership Award – Excellence in Customer Experience' awarded to SAMIL by Kamikaze; • 'Transportation Leadership Awards – Fleet Enabler of the Year' awarded to SAMIL by Kamikaze
2017	• '2017 Leaders Awards' awarded to SAMIL for achieving fastest growing brand for pre-owned vehicles of the year by 24 MRC; • 'India's Most Trusted Brand in Pre-Owned Automobile Industry' awarded to SAMIL by Indian Brand Convention; • Award for 'Best Service Provider of 2017' awarded to SAMIL by CIA World, Builders & Infra Awards 2017
2018	• 'Mumbai Brand Summit & Hot Brands 2018' awarded to Automotive Exchange Private Limited (Carwale.com) by 'Paul Writer'; • 'Best Service Provider in Pre-owned Commercial Vehicles' awarded to SAMIL by CIA World Construction & Infra Awards, 2018; • 'Best Employee Engagement in Service Sector' awarded to SAMIL by ET Now
2019	• 'Best Employer Brand Awards' awarded to SAMIL by Zee Business
2020	• 'Best Pre-owned Commercial Vehicles Company' awarded to SAMIL by CIA World Builders and Building Material Awards, 2020
2021	• 'Nation Wide Awards 2021' awarded to SAMIL for Best Innovation (Digital Physical Event) in Pre-owned Automobile Industry by Business Mint; • 'Nation Wide Awards 2021' awarded to SAMIL for Excellence in Pre-owned Automobile Industry by Business Mint; • Asia Feather Awards in 'Best in class pre-owned vehicles & equipment auction company' to SAMIL by Feather Touch

Time and cost over-runs

Our Company and Subsidiaries have not implemented any projects and have, therefore, not experienced any time or cost overruns in relation thereto.

Defaults or re-scheduling of borrowings

There have been no defaults or re-scheduling/ re-structuring in relation to borrowings availed by our Company from any financial institutions or banks. As on the date of this Red Herring Prospectus, our Company does not have any outstanding financial indebtedness.

Lock-out and strikes

As on the date of this Red Herring Prospectus, there have been no lock-outs or strikes at any time in our Company or Subsidiaries.

Accumulated Profits or Losses

There are no accumulated profits and losses of any Subsidiaries that are not accounted for by our Company in the Restated Consolidated Financial Information.

Significant financial and strategic partners

As of the date of this Red Herring Prospectus, our Company does not have any significant financial or strategic partners.

Launch of key products or services, entry into new geographies or exit from existing markets, capacity/ facility creation or location of plants

For details of key products or services launched by our Company, see "*Our Business*" on page 122.

Our Company has not entered into new geographies or exited from existing markets, capacity/ facility creation or location of plants.

Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamations or any revaluation of assets, in the last ten years

Except as disclosed below, our Company has not acquired any business/ undertakings, and has not undertaken any mergers, amalgamations or any revaluation of assets, in the last ten years.

Acquisition and Amalgamation of Automotive Exchange Private Limited ("Automotive Exchange")

Share purchase agreement dated November 10, 2015 entered into amongst Mohit Dubey, Axel Springer Aisa GMBH ("Axel"), Automotive Exchange and our Company

Pursuant to the share purchase agreement dated November 10, 2015, our Company purchased 8,268,729 equity shares, 2,249,799 preference shares, and 404,188 four per cent unsecured cumulative fully convertible debentures of ₹127.178 each from Axel, and 1,168,748 equity shares from Mohit Dubey, cumulatively aggregating to 100% of issued, subscribed and paid-up share capital of Automotive Exchange for an aggregate consideration of USD 100.07 million. Automotive Exchange was subsequently amalgamated with our Company as described below.

Scheme of Amalgamation between Automotive Exchange and our Company

Automotive Exchange and our Company filed a scheme of amalgamation under Section 230 to 232 of Companies Act, 2013 before the National Company Law Tribunal, Mumbai Bench at Mumbai to merge the business and undertaking of Automotive Exchange ("**Transferor Company**"), an erstwhile subsidiary of our Company, with our Company ("**Scheme of Amalgamation**"). The Scheme of Amalgamation was approved by the National Company Law Tribunal, Mumbai bench pursuant to an order dated August 28, 2019 ("**NCLT Mumbai Order**"). As the Transferor Company was an erstwhile wholly owned subsidiary of the Company prior to amalgamation, upon amalgamation no Equity Shares of our Company were allotted, and the entire paid-up share capital of Transferor Company stood cancelled.

The Scheme of Amalgamation came into effect from November 4, 2019, being the date on which a certified copy of Order was filed with the RoC and the Scheme of Amalgamation became operative with effect from April 1, 2017, being the appointed date.

Acquisition of the shares of SAMIL

Share purchase agreement dated January 24, 2018 entered into amongst SAMIL, STFCL and our Company

Pursuant to the share purchase agreement dated January 24, 2018 our Company purchased 16,630,435 equity shares aggregating to 51% of the issued and paid-up share capital of SAMIL, on a fully diluted basis, from STFCL for an amount aggregating ₹1,563.76 million. Pursuant to the terms of the share purchase agreement, STFCL has irrevocably assigned to SAMIL certain registered logos and brand trademarks, including 'Shriram Auto Mall' and 'Auto Mall' which are registered under various classes, for a one-time fee of ₹0.50 million.

Acquisition of the shares of AISPL

Share subscription agreement dated May 2, 2017 read with share transfer agreement dated May 2, 2017 entered into amongst Himanshu Lohiya, Mukesh Kumar, Puneet Tyagi, AISPL and our Company and share purchase agreement dated January 12, 2018 entered into amongst Himanshu Lohiya, Mukesh Kumar, Puneet Tyagi, and our Company

Pursuant to the share subscription agreement dated May 2, 2017, our Company subscribed to 434 equity shares of AISPL for a consideration of ₹5.10 million. Further, pursuant to the share transfer agreement dated May 2, 2017, our Company purchased 5,100 shares, constituting 51% of the paid-up share capital of AISPL, i.e.,1,766 equity shares from Himanshu Lohiya and 1,667 equity shares each from Mukesh Kumar and Puneet Tyagi for a consideration aggregating to ₹60 million. Thereafter, pursuant to the share purchase agreement dated January 12, 2018 our Company purchased 106,340 equity shares constituting 48.9% of the paid-up share capital of AISPL, i.e., 35,460 equity shares from Himanshu Lohiya for a consideration of ₹21.64 million, 35,440 equity shares from Mukesh Kumar for a consideration of ₹21.62 million and 35,440 equity shares from Puneet Tyagi for a consideration of ₹21.62 million.

Share purchase agreement dated January 24, 2018 entered into amongst SAMIL, AISPL and our Company ("AISPL SPA")

Pursuant to the share purchase agreement dated January 24, 2018, our Company transferred 217,020 equity shares being 100% of the issued and paid-up share capital of AISPL to SAMIL for a consideration of ₹130 million, pursuant to which AISPL became a step-down Subsidiary of our Company**.**

Acquisition of the shares of AAMPL

Share subscription agreement dated December 21, 2019 entered into amongst SAMIL, Mukesh Kumar, Puneet Tyagi and AAMPL

Pursuant to the share subscription agreement dated December 21, 2019, SAMIL purchased 607,300 equity shares aggregating to 54.84% of the paid-up share capital of AAMPL for a consideration of ₹15 million, pursuant to which AAMPL became a subsidiary of SAMIL.

Memorandum of understanding entered into between SAMIL and AAMPL dated December 21, 2019 ("MoU")

Pursuant to the memorandum of understanding dated December 21, 2019, both the parties agreed to appoint each other to provide the disposal services of specific products as stated in the MoU. AAMPL shall provide services in respect of all assets and properties (except automobile and gold products) contracts assigned to it by SAMIL, CESPL and AISPL. SAMIL, along with CESPL and AISPL will provide services in respect of automobile and gold contracts assigned to it by AAMPL. In consideration of the services provided, the executing party shall receive 90% of revenue received from the client and the outsourcing party will receive 10% of the revenue received from the client.

Acquisition of assets of Four Wheel Group (India) Private Limited by SAMIL

Fixed Asset Purchase Agreement dated January 13, 2020 entered into between SAMIL and Four Wheel Group (India) Private Limited ("Four Wheel")

Pursuant to the fixed asset purchase agreement dated January 13, 2020, SAMIL purchased right, title and interest in both moveable and immovable property constituting furniture & fixture, office equipment, computer & accessories etc. of Four Wheel, in perpetuity for a consideration of ₹1.59 million.

Software Acquisition Agreement dated January 13, 2020 entered into between SAMIL and Four Wheel

Pursuant to the software acquisition agreement dated January 13, 2020, SAMIL purchased right, title and interest in "BlueJack" ("**Software**"), a computer program, in perpetuity including: (i) title to and possession of the media, devices and documentation that constitute all copies of Software, its component parts, and all documentation relating thereto, possessed or controlled by Software; and (ii) all right, title and interest of Software in and to inventions, discoveries, improvements, ideas, trade secrets, know-how, confidential information, and all other intellectual property owned or claimed by Software pertaining to it. SAMIL agreed to pay a fixed price of ₹0.8 million, and a variable price of up to ₹1.5 million, as fixed in the addendum to the agreement, subject to detailed due diligence.

Deed of Assignment dated January 13, 2020 entered into between SAMIL and Four Wheel

Pursuant to the deed of assignment dated January 13, 2020, SAMIL agreed to pay ₹0.1 million to Four Wheel for conveyance, transfer, assignment and delivery of "BlueJack" trademark along with any other intellectual property owned by four Wheel to SAMIL.

Holding Company

As of the date of this Red Herring Prospectus, our Company does not have a holding company.

Our Subsidiaries

As of the date of this Red Herring Prospectus, our Company has six Subsidiaries.

1. **Shriram Automall India Limited**

   Corporate Information

   SAMIL was incorporated on February 11, 2010 as a public limited company under the Companies Act, 1956. The CIN of SAMIL is U50100TN2010PLC074572. The registered office of SAMIL is located at Sri Towers, Plot No:14 A, South Phase, Industrial Estate, Guindy, Chennai 600 032.

   SAMIL is engaged in the business of establishing, setting up and/or constructing auto-malls, auto showrooms, auto garages/service centres, auto display areas, auto components/spare parts outlets, second-hand vehicle outlets, insurance advisory outlets, RTO related services outlets, yards for test-drive, road tax consultancy outlets, yards for body building/refurbishment of all types of vehicles, auto-auction outlets and to provide facilitation services for sale and disposal of new/used and/or repossessed/refurbished vehicles, commercial and/or passenger vehicles of all types.

   Capital Structure

   The authorised share capital of SAMIL is ₹ 1,000,000,000 divided into 100,000,000 equity shares of face value ₹10 each and the paid-up share capital of SAMIL is ₹ 300,000,000 divided into 30,000,000 equity shares of face value ₹ 10 each.

   Shareholding

Name of the Shareholder	Number of equity shares of face value ₹ 10 each	Percentage of the total shareholding (%)
Company	16,630,385	55.43
Shriram Transport Finance Company Limited	13,369,565	44.57
Vikram Alva*	10	Negligible

Vinay Vinod Sanghi*	10	Negligible
Aneesha Menon*	10	Negligible
Akshay Shankar*	10	Negligible
Sameer Malhotra*	10	Negligible
Total	**30,000,000**	**100.00**

Shares are held on a beneficial basis on behalf of our Company

Financial Information

The financial information derived from the unaudited interim condensed financial statements of SAMIL as at and for the three months period ended June 30, 2021 is set forth below:

(₹ in million, except per share data)

Particulars	As at and for the three months period ended June 30, 2021
Equity Capital	300.00
Other Equity	1223.13
Revenue from contract with customers	316.33
Profit/(Loss) after Tax	(4.32)
Earnings per Share(Basic) (in ₹)	(0.09)
Earnings per Share(Diluted) (in ₹)	(0.09)
Net Asset Value (in ₹)	50.07

2. **CarTrade Finance Private Limited**

Corporate Information

CTFPL was incorporated on July 1, 2019 as a private limited company under the Companies Act, 2013. The CIN of CTFPL is U67100MH2019PTC327412. The registered office of CTFPL is located at Lloyds Centre Point, 1st Floor, Unit No., 11 & 12, 1096A, Appasaheb Marathe Marg, Prabhadevi, Mumbai, Maharashtra 400 025.

CTFPL is engaged in the business of providing investment and finance services, to lend and advance money and assets of all kinds or give credit.

Capital Structure

The authorised share capital of CTFPL is ₹ 30,000,000 divided into 3,000,000 equity shares of ₹ 10 each and the paid-up share capital of CTFPL is ₹ 25,000,000 divided into 2,500,000 equity shares of ₹ 10 each.

Shareholding

Name of the Shareholder	Number of equity shares of face value ₹ 10 each	Percentage of the total shareholding (%)
Company	2,499,999	100.00
Vinay Vinod Sanghi*	1	Negligible
Total	**2,500,000**	**100.00**

** Shares are held on a beneficial basis on behalf of our Company*

3. **Adroit Inspection Services Private Limited**

Corporate Information

AISPL was incorporated on March 10, 2016 as a private limited company under the Companies Act, 2013. The CIN of AISPL is U93000DL2016PTC292367. The registered office of AISPL is located at Unit No 701 to 711, 7th Floor, Best Business Park, Plot No. P-2, Netaji Subhash Place, Pitampura, Delhi North West DL 110 034.

AISPL is engaged in the business of providing services relating to valuation, verification, testing, certification, chartered valuers for all types of movable and immovable properties, and to act as financial and other consultants.

Capital Structure

The authorised share capital of AISPL is ₹2,500,000 divided into 250,000 equity shares of face value ₹10 each and the paid-up share capital of AISPL is ₹ 2,170,200 divided into 217,020 equity shares of face value ₹10 each.

Shareholding

Name of the Shareholder	Number of equity shares of face value ₹ 10 each	Percentage of the total shareholding (%)

SAMIL	217,014	100.00
Automotive Exchange Private Limited*#	1	Negligible
Company*	1	Negligible
Vinay Vinod Sanghi*	1	Negligible
Aneesha Menon*	1	Negligible
Akshay Shankar*	1	Negligible
Sameer Malhotra*	1	Negligible
Total	**217,020**	**100.00**

**Shares are held on a beneficial basis on behalf of SAMIL.*
#Automotive Exchange Private Limited has merged with our Company pursuant to NCLT order dated August 28, 2019.

4. **Augeo Asset Management Private Limited**

Corporate Information

AAMPL was incorporated on June 24, 2019 as a private limited company under the Companies Act, 2013. The CIN of AAMPL is U67200DL2019PTC351745. The registered office of AAMPL is located at A-3/610 VI/F, Milan Vihar, IP Extension, East Delhi, Delhi 110 092.

AAMPL is engaged in the business of setting up companies for the purpose of carrying on business related to asset management, NPA management services, e-auction of financial and other assets of individual or undertaking, liquidation of stressed assets, and to render resolution professional services for liquidation and restructuring of undertaking or body corporate in or outside India.

Capital Structure

The authorised share capital of AAMPL is ₹12,000,000 divided into 1,200,000 equity shares of face value ₹10 each and the paid-up share capital of AAMPL is ₹ 11,073,000 divided into 1,107,300 equity shares of face value ₹ 10 each.

Shareholding

Name of the Shareholder	Number of equity shares of face value ₹ 10 each	Percentage of the total shareholding (%)
SAMIL	607,300	54.84
Puneet Tyagi	250,000	22.58
Mukesh Kumar	250,000	22.58
Total	**1,107,300**	**100.00**

5. **CarTrade Exchange Solutions Private Limited**

Corporate Information

CESPL was originally incorporated as Motogo India Private Limited on October 19, 2012 as a private limited company under the Companies Act, 1956. The name of Motogo India Private Limited was changed to CarTrade Exchange Solutions Private Limited pursuant to which a fresh certificate of incorporation was granted by the RoC on June 19, 2018. The CIN of CESPL is U74120MH2012PTC237037. The registered office of CESPL is located at 12th Floor, Vishwaroop IT Park, Sector 30A, Opp Vashi Railway Station, Vashi, Navi Mumbai, Maharashtra, 400 705.

CESPL is engaged in the business of informing automobile buying and selling and ownership decisions with information through automotive expert reviews, detailed specifications, user guide, magazines, exhibitions, electronic media and car research, comparisons of cars, consultations, promotions of automobiles and developing software for mobile and tablet application and software consultancy services pertaining to automobiles and establishing & running data processing computer centres.

Capital Structure

The authorised share capital of CESPL is ₹1,000,000 divided into 100,000 equity shares of ₹10 each and the paid-up share capital of CESPL is ₹ 450,000 divided into 45,000 equity shares of ₹ 10 each.

Shareholding

Name of the Shareholder	Number of equity shares of face value ₹ 10 each	Percentage of the total shareholding (%)
SAMIL	44,994	99.99
S. Sunder*	1	Negligible
Nitin Lokhande *	1	Negligible
Vinay Vinod Sanghi*	1	Negligible
Aneesha Menon*	1	Negligible
Akshay Shankar*	1	Negligible

Sameer Malhotra*	1	Negligible
Total	**45,000**	**100.00**

** Shares are held on a beneficial basis on behalf of SAMIL*

6. **CarTrade Foundation**

Corporate Information

CarTrade Foundation was incorporated on July 12, 2021 as a company limited by shares under the Companies Act, 2013. The CIN of CarTrade Foundation is U85300MH2021NPL363767. The registered office of CarTrade Foundation is located at Lloyds Centre Point, 1st Floor, Unit No., 11 & 12, Appasaheb Marathe Marg, Prabhadevi, Mumbai, Maharashtra 400 025.

CarTrade Foundation is engaged in the business of promotion of hospitals, dispensaries for health care, sanitation and hygiene for public welfare and activities that contribute to social welfare.

Capital Structure

The authorised share capital of CarTrade Foundation is ₹1,000,000 divided into 100,000 equity shares of ₹10 each and the paid-up share capital of CarTrade Foundation is ₹ 1,00,000 divided into 10,000 equity shares of ₹ 10 each.

Shareholding

Name of the Shareholder	Number of equity shares of face value ₹ 10 each	Percentage of the total shareholding (%)
Company	9,999	99.99
SAMIL	1	0.01
Total	**10,000**	**100.00**

Joint Venture

As of the date of this Red Herring Prospectus, our Company has no joint ventures.

Shareholders' agreements and other agreements

Key terms of subsisting shareholders' agreements

Sixth amended and restated shareholders agreement dated January 30, 2020 entered into amongst the Company, CMDB, Austin Ligon ("AL"), Daniel Edward Neary ("DN", and collectively with AL are referred to as the "Individual Investors") Highdell, Springfield, MacRitchie, Manbro P.E. IV, LP ("Manbro"), Foundation Investments of Ohio Ltd ("FIOL"), MSF Private Equity Fund LLC ("MSF"), MCP3 SPV LLC ("MCP", and collectively with CMDB, Springfield, Highdell, MacRitchie, Manbro, FIOL, MSF and the Individual Investors are referred to as the "Investors"), and the "Major Shareholders" who are Vinay Vinod Sanghi and Bina Sanghi collectively ("SHA") as amendment by the waiver cum amendment agreement dated May 4, 2021 ("WCA")

The Company, the Investors and the Major Shareholders have entered into the SHA to govern their *inter-se* rights and obligations in our Company. These include (i) certain restrictions on transfer of Equity Shares held by the Major Shareholders; (ii) right of first refusal of certain of the Investors (iii) tag-along and drag along rights of certain Investors; (iii) information rights; (iv) liquidation preference (v) pre-emptive rights; (vi) registration rights in the event the Company issues certain types of instruments and (vii) certain board nomination rights. In addition, the SHA also provides that the Company shall undertake steps to provide Investors with an Exit, including by way of a Qualified IPO. Certain of these rights have been waived pursuant to the WCA, as described below.

Pursuant to the SHA, each of the Major Shareholders, CMDB, Springfield, and certain other shareholders collectively, have the right to nominate one Director on the Board. Highdell and MacRitchie have the right to nominate three directors each on to the Board. Further, each of CMDB, Highdell, Springfield, MacRitchie and the Major Shareholders are entitled to nominate one observer each to the Board and all the committees of the Board. The Majority Investors and the Major Shareholders have affirmative voting rights in respect of certain reserved matters including any alteration or change so as to adversely effect rights of Equity Shares, alteration or modification of authorized number of Equity Shares, fresh issuance of any security, creation of any new class of or series of Equity Shares. Parties are entitled to certain rights in the event that an initial public offering including a qualified public offer is not completed within timelines stipulated under the SHA. For instance, a 'Failed IPO' shall be deemed to have occurred in the event of failure to list and trade the Company's equity shares within a period of 360 days from filing of the drafting red herring prospectus. In the event of a 'Failed IPO', the Company will be required to (i) re-convert into a private limited company; (ii) undertake a scheme of arrangement to re-issue the Preference Shares. Further, if no qualified initial public offering has occurred within six months from the expiry of the deadline date prescribed under the SHA, the shareholders holding 80% of the securities of the Company shall have the option to exercise a default drag along right by selling 100% of the Company's securities and requiring all remaining shareholder to sell all or some of the securities to other drag along purchaser.

Further, the Company, the Investors and the Major Shareholders have entered into a waiver cum amendment agreement dated May 4, 2021 ("**WCA**") to waive and amend certain terms of the SHA to enable to the offer for sale by certain existing shareholders of the Company. The WCA is effective from the date of execution until the earlier of (i) the IPO Long Stop Date (i.e., nine months from the date of the WCA, being, February 4, 2022, or such other extended date as may be mutually agreed to in writing amongst the parties to the WCA); (ii) the consummation of the IPO; or (iii) the date on which the Board and the Selling Shareholders jointly decide not to undertake the IPO ("**Term**"). Provided that, in the event that (i) the IPO is not completed on or prior to the IPO Long Stop Date, or (ii) the WCA is terminated prior to the IPO Long Stop Date, or (iii) the Board and the Selling Shareholders jointly decide not to undertake the Offer, the Shareholders' Agreement, as it stood just prior to the execution of the WCA, shall stand automatically reinstated without any further act or deed required by or from any party.

In terms of the WCA, certain waivers have been granted by the relevant shareholders until the Long Stop Date in respect of rights of first refusal, tagalong, right of first offer and other rights associated with a listing of the securities of our Company, information rights, as well as obligations of our Company to obtain prior consent from relevant shareholders and procedural requirements for proceedings of the Board and shareholder meetings, to the extent of actions and matters required for the facilitation of the IPO.

Further, Vinay Vinod Sanghi and Bina Vinod Sanghi are entitled to nominate one director on the Board, for so long as Vinay Vinod Sanghi and his relatives in aggregate hold at least 3.00% (calculated assuming conversion or exercise, as applicable, of any, outstanding warrants, convertible securities, and vested and unvested employee stock option or equity shares held by them at the relevant time), of the total paid-up equity share capital of the Company on a fully diluted basis, provided, however, that, upon the receipt of final listing and trading approvals from the Stock Exchanges for the listing and trading of the Equity Shares of the Company pursuant to the IPO, Vinay Vinod Sanghi and Bina Vinod Sanghi will be entitled to exercise this right only after receipt of approval of the shareholders of the Company, by way of a special resolution at the first shareholders' meeting held by the Company post -IPO.

Minority shareholders' agreement dated February 21, 2020, entered into between the Company, Highdell, CMDB, Springfield, AL, DN, MacRitchie, Manbro, FIOL, MSF, MCP, Major Shareholders and, the "Minority Shareholders" who comprise of Shree Krishna Trust, Mohit Dubey, Steve Greenfield, Arun Sinha, Akshay Shankar, Victor Anthony Perry III, /Viraj Vinod Sanghi and Niki Viraj Sanghi, Vinti Rajesh Gajree, Patni Wealth Advisors LLP and Raay Global Investments Private Limited. ("Minority Shareholders Agreement") read with deed of adherence dated April 6, 2021 entered into by Malabar India Fund Limited, Malabar Select Fund, Malabar Value Fund, Malabar Midcap Fund, IIFL Special Opportunities Fund – Series 8, Ashoka India Equity Investment Trust PLC and India Acorn Fund Limited, read with agreement dated February 22, 2021 entered into by Ravi Mehra read with deed of adherence dated October 12, 2020 entered into by Jeremy Nicholas Williams

Pursuant to the Minority Shareholders Agreement, the parties thereto have agreed that if a qualified IPO has not occurred within the expiry of the deadline date defined under the Minority Shareholders Agreement, shareholders holding 80% of the securities of the Company ("**Drag Shareholders**") shall have the option of exercising the default drag along right. After the expiry of the six months from the Deadline Date, the Drag Shareholders shall have a right to sell 100% of the Company's securities to any person, and require all remaining shareholders to sell all or some of the Equity Shares held by them. The Minority Shareholders Agreement will terminate: (i) with the mutual consent of parties; (ii) as against a shareholder who ceases to hold any securities in the Company; or (iii) upon completion by the Company of an IPO.

Further, the Company has entered into a letter amendment agreement dated May 4, 2021 ("**Letter Amendment Agreement**") to the Minority Shareholders' Agreement, which clarifies that the deadline date shall be a date nine months from the date of execution of the Letter Amendment Agreement or such other extended date as may be mutually agreed in writing amongst the parties to the Letter Amendment Agreement ("**IPO Deadline Date**"). The Letter Amendment Agreement is effective and binding on the parties on and from May 4, 2021 and shall remain in effect until the earlier of (i) the IPO Deadline Date; (ii) the receipt of final listing and trading approvals from the Stock Exchanges for the listing and trading of the Equity Shares of the Company pursuant to the IPO; or (iii) the date on which the Board and the Selling Shareholders jointly decide not to undertake the Offer.

Provided that, in the event that (i) the IPO is not completed on or prior to the IPO Deadline Date, or (ii) the Letter Amendment Agreement is terminated prior to the IPO Deadline Date, or (iii) the Board decides not to undertake the Offer, the Minority Shareholders' Agreement, as it stood just prior to the execution of the Letter Amendment Agreement, shall stand automatically reinstated without any further act or deed required by or from any party to the Letter Amendment Agreement.

Other Key Agreements

Agreement dated July 20, 2009 entered into between Nassau IT Services Private Limited ("NISPL") and our Company

Our Company purchased the 'cartradeindia' web portal, source code and embedded content, underlying intellectual property rights, all data, information, company logos, texts, programs and images of advertisements, user database and all intangible assets relating to 'http://www.cartradeinda.com' including technical know-how and information, third party licenses and all supply and sale contracts from NISPL for a sum of ₹0.95 million. The intellectual property rights includes all copyrights, patents, trade secrets, trademarks and other intellectual property rights in http://www.cartradeinda.com associated with any ideas, concepts, techniques, modifications, inventions, processes, works in progress, or works of ownership, which are solely or jointly conceived or developed by NISPL or its employees/officers/consultant/contractors.

Shareholders agreement dated January 24, 2018 entered into amongst SAMIL, STFCL and our Company

Our Company entered into a shareholders' agreement with SAMIL and STFCL pursuant to the share purchase agreement dated January 24, 2018 to define their mutual rights and obligations and set out terms and conditions governing their relationship as shareholders of SAMIL. Under the terms of the shareholders agreement, our Company has the right to nominate up to five directors on the board of directors of SAMIL. In addition to this, our Company also has right to appoint a representative to attend all meetings of the board of directors in a non-voting, observer capacity. The quorum for board meetings shall consist of at least one director appointed by our Company, unless such requirement is waived by our Company in advance. The chairman of the board of directors and the shareholders meeting shall be any one director appointed by our Company. Further unless prior written consent of our Company and STFCL is obtained, no resolution can be passed on certain reserved matters rights, *inter alia*, transactions with persons related to directors or key employees, amendment of constitutional documents of SAMIL, amendment or change of rights of any class of securities, etc.

Outsourcing Agreement dated January 24, 2018 entered into between SAMIL and our Company

Pursuant to the outsourcing agreement dated January 24, 2018, the Company appointed SAMIL to provide services pursuant to outsourced contracts, that is, (i) contracts, arrangements or dealings listed in the agreement; and (ii) any other contracts, arrangements or dealings in relation to the online and offline sale by auction facilitated by the Company. Outsourced services include services for the auctions business and outsourced contracts such as, *inter alia*, service level agreement between Bajaj Allianz General Insurance Company Limited and the Company dated June 22, 2017, agreement between Kotak Mahindra Bank and the Company dated August 24, 2017, valuation agreement between BMW India Private Limited and the Company dated June 27, 2014. The Company has undertaken that SAMIL is appointed as an exclusive provider of these services and that the Company shall not perform such services itself or procure them from a third party. SAMIL shall receive 100% of revenue of each outsourced contract and customer contracts of the auction business. Our Company shall receive a fee of 0.5% of the revenue of each outsourced contract and each customer contract of the auction business which has not been novated or transferred to SAMIL. Furthermore, the Company has sold to SAMIL, with rights, title and interest, hardware, computers and telecoms devices and other equipment listed in the agreement free from all encumbrances. The aggregate purchase price of the Company equipment was to be the lower of book value or market value of the same. The price paid for hardware of the Company was nil as per the written down book value of the equipment. Further our Company has also granted SAMIL, a non-exclusive, non-transferable licence to use our Company's software's and intellectual property as listed in the agreement for a licence fee of ₹ 0.5 million each per annum. This agreement was entered into by our Company for the ease of conducting its business with the assistance of resources of its subsidiary that is also engaged in the same line of business.

Indemnity Agreement dated January 24, 2018 entered into between SAMIL, AISPL and our Company

In consideration of SAMIL purchasing shares of AISPL from our Company under the AISPL SPA, our Company has agreed to indemnify SAMIL by making payment to SAMIL for any loss incurred to or suffered by AISPL resulting from inter-alia (i) breach of any warranty provided by AISPL under the AISPL SPA, subject to a monetary cap of ₹450,000,000 and subject to such claims being made within three years from the closing date under the AISPL SPA. AISPL has warranted that it has the full power and authority to enter into, execute and deliver the agreement, it is duly incorporated and validly existing under the laws on India and the agreement constitutes legal, valid and binding obligations on each party; (ii) outstanding and ongoing tax proceedings before governmental authorities as on the closing date; (iii) any proceedings, notice, claim or demand made by any governmental authority with respect to tax matters for a period prior to the closing date. Further, in connection with the Outsourcing Agreement, our Company has agreed to indemnify SAMIL in respect of (i) any breach of business outsourcing warranties, subject to a monetary cap of ₹450,000,000 and subject to such claims being made within three years from the closing date under the Outsourcing Agreement The Company has warranted that it has the full power and authority to enter into, execute and deliver the agreement, it is duly incorporated and validly existing under the laws on India and the agreement constitutes legal, valid and binding obligations on each party; (ii) breach of any AISPL title warranty subject to a monetary cap of ₹600,000,000 until such time that SAMIL is a shareholder of AISPL; (iii) breach of the Company's general warranties subject to such claims being made within five years from the closing date under the AISPL SPA; (iv) breach of AISPL's general warranties subject to such claims being made within five years from the closing date under the AISPL SPA. Further, SAMIL has agreed to indemnify our Company for any breach its general warranties, subject to such claim being made within five years of the closing date under the AISPL SPA. The indemnity provided under the agreement is on the same lines as the indemnity provided by STFCL at the time of acquisition of SAMIL by our Company and is common in such transactions.

Business agreement dated January 24, 2018 between Shriram Transport Finance Company Limited ("STFCL") and SAMIL

Pursuant to the business agreement dated January 24, 2018, STFCL has appointed SAMIL to provide on a non-exlcusive basis, certain services pertaining to the sale of borrower equipment (i.e. equipment taken into custody by STFC from its borrowers), valuation services (i.e. valuing the borrower equipment), and referral services (i.e. referring customers of SAMIL to STFCL for availaing financial services provided by STFCL for purchasing equipment sold by SAMIL through its platforms). STFCL is entitled to park the borrower equipment in the SAMIL automalls under the terms of the agreement. STFCL has agreed that it will not directly or indirectly facilitate the sale of borrower equipment through any third parties or competitors and will not auction or facilitate auctions of the borrower equipment to any person. STFCL has further agreed that it shall not carry on or be engaged in any manner in the sale of both new and pre-owned commercial vehicles, trucks, passenger vehicles, pre-woned cars, multi utility vehicles, three hweelers, two wheelers, buses, tractors, construction and farm equipment, excluding new cars in any part of India. SAMIL has agreed to *inter-alia* permit STFCL, on reasonable notice, to access its accounts and records relating to the borrower equipment. STFCLhas inter-alia agreed to permit SAMIL to use the STFCL automalls for its business, not create encumbrance over the STFCL automalls which could interfere with SAMIL's busines operations, not terminate contracts with reference to the STFCL automalls etc. STFCL has agreed to pay (i) 2% of the sale proce of the borrower equipment and applicable taxes as consideration for the sale of borrower equipment.; (ii) valuation fee of ₹325 per borrower equipment and applicable taxes, (iii) 1% of the amount financed by STFCL pursuant to the referrals provided by SAMIL. Parties have also agreed to a cost sharing arrangmeent with respect to the automalls shared by them pursuant to an agreed formula. The agreement is valid for a period of five years is automatively renewable for a two year periods thereafter until terminated by either party with written notice of at least six months.

Shareholder agreement dated December 21, 2019 entered into amongst SAMIL, Mukesh Kumar, Puneet Tyagi and AAMPL

SAMIL entered into a shareholder agreement with Mukesh Kumar, Puneet Tyagi and AAMPL pursuant to the share subscription agreement dated December 21, 2019 to record their understanding in relation to the governance, management and operation of AAMPL and to defined mutual rights and obligations and set out terms and conditions governing their relationship as shareholders of AAMPL. Under the terms of the shareholders agreement, SAMIL has the right to nominate three directors including the chairman on the board of AAMPL. Further, without written mutual consent of directors appointed by SAMIL, Mukesh Kumar and Puneet Tyagi ("**Parties**") at a meeting of the board and consent of Parties if a shareholders meeting is required, no resolution shall be passed by the board or shareholders in relation to, *inter alia*, disposal, sale, transfer or closure of whole or any substantial part of any undertaking, mergers, spin-offs, winding up, liquidation, bankruptcy or insolvency, alteration of memorandum of association and articles of association of AAMPL, any transactions with the related party etc. In addition to this, SAMIL also has the right to appoint the chief financial officer of AAMPL, subject to applicable law.

License agreement dated November 21, 2014 entered into between Shriram Ownership Trust ("SOT") and SAMIL read with Addendum No. 1 to the License Agreement dated March 18, 2016 entered into between SOT and SAMIL read with Deed of Novation cum Amendment to the License agreement dated May 16, 2019 entered into amongst SOT, Shriram Value Services Limited ("SVSL") and SAMIL

Pursuant to the above mentioned agreements, SVSL has licensed to SAMIL, its various trademarks and copyrights relating to the name "Shriram", and the logo of a man in a suit carrying a bag in one hand and the index finger of the other hand raised upwards. . The said license is for use by SAMIL in the business of establishing, setting up and/or constructing automalls, auto showrooms, auto garages/service centres, auto display areas, auto components/spare parts outlets, second hand vehicle outlets, insurance advisory outlets, RTO related services and other activities as carried on by SAMIL from time to time. For use of these intellectual property, SAMIL is required to pay an annual license fees (on the basis of results of operations of SAMIL for the fiscal year ended March 31) equalling to one per cent of the total income of SAMIL, subject to a limit of 5% on profit before tax and license fee, in a financial year, with effect from April 1, 2015.

Except as in this Red Herring Prospectus, there are no other agreements and clauses / covenants which are (i) material and require disclosure; and (ii) adverse/prejudicial to the interest to the public shareholders. Further, there are no other agreements, deed of assignments, acquisition agreements, shareholder agreements, inter-se agreements and agreements of like nature which require disclosure in terms of the SEBI ICDR Regulations.

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

Other than employee stock option agreements entered into with option grantees under our ESOP Plans, there are no agreements entered into by a Key Managerial Personnel or Director or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company. For further details, see "*Capital Structure*" on page 67.

OUR MANAGEMENT

Board of Directors

In terms of the Companies Act and our AoA, our Company is required to have not less than three Directors and not more than 15 Directors. As on the date of this Red Herring Prospectus, our Board comprises of six Directors including two executive Directors, four non-executive Directors including three independent Directors. Our Board comprises of two women Directors.

The following table sets forth details regarding our Board as of the date of this Red Herring Prospectus:

S. No.	Name, designation, address, occupation, date of birth, nationality, period and term and DIN	Age (years)	Directorships in other companies
1.	Vinay Vinod Sanghi ***Designation:*** Chairman, Managing Director and Chief Executive Officer ***Address:*** 20, Mistry Court, Dinshaw Vacha Road, Churchgate– Mumbai - 400 020 ***Occupation:*** Business ***Date of birth:*** May 8, 1969 ***Nationality:*** Indian ***Period and term:*** Director since July 6, 2009, Appointed for a term starting from April 23, 2021 to March 31, 2026 ***DIN:*** 00309085	52	• Greaves Cotton Limited • Shriram Automall India Limited
2.	Aneesha Menon ***Designation:*** Executive Director and Chief Financial Officer ***Address:*** C-501/Flora, Tharwani Residency, Sector 6A, Kamothe, Mansarovar, Panvel, Raigad, Navi Mumbai 410 206 ***Occupation:*** Service ***Date of birth:*** July 10, 1986 ***Nationality:*** Indian ***Period and term:*** Director since April 23, 2021, Liable to retire by rotation ***DIN:*** 07779195	35	• CarTrade Finance Private Limited • CarTrade Foundation • Shriram Automall India Limited
3.	Victor Anthony Perry III ***Designation:*** Non-Executive Director ***Address:*** 3633 Tuxedo Rd NW Atlanta, Georgia, USA 30305 1015 ***Occupation:*** Professional ***Date of birth:*** August 14, 1953 ***Nationality:*** American ***Period and term:*** Director since October 22, 2014, Liable to retire by rotation with effect from April 23, 2021 ***DIN:*** 06992828	67	-
4.	Kishori Jayendra Udeshi	77	• Elantas Beck India Limited

S. No.	Name, designation, address, occupation, date of birth, nationality, period and term and DIN	Age (years)	Directorships in other companies
	Designation: Independent Director ***Address:*** 15, Sumit Apartment, 31, Carmichael Road, Cumballa Hill, Mumbai 400 026 ***Occupation:*** Retired ***Date of birth:*** October 13, 1943 ***Nationality:*** Indian ***Period and term:*** Director since April 23, 2021, Appointed for a term of 2 years from April 23, 2021 ***DIN:*** 01344073		• Haldyn Glass Limited • Ion Exchange (India) Limited • Kalyan Jewellers India Limited • Shriram Automall India Limited • Shriram Transport Finance Company Limited • SOTC Travel Limited • Thomas Cook (India) Limited
5.	Vivek Gul Asrani ***Designation:*** Independent Director ***Address:*** 142, Meherdad Building Plot No. 64, G D Somani Marg, Opp President Hotel, Cuffe Parade, Mumbai 400 005 ***Occupation:*** Business ***Date of birth:*** May 1, 1968 ***Nationality:*** Indian ***Period and term:*** Director since April 23, 2021, Appointed for a term of 2 years from April 23, 2021 ***DIN:*** 00114447	53	• Indo-Italian Furniture Company Private Limited • Om Pharmaceuticals Limited • Shree Luxmi Woollen Mills Estate Private Limited • Transasia Bio-Medical Limited • Zesa Properties Private Limited
6.	Lakshminarayanan Subramanian ***Designation:*** Independent Director ***Address:*** 33, Paschimi Marg, First Floor, Vasant Vihar, South West Delhi, Delhi 110 057 ***Occupation:*** Service ***Date of birth:*** July 10, 1946 ***Nationality:*** Indian ***Period and term:*** Appointed for a term of two years commencing on May 12, 2021, not liable to retire by rotation ***DIN:*** 02808698	75	• Elcom Innovations Private Limited • Elcom Systems Private Limited • Indofil Industries Limited • Shriram Automall India Limited • Shriram Life Insurance Company Limited • Shriram Transport Finance Company Limited

Relationship between our Directors

None of our Directors are related to each other or to any Key Managerial Personnel.

Brief Biographies of Directors

Vinay Vinod Sanghi is the Chairman, Managing Director and the Chief Executive Officer of the Company. He holds a bachelor's degree in commerce from the University of Bombay. He was appointed as the Chief Executive Officer of the Company on September 1, 2009. He has previously been associated with Mahindra First Choice Wheels Limited and Project Automobiles (Bombay) Private Limited. He has over 30 years of experience in the automobile industry. He received an aggregate compensation of ₹52.18 million in Fiscal 2021.

Aneesha Menon is an Executive Director and Chief Financial Officer of our Company. She is a chartered accountant with the Institute of Chartered Accountants of India. She was previously employed with S. R. Batliboi & Co. LLP and has 13 years of experience in the field of finance. She joined Automotive Exchange Private Limited (an erstwhile Subsidiary which was subsequently amalgamated with our Company) – as AVP - Finance on December 8, 2015. She was then appointed as the Chief Financial Officer of our Company on July 21, 2020. She received an aggregate compensation of ₹5.39 million in Fiscal 2021.

Victor Anthony Perry III is a Non-Executive Director of our Company. He holds a bachelor's degree of science in civil engineering from the University of Virginia and a master's degree in business administration from the Harvard University. He was previously the president and chief executive officer of TrueCar, Inc.

Kishori Jayendra Udeshi is an Independent Director of our Company. She holds a master's degree of arts in economics from the University of Bombay. She is an associate of the Indian Institute of Bankers. She was appointed as deputy governor of the Reserve Bank of India from June 10, 2003 to October 12, 2005.

Vivek Gul Asrani is an Independent Director of our Company. He holds a bachelor's degree in science from the University of Mumbai. He has over 25 years of experience in setting up distribution networks, organizational systems, manufacturing systems and overall people and process management. He is currently associated with Kamyo Fastener Company and Kamyo Industries both of which are partnerships.

Lakshminarayanan Subramanian is an Independent Director of our Company. He holds a bachelor's degree of science from University of Delhi and diploma in Advanced Studies in Economic and Social Studies from the Victoria University of Manchester. He was a member of the Indian Administrative Services and has served as a Secretary to the Government of India, Ministry of Home Affairs. He was also appointed as the Team Leader for Care India.

Confirmations

None of our Directors are, or were a director of any listed company during the last five years preceding the date of this Red Herring Prospectus, whose shares have been, or were suspended from being traded on any of the stock exchanges during the term of their directorship in such company.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested in, by any person either to induce them to become or to help them qualify as a Director, or otherwise for services rendered by them or by the firm or company in which they are interested, in connection with the promotion or formation of our Company.

None of our Directors are, or was a director of any listed company which has been, or was delisted from any stock exchange during the term of their directorship in such company.

Terms of appointment of Directors

1. Remuneration to Executive Directors:

Vinay Vinod Sanghi

Vinay Vinod Sanghi has been a Director of our Company since July 6, 2009. He was appointed as our Chairman and Managing Director with effect from April 23, 2021 pursuant to resolution passed by our Board on April 23, 2021. He was paid a total remuneration of ₹52.18 million during Fiscal 2021. The details of remuneration governing his appointment, as approved by the Shareholders in their meeting held on April 29, 2021 and amended by resolution of the IPO Committee dated May 15, 2021, are stated below:

Particulars	Remuneration
Fixed Compensation*	₹53.24 million per year
Performance linked variable remuneration	As per scheme of the Company for each financial year as may be decided by the Nomination and Remuneration Committee/Board of Directors based on economic value added in the business and other relevant factors and having regard to the performance
Flexible compensation	• House rent allowance; • Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961; • Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

**Includes basic salary and Company's contribution to provident fund and gratuity funds.*

The maximum cost to the Company for the aggregate of the allowances listed above shall be ₹ 57.71 million payable annually. He shall also be eligible for club facilities, group insurance cover, group hospitalization cover, and/or any other allowances, perquisites and facilities as per the rules of the Company.

Vinay Vinod Sanghi has also entered into employment letter dated March 31, 2021 setting out the terms of his remuneration and termination. According to the agreement, the company shall upward revise his total compensation by at least 12% with effect from February 26, 2022, and his next salary revision will be with effect from February 26, 2023 and such revision along with all further revisions shall be on terms agreed between Vinay Vinod Sanghi and the nomination and remuneration committee of the Company.

Further, Vinay Vinod Sanghi, has not been paid any remuneration in Fiscal 2021 by our Subsidiaries, including contingent or deferred compensation for Fiscal 2021.

Aneesha Menon

Aneesha Menon has been appointed as an Executive Director with effect from April 23, 2021 pursuant to resolution passed by our Board on April 23, 2021. She was paid a total remuneration of ₹5.39 million during Fiscal 2021 in her capacity as the Chief Financial Officer of our Company. Given that she was appointed to our Board on April 23, 2021, she has not received any remuneration as an Executive Director during Fiscal 2021. The details of remuneration governing her appointment, as approved by the Shareholders in their meeting held on May 4, 2021 and amended by resolution of the IPO Committee dated May 15, 2021, are stated below:

Particulars	Remuneration
Fixed Compensation*	₹7.56 million per year
Performance linked variable remuneration	As per scheme of the Company for each financial year as may be decided by the Nomination and Remuneration Committee/Board of Directors based on economic value added in the business and other relevant factors and having regard to the performance
Flexible compensation	• House rent allowance; • Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961; and • Gratuity payable at a rate not exceeding half a month's salary for each completed year of service

**Includes basic salary and Company's contribution to provident fund and gratuity funds.*

The maximum cost to the Company for the aggregate of the allowances listed above shall be ₹ 8.40 million payable annually. She shall also be eligible for club facilities, group insurance cover, group hospitalization cover, and/or any other allowances, perquisites and facilities as per the rules of the Company.

Further, Aneesha Menon, has not been paid any remuneration in Fiscal 2021 by our Subsidiaries, including contingent or deferred compensation for Fiscal 2021.

2. Remuneration to Non-Executive Directors:

Pursuant to the Board resolution dated April 23, 2021, each Non-Executive Director, including the Independent Directors is entitled to receive sitting fees of ₹0.075 million per meeting for attending meetings of the Board and sitting fees of ₹0.050 million per meeting for attending meetings of committees of the Board, within the limits prescribed under the Companies Act, and the rules made thereunder. Our Company has paid no remuneration to our Non-executive Directors, including our Independent Directors during Fiscal 2021.

Arrangement or understanding with major Shareholders, customers, suppliers or others

Vinay Vinod Sanghi and Bina Vinod Sanghi, have the right to nominate one director on the Board of the Company so long as Vinay Vinod Sanghi along with his relatives hold at least 3.00% of total paid-up equity share capital of the Company on a fully diluted basis. Except as disclosed, none of our Directors have an arrangement or understanding with the major Shareholders, customers, suppliers or others, pursuant to which any of our Directors were appointed on our Board or as a member of the senior management.

Shareholding of Directors in our Company

As per our AoA, our Directors are not required to hold any qualification shares. For details of shareholding of the Directors in our Company as on the date of filing of this Red Herring Prospectus, see – "*Capital Structure - Details of Equity Shares held by our Directors and Key Managerial Personnel*" on page 77.

Shareholding of Directors in our Subsidiaries

Except as disclosed below, as on date of this Red Herring Prospectus, none of our Directors hold any equity shares in our Subsidiaries.

Name of the Director	Name of Subsidiary	Number of equity shares	Percentage Shareholding (%)
Vinay Vinod Sanghi	Shriram Automall India Limited	10*	Negligible
Aneesha Menon	Shriram Automall India Limited	10*	Negligible

Name of the Director	Name of Subsidiary	Number of equity shares	Percentage Shareholding (%)
Vinay Vinod Sanghi	CarTrade Finance Private Limited	1*	Negligible
Vinay Vinod Sanghi	Adroit Inspection Services Private Limited	1#	Negligible
Aneesha Menon	Adroit Inspection Services Private Limited	1#	Negligible
Vinay Vinod Sanghi	CarTrade Exchange Solutions Private Limited	1#	Negligible
Aneesha Menon	CarTrade Exchange Solutions Private Limited	1#	Negligible

**Shares are held on a beneficial basis on behalf of our Company.*

#Shares are held on a beneficial basis on behalf of SAMIL.

Appointment of relatives of our Directors to any office or place of profit

Certain relatives of Vinay Vinod Sanghi, including Diya Sanghi who has been appointed as Trainee, Varun Sanghi who is VP–Product and Rashi Uday Gangwal who is Assistant General Manager, hold office or place of profit in our Company.

Interest of Directors

Vinay Vinod Sanghi, our Chairman, Managing Director and Chief Executive Officer and Aneesha Menon, our Executive Director and Chief Financial Officer may be regarded as interested to the extent of the remuneration payable to them for services rendered in their respective roles, and to the extent of other reimbursement of expenses payable to them as per the terms of their appointment.

Further, our Non-Executive Directors, including the Independent Directors may be regarded as interested to the extent of sitting fees paid to them for attending the meetings of the Board and committees of the Board and to the extent of other reimbursement of expenses payable to them as per their terms of appointment.

Some of our Directors may also be deemed to be interested to the extent of any dividend payable to them and/ or their relatives and other distributions in respect of securities held by them and/or their relatives in our Company or in our Subsidiaries, if any. Some of our Directors are also entitled to employee stock options under the ESOP Plans. For further details, refer to "*Capital Structure – Details of Equity Shares held by our Directors, Key Managerial Personnel*" on page 77.

Further, some of our Directors and/or their relatives currently hold and may in the future continue to hold positions in offices of profit in our Company or in our Subsidiaries, and in consideration for these services, they are paid remuneration in accordance with the provisions of applicable law.

None of our Directors have any interest in any property acquired or proposed to be acquired of our Company or by our Company or in the promotion or formation of our Company.

None of our Directors are interested in any transaction in acquisition of land, construction of building and supply of machinery etc.

No loans have been availed by our Directors from our Company or Subsidiaries.

None of the Directors are party to any bonus or profit sharing plan of our Company other than the performance linked incentives and employee stock options given to the Directors.

Changes in the Board in the last three years

Name	Date of Appointment/ Change/ Cessation	Reason
Hemant Hans Raj Luthra	August 2, 2018	Cessation of nominee directorship
Vinay Vinod Sanghi	April 23, 2021	Appointed as Managing Director and Chairman
Aneesha Menon	April 23, 2021	Appointed as Executive Director
Hemant Hans Raj Luthra	April 23, 2021	Appointed as Independent Director
Kishori Jayendra Udeshi	April 23, 2021	Appointed as Independent Director
Vivek Gul Asrani	April 23, 2021	Appointed as Independent Director
Siddharth Narayan	April 26, 2021	Cessation of nominee directorship
Sumant Mandal	April 26, 2021	Cessation of nominee directorship
Avneet Singh Kochar	April 26, 2021	Cessation of nominee directorship
Rajan Jitendra Mehra	April 26, 2021	Cessation of directorship
Hemant Hans Raj Luthra	May 11, 2021	Resignation as Independent Director
Lakshminarayanan Subramanian	May 12, 2021	Appointment as Additional Independent Director
Lakshminarayanan Subramanian	July 21, 2021	Appointment as Independent Director

Borrowing Powers of Board

Pursuant to our Articles of Association, and in accordance with the provisions of the Companies Act and the rules made thereunder, our Board is authorised to borrow such monies which together with the money already borrowed does not exceed aggregate of the paid-up share capital, free reserves and securities premium of our Company, apart from temporary loans obtained from the company's bankers in the ordinary course of business.

Corporate Governance

The corporate governance provisions of the Listing Regulations will be applicable to us immediately upon the listing of the Equity Shares on the BSE and NSE. We are in compliance with the requirements of the applicable regulations, including the Listing Regulations, the Companies Act and the SEBI ICDR Regulations, in respect of corporate governance including constitution of the Board and committees thereof and formulation of policies. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board committees, as required under law.

Committees of the Board

Audit Committee

The members of the Audit Committee are:

1. Kishori Jayendra Udeshi, Chairperson;
2. Vinay Vinod Sanghi; and
3. Lakshminarayanan Subramanian

The Audit Committee was constituted by a meeting of the Board held on April 23, 2021 and re-constituted by a board resolution dated May 12, 2021. The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act and Regulation 18 of the Listing Regulations. The terms of reference of the Audit Committee include the following:

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

2. Recommendation for appointment, replacement, reappointment, remuneration and terms of appointment of auditors of our Company;

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

4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

   - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report, in terms of the Companies Act, 2013;
   - Changes, if any, in accounting policies and practices and reasons for the same;
   - Major accounting entries involving estimates based on the exercise of judgment by management;
   - Significant adjustments made in the financial statements arising out of audit findings;
   - Compliance with listing and other legal requirements relating to financial statements;
   - Disclosure of any related party transactions; and
   - Qualifications and modified opinion(s) in the draft audit report.

5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

6. Examination of the financial statement and auditors' report thereon;

7. Monitoring the end use of funds raised through public offers and related matters;

8. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

9. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

10. Approval or any subsequent modification of transactions of the Company with related parties;

11. Scrutiny of inter-corporate loans and investments;

12. Valuation of undertakings or assets of the Company, wherever it is necessary;

13. Evaluation of internal financial controls and risk management systems;

14. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

15. 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;

16. Discussion with internal auditors of any significant findings and follow up thereon;

17. 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;

18. Discussion with statutory auditors, internal auditors, secretarial auditors and cost auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

19. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

20. To review the functioning of the whistle blower mechanism;

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

22. Carrying out any other function as may be required / mandated by the Board from time to time and/ or mandated as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013, the listing agreements to be entered into between the Company and the respective stock exchanges on which the equity shares of the Company are proposed to be listed and/or any other applicable laws;

23. Reviewing the utilization of loan and/or advances from investment by the holding company in the subsidiary exceeding Rs. 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments; and

24. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

The Audit Committee shall mandatorily review the following information:

(1) Management discussion and analysis of financial condition and results of operations;

(2) Statements of significant related party transactions (as defined by the Audit Committee), submitted by management;

(3) Management letters/letters of internal control weaknesses issued by the statutory auditors;

(4) Internal audit reports relating to internal control weaknesses;

(5) The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee; and

(6) Statement of deviations as and when becomes applicable:

    (a) Quarterly statement of deviation(s) submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

    (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Risk Management Committee

The members of the Risk Management Committee are:

1. Vinay Vinod Sanghi, Chairperson;

2. Aneesha Menon;

3. Vikram Alva;

4. Akshay Shankar; and

5. Vivek Gul Asrani

The Risk Management Committee was constituted by a meeting of the Board held on April 23, 2021 and re-constituted by a board resolution dated July 13, 2021. The terms of reference of the Risk Management Committee include the following:

1. To formulate a detailed risk management policy which shall include;

    (a) 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 Committee;

    (b) Measures for risk mitigation including systems and processes for internal control of identified risks; and

    (c) Business continuity plan.

2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

5. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken; and

6. The appointment, removal and terms of remuneration of the chief risk officer (if any) shall be subject to review by the Committee.

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

1. Vivek Gul Asrani, Chairman;

2. Vinay Vinod Sanghi;

3. Kishori Jayendra Udeshi; and

4. Victor Anthony Perry III

The Nomination and Remuneration Committee was constituted as the compensation committee, by a meeting of the Board held on October 18, 2011. The name of the committee was changed to the Nomination and Remuneration Committee from compensation committee, and it was re-constituted by a meeting of the Board held on April 23, 2021. The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act and Regulation 19 of the Listing Regulations. The terms of reference of the Nomination and Remuneration Committee include:

1. 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.

    The Nomination and Remuneration Committee, while formulating the above policy, should ensure that —

    (i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
    (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
    (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals;

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

3. Devising a policy on diversity of Board;

4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board, their appointment and removal and shall specify the manner for

effective evaluation of performance of the Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance. The Company shall disclose the remuneration policy and the evaluation criteria in its board report;

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

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

7. Administering, monitoring and formulating detailed terms and conditions of the ESOP Plans;

8. Carrying out any other function as may be required/mandated by the Board from time to time and/or mandated as per the provisions of the Listing Regulations, the Companies Act, the listing agreements to be entered into between the Company and the respective stock exchanges on which the equity shares of the Company are proposed to be listed and/or any other applicable laws; and

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

Stakeholders' Relationship Committee

The members of the Stakeholders' Relationship Committee are:

1. Lakshminarayanan Subramanian, Chairman;
2. Vinay Vinod Sanghi;
3. Aneesha Menon; and
4. Victor Anthony Perry III

The Stakeholders' Relationship Committee was constituted by our Board at their meeting held on April 23, 2021, and reconstituted by a board resolution dated May 12, 2021. The scope and function of the Stakeholders' Relationship Committee is in accordance with Section 178 of the Companies Act and Regulation 20 of the Listing Regulations. The terms of reference of the Stakeholders' Relationship Committee are as follows:

1. To resolve the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints;

2. To review of measures taken for effective exercise of voting rights by shareholders;

3. To review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;

4. To review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;

5. Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act, 2013 or the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended or by any other regulatory authority.

Corporate Social Responsibility Committee

The members of the Corporate Social Responsibility Committee are:

1. Aneesha Menon, Chairperson;
2. Vinay Vinod Sanghi; and
3. Vivek Gul Asrani

The Corporate Social Responsibility Committee was constituted by a meeting of the Board held on March 30, 2017. The Corporate Social Responsibility Committee was re-constituted by our Board at their meeting held on April 23, 2021. The terms of reference of the Corporate Social Responsibility Committee of our Company include the following:

1. Formulation of a corporate social responsibility policy to the Board, indicating the activities to be undertaken by the

Company in areas or subject specified in the Companies Act, 2013. The activities should be within the list of permitted *activities* specified in the Companies Act, 2013 and the rules thereunder;

2. Recommending the amount of expenditure to be incurred, amount to be at least 2% of the average net profit of the Company in the three immediately preceding financial years or where the Company has not completed the period of three financial years since its incorporation, during such immediately preceding financial years;

3. Instituting a transparent monitoring mechanism for implementation of the corporate social responsibility projects or programs or activities undertaken by the Company;

4. Monitoring the corporate social responsibility policy from time to time and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;

5. Identifying corporate social responsibility policy partners and corporate social responsibility policy programmes;

6. Identifying and appointing the corporate social responsibility team of the Company including corporate social responsibility manager, wherever required; and

7. Performing such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company or as may be required under applicable laws.

IPO Committee

The members of the IPO Committee are:

1. Vinay Vinod Sanghi;

2. Aneesha Menon; and

3. Vivek GulAsrani

The IPO Committee was constituted by a meeting of the Board held on April 23, 2021.

The IPO Committee is authorised to approve the following in connection to the initial public offering:

1. To make applications, seek clarifications, obtain approvals and seek exemptions from, where necessary, the RBI, SEBI, the relevant registrar of companies and any other governmental or statutory authorities as may be required in connection with the Offer and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required and wherever necessary, incorporate such modifications/ amendments as may be required in the draft red herring prospectus, the red herring prospectus and the prospectus as applicable;

2. To finalize, settle, approve, adopt and file in consultation with the BRLMs where applicable, the DRHP, the RHP the Prospectus, the preliminary and final international wrap and any amendments, supplements, notices, addenda or corrigenda thereto, and take all such actions as may be necessary for the submission and filing of these documents including incorporating such alterations/corrections/ modifications as may be required by SEBI, the RoC or any other relevant governmental and statutory authorities or in accordance with Applicable Laws;

3. To decide in consultation with the BRLMs on the actual Offer size, consisting of an offer for sale by existing shareholders of the Company ("**Selling Shareholders**" and such offer for sale, the "**Offer**") timing, pricing, discount, reservation and all the terms and conditions of the Offer, including the price band (including offer price for anchor investors), bid period, Offer price, and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Offer including to make any amendments, modifications, variations or alterations in relation to the Offer;

4. To appoint and enter into and terminate arrangements with the BRLMs, underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, sponsor bank, escrow collection bankers to the Offer, refund bankers to the Offer, registrars, legal advisors, auditors, and any other agencies or persons or intermediaries to the Offer including any successors or replacements thereof, and to negotiate, finalise and amend the terms of their appointment, including but not limited to the execution of the mandate letter with the BRLMs and negotiation, finalization, execution and, if required, amendment of the offer agreement with the BRLMs and to remunerate all such intermediaries/agencies including the payment of commission, brokerages etc;

5. To negotiate, finalise and settle and to execute and deliver or arrange the delivery of the DRHP, the RHP, the Prospectus, offer agreement, the preliminary and final international wrap, syndicate agreement, underwriting agreement, share escrow agreement, cash escrow and sponsor bank agreement, agreements with the Registrar to the Offer and all other documents, deeds, agreements and instruments whatsoever with the Registrar to the Offer, legal advisors, auditors, advertising agency, stock exchange(s), BRLMs, Selling Shareholders and any other agencies/intermediaries in connection with the Offer with the power to authorise one or more officers of the Company to execute all or any of the aforesaid documents or any amendments thereto as may be required or desirable in relation to the Offer;

6. To authorize the maintenance of a register of holders of the Equity Shares;

7. To approve the restated financial statements of the Company, prepared by the Company in accordance with the requirements of relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended for the purposes of inclusion in the Offer Documents;

8. To seek, if required, the consent and/or waiver of the lenders of the Company, customers, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents and/or waivers that may be required in relation to the Offer or any actions connected therewith;

9. To open and operate bank accounts in terms of the escrow agreement and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

10. To open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013, as amended, and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

11. To authorize and approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer;

12. To accept and appropriate the proceeds of the Offer in accordance with the Applicable Laws;

13. To approve code of conduct as may be considered necessary by the IPO Committee or as required under applicable laws, regulations or guidelines for the Board, officers of the Company and other employees of the Company;

14. To approve the implementation of any corporate governance requirements that may be considered necessary by the Board or the IPO Committee or as may be required under the applicable laws or the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and listing agreements to be entered into by the Company with the relevant stock exchanges, to the extent allowed under law;

15. To issue receipts/allotment letters/confirmation of allotment notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchange(s), with power to authorize one or more officers of the Company to sign all or any of the aforestated documents;

16. To authorize and approve notices, advertisements in relation to the Offer in consultation with the relevant intermediaries appointed for the Offer;

17. To do all such acts, deeds, matters and things and execute all such other documents, etc., as may be deemed necessary or desirable for such purpose, including without limitation, to finalise the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of allotment letters/confirmation of allotment notes, share certificates in accordance with the relevant rules, in consultation with the BRLMs;

18. To do all such acts, deeds and things as may be required to dematerialise the Equity Shares and to sign and / or modify, as the case maybe, agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, authorities or bodies as may be required in this connection and to authorize one or more officers of the Company to execute all or any of the aforestated documents;

19. To make applications for listing of the Equity Shares in one or more stock exchange(s) for listing of the Equity Shares and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchange(s) in connection with obtaining such listing including without limitation, entering into listing agreements and affixing the common seal of the Company where necessary;

20. To settle all questions, difficulties or doubts that may arise in regard to the Offer, including such issues or allotment, terms of the IPO, utilisation of the IPO proceeds and matters incidental thereto as it may deem fit;

21. To submit undertaking/certificates or provide clarifications to the SEBI, Registrar of Companies, Maharashtra at Mumbai and the relevant stock exchange(s) where the Equity Shares are to be listed;

22. To negotiate, finalize, settle, execute and deliver any and all other documents or instruments and to do or cause to be done any and all acts or things as the IPO Committee may deem necessary, appropriate or advisable in order to carry out the purposes and intent of this resolution or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by the IPO Committee shall be conclusive evidence of the authority of the IPO Committee in so doing;

23. To approve suitable policies on insider trading, whistle-blowing, risk management, and any other policies as may be required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or any other Applicable Laws;

24. Deciding, negotiating and finalizing the pricing and all other related matters regarding the Pre-IPO Placement, including the execution of the relevant documents with the investors in consultation with the BRLMs and in accordance with applicable laws;

25. Taking on record the approval of the selling shareholders for offering their Equity Shares in the Offer and take all actions as may be authorised in connection therewith;

26. To approve the list of 'group companies' of the Company, identified pursuant to the materiality policy adopted by the Board, for the purposes of disclosure in the DRHP, RHP and Prospectus and to approve the list of pending litigations involving such group companies which has a material impact on the Company;

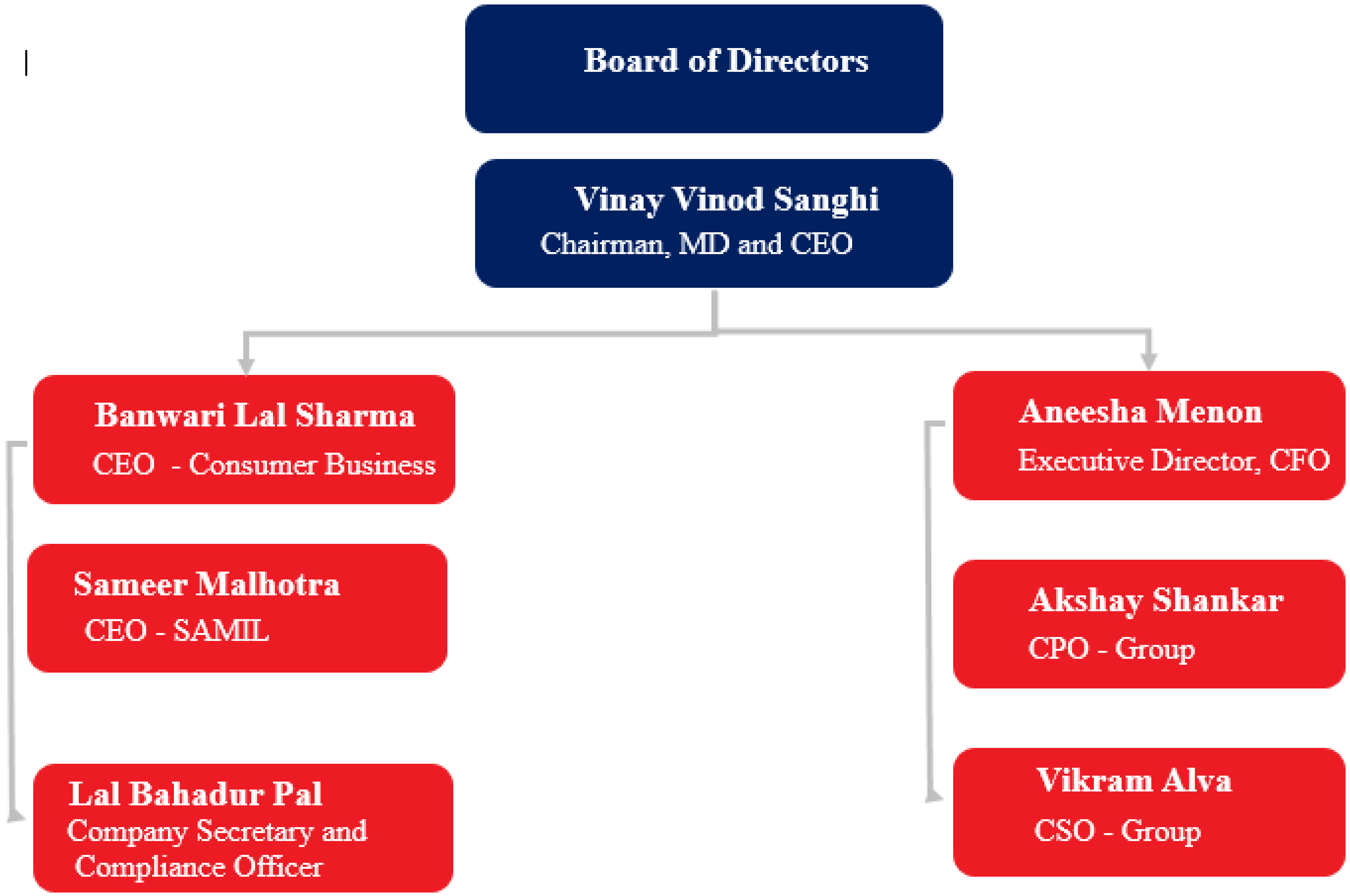
27. To withdraw the DRHP or the RHP or to decide to not proceed with the Offer at any stage in accordance with Applicable Laws and in consultation with the BRLMs; and

28. To delegate any of its powers set out under (1) to (28) hereinabove, as may be deemed necessary and permissible under Applicable Laws to the officials of the Company.

Other committees of our Company

In addition to the committees mentioned in " - *Committees of the Board*" on page 168, our Company has constituted an internal complaints committee.

Management Organisation Chart



Key Managerial Personnel

The details of the Key Managerial Personnel of our Company are as follows:

Vinay Vinod Sanghi is the Chairman, Managing Director and the Chief Executive Officer of our Company. For further details see "– *Brief Biographies of Directors*" and "*Remuneration to executive Director*" on page 164 and 165, respectively.

Aneesha Menon is an Executive Director and Chief Financial Officer of our Company. For further details see "– *Brief Biographies of Directors*" and "*Remuneration to executive Director*" on page 164 and 165, respectively.

Banwari Lal Sharma is the Chief Executive Officer – Consumer Business. He holds hold a bachelor's degree in engineering (computer science and engineering) from University of Technology of Madhya Pradesh. He joined Automotive Exchange Private Limited (an erstwhile Subsidiary which was subsequently amalgamated with our Company) in 2004 and has 17 years of experience in software engineering. He was promoted to the position of CEO – Consumer Business of our Company on October 1, 2020. He received an aggregate compensation of ₹7.45 million in Fiscal 2021 from the Company.

Sameer Malhotra is the Chief Executive Officer of SAMIL since November 16, 2010. He holds a bachelor's degree in commerce from University of Delhi and a post graduate diploma in financial management from Sardar Patel College of Communication and Management. He has passed the intermediate examination held by the Institute of Cost and Work Accounts of India. He was previously employed with Ritchie Bros. Auctioneers (ME) Limited, Ansal Housing and Construction Limited, Empire Finance Company Limited, Premium Finance and Leasing Limited and SREI Infrastructure Finance Limited and has over 31 years of experience in sales industry. He has been awarded the 'Greatest Marketing Influencers' by World Federation of Marketing Professionals in 2018 and 'Best Chief Executive Officer (Auto and Mobility Tech Companies Category)' by World Auto Forum in 2021. He did not receive any compensation in Fiscal 2021 from the Company.

Akshay Shankar is the Chief Product Officer – Group. He holds a master's degree in science (with honours) from University of Twente, Netherlands. He has 14 years of experience in product management. Akshay Shankar started his career at ABN AMRO Central Enterprise Services Private Limited. He was one of the first directors of Nassau IT Services Private Limited, erstwhile owner of the CarTradeIndia.com portal, in 2007. He joined our Company on August 1, 2009 as a product manager and has held technology and product leadership roles since then. Akshay was promoted to the position of Chief Product Officer – Group (CPO) on October 1, 2020. He received an aggregate compensation of ₹10.58 million in Fiscal 2021 from the Company.

Vikram Alva is the Chief Strategy Officer – Group ("CSO"). He holds a bachelor's degree in engineering from the University of Pune and post graduate diploma in management from the Institute of Management Development & Research, Pune, India. He was previous employed with Tata International Limited, Webneuron Services Ltd (JobsAhead.com) and Solutions Integrated Marketing Services Private Limited (Solutions DIGITAS). He has 24 years of experience in building businesses, product management and marketing. He joined our Company on January 9, 2012 as senior vice president – marketing and was promoted to the position of CSO on October 1, 2020. He received an aggregate compensation of ₹10.14 million in Fiscal 2021 from the Company.

Lalbahadur Pal is the Company Secretary and Compliance Officer of our Company. He holds a masters and bachelor's degree in commerce from the University of Mumbai and is admitted as an associate with the Institute of Companies Secretaries of India. He also holds a bachelor's degree in law from Awadhesh Pratap Singh University, Rewa. He has previously worked with Auto & Household Finance (India Limited) and has 5 years of experience as a company secretary. He joined our Company on October 26, 2015 as the Company Secretary and was appointed as the Compliance Office of our Company on May 13, 2021. He received an aggregate compensation of ₹0.68 million in Fiscal 2021 from the Company.

Relationship between our Key Managerial Personnel and Directors

None of the Key Managerial Personnel are either related to each other or to our Directors.

Shareholding of Key Managerial Personnel

For details of shareholding of the Key Managerial Personnel of our Company as on the date of filing of this Red Herring Prospectus, see – "*Capital Structure - Details of Equity Shares held by our Directors and Key Managerial Personnel* on page 77.

Bonus or Profit Sharing Plans of the Key Managerial Personnel

None of our Key Managerial Personnel is party to any bonus or profit sharing plan of our Company, other than the performance linked incentives given to them. In Fiscal 2021, our Company has not granted any benefit on an individual basis to any of our

Key Managerial Personnel other than the remuneration paid to them for such period and the employee stock options granted pursuant to the ESOP Plans.

Status of Key Managerial Personnel

All the Key Managerial Personnel are permanent employees of our Company. The attrition rate of our Company is not high as compared to the industry.

Interests of Key Managerial Personnel

Our Key Managerial Personnel do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled as per their terms of appointment, reimbursement of expenses incurred by them during the ordinary course of business and employee stock options granted pursuant to the ESOP Plans. Some of our Key Managerial Personnel may also be deemed to be interested to the extent of any dividend payable to them and/or their relatives, and other distributions in respect of securities held by them and/or their relatives in our Company or Subsidiaries, if any. Further, some of our KMPs are entitled to employee stock options under the ESOP Plans. For further details, refer to "*Capital Structure – Details of Equity Shares held by our Directors and Key Managerial Personnel*" on page 77. Further, some of our Key Managerial Personnel and/or their relatives currently hold and may in the future continue to hold positions in offices of profit in our Company or in our Subsidiaries, and in consideration for these services, they are paid remuneration in accordance with the provisions of applicable law.

Pursuant to the SHA, Vinay Vinod Sanghi has been appointed as the Chief Executive Officer of our Company. Other than this, there is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any Key Managerial Personnel was selected as key managerial personnel.

Changes in the Key Managerial Personnel

The changes in the Key Managerial Personnel in the last three years are as follows:

Name	Designation	Date of change	Reason for change
Aneesha Menon	Chief Financial Officer	July 21, 2020	Appointment
Vikram Alva	Chief Strategy Officer – Group (CSO)	October 1, 2020	Promotion
Akshay Shankar	Chief Product–Officer - Group	October 1, 2020	Promotion
Banwari Lal Sharma	CEO – Consumer Business	October 1, 2020	Promotion

Service Contracts with Directors and Key Managerial Personnel

Other than statutory benefits upon termination of their employment in our Company on retirement, no officer of our Company, including our Directors and the Key Managerial Personnel have entered into a service contract including termination/ retirement benefits with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Contingent and deferred compensation payable to our Director and Key Managerial Personnel

There is no contingent or deferred compensation accrued for Financial Year 2021 and payable to our Directors and Key Managerial Personnel.

Payment or benefit to Key Managerial Personnel

Except as stated in this section, no non-salary amount or benefit has been paid or given to any of our Key Managerial Personnel within the two preceding years or is intended to be paid or given.

Employees Stock Options

For details of the ESOP Plans, see "*Capital Structure*" on page 67.

OUR PRINCIPAL SHAREHOLDERS

Our Company is a professionally managed company and does not have an identifiable promoter in terms of the SEBI ICDR Regulations and the Companies Act. Consequently, there are no members forming part of the 'promoter group' in terms of the SEBI ICDR Regulations.

Principal Shareholders

1. *Shareholders who control 15% or more of the voting rights in our Company*

   As on the date of this Red Herring Prospectus, except for Highdell and MacRitchie, which respectively hold 34.44% and 26.48% of the paid-up pre-Offer Equity Share capital of our Company, respectively, on a fully diluted basis (including vested stock options) , no shareholder controls 15% or more of the voting rights in our Company. For further details, see "*Capital Structure*" and "*History and Certain Corporate Matters*" beginning on pages 67 and 151, respectively. No shareholder will hold more than 25.00% of the post-Offer Equity Share capital of the Company.

   Highdell and MacRitchie are also participating the Offer for Sale. For further details, see "*The Offer*" on page 51.

2. *Persons who have the right to appoint director(s) on our Board*

   Pursuant to the Waiver cum Amendment agreement dated May 4, 2021 to the SHA, and the Articles of Association, Vinay Vinod Sanghi and Bina Sanghi shall be entitled to nominate one director on the Board, for so long as Vinay Vinod Sanghi and his relatives in aggregate hold at least 3.00% (calculated assuming conversion or exercise, as applicable, of any, outstanding warrants, convertible securities, and vested and unvested employee stock option or equity shares held by them at the relevant time), of the total paid-up equity share capital of the Company on a fully diluted basis, provided, however, that, upon the receipt of final listing and trading approvals from the Stock Exchanges for the listing and trading of the Equity Shares of the Company pursuant to the IPO, Vinay Vinod Sanghi and Bina Sanghi will be entitled to exercise this right only after receipt of approval of the shareholders of the Company, at the first shareholders' meeting held by the Company post-IPO. For further details, see "*History and Certain Corporate Matters*" on page 151.

OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations and pursuant to the resolution passed by our Board at its meeting held on May 13, 2021, group companies of our Company shall include (i) companies (other than the Subsidiaries of the Company) with which there were related party transactions as per the Restated Consolidated Financial Information; (ii) companies (other than Company's subsidiaries) related parties with which there were related party transactions for the period after the financial year and stub period (if any) (in respect of which restated consolidated financial statements are included in the Offer Documents) until the date of filing of the Offer Documents; and (iii) such other companies in which the Company holds a sizeable stake (at least 10%) with whom there have been significant transactions (value of which is over 5% of the Company's consolidated revenue as per the restated financial statements), in the last year (and stub period) or any other entity whose operations are material from the perspective of the Company and its business ("**Materiality Policy**"), shall be considered as the group companies.

Our Company has, pursuant to an application dated May 15, 2021, sought exemption under Section 300(1)(c) of the SEBI ICDR Regulations from considering and disclosing STFCL as a group company of the Company under the SEBI ICDR Regulations ("**Exemption Application**"). The Board approved the Exemption Application pursuant to the resolution dated May 13, 2021. SEBI has, pursuant to its letter dated July 20, 2021, approved the Exemption Application and granted such exemption.

DIVIDEND POLICY

The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and the applicable law, including the Companies Act.

The dividend policy of our Company was adopted and approved by our Board in their meeting held on May 13, 2021 ("**Dividend Policy**"). In terms of the Dividend Policy, the dividend, if any, will depend on a number of internal and external factors, which, *inter alia*, include (a) current year profits, existing reserves and future projections of profitability; (b) funds required towards working capital, servicing of outstanding loans and capital expenditure; (c) funds required for merger/acquisitions and towards execution of the Company's strategy; (d) minimum cash required for contingencies or unforeseen events; (e) maintaining of required liquidity and return ratios; (f) any other significant developments that require cash investments; and (g) domestic and global economy.

Our Company has not declared any dividends for Fiscals 2021, 2020 and 2019.Further, our Company has not declared any dividend from April 1, 2021 till the date of this Red Herring Prospectus.

The amounts paid as dividends in the past are not necessarily indicative of our dividend amounts, if any, in the future. See,– "*Risk Factors - Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements*." on page 49.

SECTION V: FINANCIAL INFORMATION

FINANCIAL STATEMENTS

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Auditors' Examination Report on the Restated Ind AS Consolidated Summary Statement of assets and liabilities as at March 31, 2021, March 31, 2020 and March 31, 2019 and the related Restated Ind AS Consolidated Summary Statement of profit and loss (including other comprehensive income), Restated Ind AS Consolidated Summary Statement of Changes in Equity , Restated Ind AS Consolidated Summary Statement of Cash Flows and the Restated Ind AS Consolidated Summary Statement of Significant Accounting Policies and other explanatory information for each of the years ended March 31, 2021, March 31, 2020 and March 31, 2019 of CarTrade Tech Limited (formerly known as MXC Solutions India Private Limited) and its subsidiaries (collectively, the "Restated Ind AS Consolidated Summary Statements")

To
The Board of Directors
CarTrade Tech Limited (formerly known as MXC Solutions India Private Limited)
12th Floor Vishwaroop IT Park
Sector 30A, Vashi
Navi Mumbai 400705

Dear Sir/Madam,

1. We, S.R. Batliboi & Associates LLP ("we", "us" or "SRBA") have examined the attached Restated Ind AS Consolidated Summary Statements of CarTrade Tech Limited (Formerly known as MXC Solutions India Private Limited) (the "Company") and its subsidiaries (the Company and its subsidiaries together referred to as the "Group") as at for each of the years ended March 31, 2021, March 31, 2020 and March 31, 2019 annexed to this report and prepared by the Company for the purpose of inclusion in the (i) Red Herring Prospectus proposed to be filed with SEBI, the Stock Exchanges and the Registrar of Companies, Maharashtra ("Registrar of Companies"); and (ii) Prospectus proposed to be filed with SEBI, the Stock Exchanges and the Registrar of Companies (collectively referred to as "Offer Documents") in connection with the proposed initial public offer of equity shares of face value of Rs. 10 each of the Company (the "Offering"). The Restated Ind AS Consolidated Summary Statements, which have been approved by the Board of Directors of the Company at their meeting held on July 13, 2021, have been prepared in accordance with the requirements of:

a) Section 26 of Part I of Chapter III of the Companies Act 2013 (the "Act");
b) Relevant provisions of The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), (the "Guidance Note").

Management's Responsibility for the Restated Ind AS Consolidated Summary Statements

2. The preparation of the Restated Ind AS Consolidated Summary Statements, which are to be included in the Offer Documents is the responsibility of the Management of the Company. The Restated Ind AS Consolidated Summary Statements have been prepared by the Management of the Company on the basis of preparation stated in paragraph 2 of Annexure V to the Restated Ind AS Consolidated Summary Statements. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Ind AS Consolidated Summary Statements. The Management is also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

Auditors' Responsibilities

3. We have examined such Restated Ind AS Consolidated Summary Statements taking into consideration:

    a) the terms of reference and terms of our engagement agreed with you vide our service scope letter and engagement letter dated February 19, 2021, requesting us to carry out the assignment in connection with the proposed Offering of the Company;

    b) The Guidance Note also requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI;

    c) concepts of test checks and materiality to obtain reasonable assurance based on the verification of evidence supporting the Restated Ind AS Consolidated Summary Statements; and

    d) the requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the Offering.

4. The Company proposes to make an initial public offer of equity shares of face value of Rs. 10 each of the Company at such premium arrived at by the book building process (referred to as the 'Offer'), as may be decided by the Company's Board of Directors.

Restated Ind AS Consolidated Summary Statements as per audited Ind AS Consolidated financial statements

5. These Restated Ind AS Consolidated Summary Statements have been compiled by the management of the Company from audited consolidated financial statements of the Group as at and for the years ended March 31, 2021, March 31, 2020 and March 31, 2019 which were 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, and other accounting principles generally accepted in India (referred to as "Ind AS"), which have been approved by the Board of Directors at their meetings held on July 13, 2021, July 21, 2020 and July 31, 2019 respectively.

6. For the purpose of our examination, we have relied on the auditors' report issued by us dated July 13, 2021, July 21, 2020 and July 31, 2019 on consolidated financial statements as at and for the years ended March 31, 2021, March 31, 2020 and March 31, 2019 respectively as referred in Paragraph 5 above.

7. As indicated in our audit reports referred to in para 6 above on the consolidated financial statements as at and for the years ended March 31, 2021, March 31, 2020 and March 31, 2019, we did not audit the financial statements in respect of subsidiaries, as listed in annexure A (i), whose share of total assets, total revenues and net cash flows included in the consolidated financial statements, which have been audited by the auditors of subsidiaries ("Other Auditors") and whose reports have been furnished to us by the Company's management and our opinion on the above interim consolidated financial statements and the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiaries as mentioned above, is based solely on the reports of the other auditors is as below:

Rs. in million

Particulars	**As at and for the period/year ended**		
	31 March 2021	**31 March 2020**	**31 March 2019**
No of subsidiaries	2	2	3
Total assets	41.44	41.32	1,687.84
Total revenue	8.66	1.28	1,619.52
Net cash inflows	1.03	5.27	8.29

The Other Auditors of the subsidiaries as mentioned in Annexure A(ii), have examined the restated Ind AS Summary Statements of the subsidiaries and vide their examination reports referred to in Annexure A(ii), confirmed that the restated financial statements of the subsidiaries:

i) have been prepared after incorporating adjustments for the changes in accounting policies retrospectively in the financial year ended March 31, 2020 and March 31, 2019 (to the extent applicable) to reflect the same accounting treatment as per the accounting policies as at and for the year ended March 31, 2021;

ii) does not contain any qualifications requiring adjustments;

iii) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note;

iv) GVAP & Associates' audit report for Augeo Asset Management Pvt. Ltd dated July 02, 2021 on the audited financial statements as at and for year ended March 31, 2021 included an emphasis of matter on uncertainties on account of COVID-19 on the carrying value of assets of Augeo Asset Management Pvt. Ltd.

8. Based on our examination and according to the information and explanations given to us and as per the reliance placed on the examination reports submitted by the Other Auditors, we report that Restated Ind AS Consolidated Summary Statements:

a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2020 and March 31, 2019 to reflect the same accounting treatment as per the accounting policies as at and for year ended March 31, 2021;

b) does not contain any qualifications requiring adjustments in the audited consolidated financial statements of the Group as at and for the year ended March 31, 2021, and audited consolidated financial statements of the Group as at and for each of the years ended March 31, 2020 and March 31, 2019.

c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

d) The auditor's report dated July 13, 2021 on the audited consolidated financial statements as at and for year ended March 31, 2021 includes an emphasis of matter on
   i) restatement on account of impact of lower recognition of intangible assets and controlling stake in a business combination and forfeiture/cancellation and disclosure of employee stock options and it's consequent impact on the total comprehensive income and on earnings per share, which has led to restatement of the financial statements as at April 01, 2019, as at and for the year ended March 31, 2020 and

ii) uncertainties on account of COVID-19 on the carrying value of receivables, unbilled revenues, right of use assets, goodwill and achievement of business plans as assessed by the management of the Group.

e) The auditor's report dated July 21, 2020 on the audited consolidated financial statements as at and for the year ended March 31, 2020 includes an emphasis of matter on uncertainties on account of COVID-19 on the carrying value of assets of the Group.

9. We have not audited any financial statements of the Group as of any date or for any period subsequent to March 31, 2021. Accordingly, we express no opinion on the financial position, results of operations, cash flows and statement of changes in equity of the Group as of any date or for any period subsequent to March 31, 2021.

10. The Restated Ind AS Consolidated Summary Statements do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements mentioned in paragraph 5 above.

11. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or the Other Auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

13. Our report is intended solely for use of the Board of Directors for inclusion in the Offer Documents to be filed with SEBI, the Stock Exchanges and the Registrar of Companies in connection with the proposed Offering. Our report should not be used, referred to, or distributed for any other purpose.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Govind Ahuja
Partner
Membership Number: 048966
UDIN: 21048966AAAACJ3772

Place: Mumbai
Date: July 13, 2021

Annexure A

(i) Details of entities for the period/ years not audited by current auditor and name of the other auditors for the respective period/years:

Name of the entity	Name of the audit firm	Period/ year covered	Component type
CarTrade Finance Private Limited	Sunil M. Jain & Associates	As at and for the years ended March 31, 2021 and March 31, 2020 and period from July 1, 2019 to March 31, 2020	Subsidiary
Augeo Asset Management Pvt. Ltd.	GVAP & Associates	As at and for the years ended March 31, 2021 and March 31, 2020 and period ended from January 8, 2020 to March 31, 2020	Step-down Subsidiary
Shriram Automall India Limited	G.D.Apte & Co.	March 31, 2019	Subsidiary
Adroit Inspection Services Private Limited	G.D.Apte & Co.	March 31, 2019	Step-down Subsidiary
CarTrade Exchange Solutions Private Limited	G.D.Apte & Co.	March 31, 2019	Step-down Subsidiary

(ii) Details of entities for the year not examined by current auditor and the restated financial information examined by other auditor:

<table>
<tr><th>Name of the entity</th><th>Name of the audit firm</th><th>Period/ year covered</th><th>Component type</th><th>Date of Report</th></tr>
<tr><td>Shriram Automall India Limited</td><td>G.D.Apte & Co.</td><td>March 31, 2019</td><td>Subsidiary</td><td rowspan="3">July 02, 2021</td></tr>
<tr><td>Adroit Inspection Services Private Limited</td><td>G.D.Apte & Co.</td><td>March 31, 2019</td><td>Step-down Subsidiary</td></tr>
<tr><td>CarTrade Exchange Solutions Private Limited</td><td>G.D.Apte & Co.</td><td>March 31, 2019</td><td>Step-down Subsidiary</td></tr>
<tr><td>Augeo Asset Management Pvt. Ltd.</td><td>GVAP & Associates</td><td>March 31, 2021
March 31, 2020</td><td>Step-down Subsidiary</td><td>July 02, 2021</td></tr>
</table>

CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")
(All amounts in INR millions, unless otherwise stated)

Annexure I : Restated Ind AS Consolidated Summary Statement of Assets and Liabilities

Particulars	Note to Annexure VII	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
ASSETS				
Non-current assets				
Property, plant and equipment	1	511.22	496.94	475.67
Capital work-in-progress	1A	4.93	1.92	-
Goodwill	2A	8,979.61	8,979.61	8,976.75
Other intangible assets	2B	253.79	313.30	377.02
Right of use assets	1	479.87	365.81	273.23
Intangible assets under development		-	-	0.34
Financial assets				
Investments	4 (i)	180.53	205.51	17.18
Other financial assets	4 (ii)	245.63	47.96	31.59
Deferred tax assets (net)	22	654.18	30.56	28.13
Income tax assets (net)	21	107.81	83.58	92.35
Other non-current assets	5	19.87	21.77	45.96
Total Non - current assets		**11,437.44**	**10,546.96**	**10,318.22**
Current assets				
Inventories	5A	15.77	0.18	9.42
Financial assets				
Investments	4 (i)	6,274.36	2,741.95	2,853.41
Trade receivables	6	472.97	466.92	360.35
Cash and cash equivalents	7 (i)	219.94	195.21	215.86
Bank balance other than cash and cash equivalents mentioned above	7 (ii)	24.85	20.73	0.40
Loans	4 (iii)	493.00	378.50	259.50
Other financial assets	4 (ii)	306.95	209.13	93.48
Income tax assets (net)	21	-	16.85	8.71
Other current assets	5	56.71	127.63	151.59
Total current assets		**7,864.55**	**4,157.10**	**3,952.72**
Total assets		**19,301.99**	**14,704.06**	**14,270.94**
EQUITY AND LIABILITIES				
Equity				
Equity share capital	8	35.84	34.49	34.49
Instruments entirely in the nature of equity	8	388.01	349.03	349.03
Other equity	9	16,381.93	12,238.82	11,930.93
Equity attributable to equity holders of the Parent		16,805.78	12,622.34	12,314.45
Non controlling interests	10	818.44	702.75	556.76
Total equity		**17,624.22**	**13,325.09**	**12,871.21**
Liabilities				
Non-current liabilities				
Financial liabilities				
Lease liabilities	11	463.99	345.70	217.39
Deferred tax liabilities	22	63.10	78.90	95.72
Provisions	12	45.17	41.91	37.09
Other non-current liabilities	13	1.37	0.99	-
Total non - current liabilities		**573.63**	**467.50**	**350.20**
Current liabilities				
Financial liabilities				
Lease liabilities	11	81.52	75.71	117.60
Trade payables	14			
- total outstanding dues of micro enterprises and small enterprises		0.57	-	0.30
- total outstanding dues of creditors other than micro enterprises and small enterprises		221.83	195.74	180.34
Other financial liabilities	15	586.97	493.20	602.73
Other current liabilities	13	179.66	114.03	121.29
Provisions	12	33.59	32.79	27.27
Total current liabilities		**1,104.14**	**911.47**	**1,049.53**
Total liabilities		**1,677.77**	**1,378.97**	**1,399.73**
Total equity and liabilities		**19,301.99**	**14,704.06**	**14,270.94**

Note:
The above statements should be read with Accounting Policies, Statement of Restatement adjustments and notes to the Restated Ind AS Consolidated Summary Statements in Annexure V, VI and VII respectively.

As per our report of even date

For S. R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration number:101049W/E300004

For and on behalf of the Board of Directors of
CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")

per Govind Ahuja
Partner

Membership no: 048966
Place: Mumbai
Date: July 13, 2021

Vinay Sanghi
Chairman, Managing director and Chief Executive Officer
DIN: 00309085
Place: Mumbai
Date: July 13, 2021

Aneesha Menon
Chief Financial Officer and Director
DIN: 07779195
Place: Mumbai
Date: July 13, 2021

Lalbahadur Pal
Company Secretary and Compliance Officer
ACS: 40812
Place: Mumbai
Date: July 13, 2021

(All amounts in INR millions, unless otherwise stated)

Annexure II : Restated Ind AS Consolidated Summary Statement of Profit and Loss

Particulars	Note to Annexure VII	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Income				
Revenue from operations	16	2,496.83	2,982.82	2,432.78
Other income	17	318.40	201.63	235.27
Total income		**2,815.23**	**3,184.45**	**2,668.05**
Expenses				
Purchase of stock-in-trade	5C	28.13	162.17	9.44
Changes in inventories of stock-in-trade	5B	(15.59)	9.23	(9.42)
Employee benefits expense	18	1,301.09	1,330.78	1,276.08
Finance cost	19	42.98	34.89	23.81
Depreciation and amortisation expense	3	199.27	173.82	152.18
Other expenses	20	789.59	1,084.41	861.65
Total expenses		**2,345.47**	**2,795.30**	**2,313.74**
Restated profit before tax for the year		**469.76**	**389.15**	**354.31**
Tax expense / (benefit)	21			
Current tax		97.75	112.82	105.80
Deferred tax credit		(638.73)	(36.61)	(10.66)
Total tax expense / (credit)		**(540.98)**	**76.21**	**95.14**
Restated profit for the year		**1,010.74**	**312.94**	**259.17**
Other comprehensive income / (loss)				
Items that will not be reclassified to profit or loss				
Remeasurement gain/(loss) on defined benefit plans		7.63	5.11	(2.91)
Income tax effect on above		(1.92)	(1.94)	0.87
Total Other Comprehensive Income / (loss)		**5.71**	**3.17**	**(2.04)**
Total Comprehensive Income		**1,016.45**	**316.11**	**257.13**
Restated profit attributable to:				
(i) Equity holders of the Parent		912.06	218.77	166.88
(ii) Non-controlling interests		98.68	94.17	92.29
		1,010.74	**312.94**	**259.17**
Other comprehensive income / (loss) attributable to:				
(i) Equity holders of the Parent		3.65	0.59	(1.08)
(ii) Non-controlling interests		2.06	2.58	(0.96)
		5.71	**3.17**	**(2.04)**
Total comprehensive income attributable to:				
(i) Equity holders of the Parent		915.71	219.36	165.80
(ii) Non-controlling interests		100.74	96.75	91.33
		1,016.45	**316.11**	**257.13**
Earnings per equity share face value (of Rs. 10/- each)	25			
Basic (In Rs.)		22.06	5.65	4.31
Diluted (In Rs.)		19.19	5.07	3.87

Note:
The above statements should be read with Accounting Policies, Statement of Restatement adjustments and notes to the Restated Ind AS Consolidated Summary Statements in Annexure V, VI and VII respectively.

As per our report of even date

For S. R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration number:101049W/E300004

per Govind Ahuja
Partner

Membership no: 048966
Place: Mumbai
Date: July 13, 2021

For and on behalf of the Board of Directors of
CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")

Vinay Sanghi
Chairman, Managing director and Chief Executive Officer
DIN: 00309085
Place: Mumbai
Date: July 13, 2021

Aneesha Menon
Chief Financial Officer and Director
DIN: 07779195
Place: Mumbai
Date: July 13, 2021

Lalbahadur Pal
Company Secretary and Compliance Officer
ACS: 40812
Place: Mumbai
Date: July 13, 2021

CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")
(All amounts in INR millions, unless otherwise stated)

Annexure III : Restated Ind AS Consolidated Summary Statement of Cash Flow

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
A. CASH FLOW FROM OPERATING ACTIVITIES:			
Restated profit before tax for the year	**469.76**	**389.15**	**354.31**
Adjusted for:			
Depreciation and amortisation of property, plant and equipment, right of-use-assets and intangible assets	199.27	173.82	152.18
Share-based payment expense	65.48	125.41	121.20
Interest income on financial asset (ICD) carried at amortised cost	(57.60)	(32.32)	(19.93)
Interest Income - on Bank deposits	(4.03)	(2.01)	(1.85)
Interest Income - security deposits	(1.48)	(1.31)	(1.20)
Interest Income - income tax refund	(3.57)	(3.44)	(3.80)
Profit on sale of Property, Plant and Equipment (Net)	(0.06)	(0.28)	(0.11)
Interest expense on lease liabilities	42.98	34.89	23.81
Impairment allowance on financial assets	25.90	34.33	5.75
Bad debts written off (Net)	-	0.87	6.51
Liabilities no longer required written back	(29.85)	(7.28)	(10.90)
Net gain on investment carried at fair value through Profit and Loss	(201.80)	(145.99)	(178.49)
	35.24	**176.69**	**93.17**
Operating Profit before Working Capital Changes	505.00	565.84	447.48
Changes in working capital:			
(Increase) in trade receivables	(30.55)	(134.25)	(25.45)
(Increase) / Decrease in other assets	73.72	(94.50)	(60.77)
(Increase) / Decrease in Inventory	(15.59)	9.23	(9.42)
(Increase) in financial assets	(304.85)	-	-
Increase in trade payables	27.27	15.10	26.68
(Decrease) / Increase in current liabilities	66.57	(6.27)	103.98
(Decrease) / Increase in financial liabilities	123.63	(102.25)	31.86
Increase in provision for employee benefits	9.77	10.34	7.73
	(50.03)	**(302.60)**	**74.61**
Cash generated from operations	**454.97**	**263.24**	**522.09**
Income tax (paid) (net)	(102.93)	(91.62)	(170.12)
Net cash generated from Operating Activities	**352.04**	**171.62**	**351.97**
B. CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Property, Plant and Equipment	(54.44)	(48.24)	(24.43)
Proceeds from sale of Property, Plant and Equipment	0.06	0.29	0.27
Purchase of current investments	(6,029.68)	(13,146.22)	(289.87)
Proceeds from Sale of current investments	2,724.01	13,229.63	77.10
Payment made on account of acquisition of subsidiary (refer note 36)	-	(15.00)	-
Loan given	(114.50)	(120.46)	(526.50)
Loan recovered	-	-	550.50
Transfer from restricted Bank Balance	-	-	10.33
Fixed deposits with maturity period more than 3 months matured / (placed) (net)	(4.12)	-	-
Interest income received	70.55	18.46	22.49
Net Cash generated used in Investing Activities	**(3,408.12)**	**(81.54)**	**(180.11)**
C. CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from issue of instruments in the nature of equity including premium	3,215.70	-	-
Proceeds from issue of equity share capital including premium	1.49	-	-
Interest portion of lease liabilities	(42.98)	(34.89)	(23.81)
Principal portion of lease liabilities	(93.41)	(75.84)	(54.62)
Net Cash generated from/(used in) Financing Activities	**3,080.80**	**(110.73)**	**(78.43)**
Net Increase / (decrease) in cash and cash equivalents	**24.73**	**(20.65)**	**93.43**
Cash and cash equivalents at beginning of the year	**195.21**	**215.86**	**122.43**
Cash and cash equivalents at end of the year (as per Note 7 (i))	**219.94**	**195.21**	**215.86**

Note:
1. The above statements should be read with Accounting Policies, Statement of Restatement adjustments and notes to the Restated Ind AS Consolidated Summary Statements in Annexure V, VI and VII respectively.
2. For non-cash transactions pertaining to change in Right of Use Assets and Lease Liabilities, refer note no. 1 and 11 of Annexure VII, respectively.

For S. R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration number:101049W/E300004

per Govind Ahuja
Partner
Membership no: 048966
Place: Mumbai
Date: July 13, 2021

For and on behalf of the Board of Directors of
CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")

Vinay Sanghi	**Aneesha Menon**	**Lalbahadur Pal**
Chairman, Managing director and Chief Executive Officer	**Chief Financial Officer and Director**	**Company Secretary and Compliance Officer**
DIN: 00309085	**DIN: 07779195**	**ACS: 40812**
Place: Mumbai	Place: Mumbai	Place: Mumbai
Date: July 13, 2021	Date: July 13, 2021	Date: July 13, 2021

CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")
(All amounts in INR millions, unless otherwise stated)

Annexure IV : Restated Ind AS Consolidated Statement of Changes in Equity

	Equity Share Capital		Instrument in the nature of equity: Compulsory Convertible Preference Shares	
Particulars	**No of shares**	**Amount**	**No of shares**	**Amount**
Balance as at April 1, 2018	**34,49,303**	**34.49**	**3,49,03,315**	**349.03**
Issued during the year	-	-	-	-
Balance as at March 31, 2019	**34,49,303**	**34.49**	**3,49,03,315**	**349.03**
Issued during the year	-	-	-	-
Balance as at March 31, 2020	**34,49,303**	**34.49**	**3,49,03,315**	**349.03**
Issued during the year	1,35,000	1.35	38,97,225	38.97
Balance as at March 31, 2021	**35,84,303**	**35.84**	**3,88,00,540**	**388.00**

Other Equity

	Attributable to owners of the Company								
	Reserves and Surplus								
Particulars	**Securities premium**	**Share based payment reserve**	**Retained earnings**	**Capital reserve**	**Other reserves**	**Total**	**Money received against share warrants**	**Non controlling interests**	**Total other equity**
Balance as at April 01, 2018	**14,545.67**	**84.87**	**(2,878.18)**	**3.38**	**(60.88)**	**11,694.86**	**0.45**	**414.04**	**12,109.35**
Profit for the year	-	-	166.88	-	-	166.88	-	92.29	259.17
Other comprehensive income for the year	-	-	(1.07)	-	-	(1.07)	-	(0.96)	(2.03)
Share-based payments to employees	-	121.20	-	-	-	121.20	-	-	121.20
Reclassification of Share based payment reserve of subsidiary to non-controlling interest	-	(51.39)	-	-	-	(51.39)	-	51.39	-
Balance as at March 31, 2019	**14,545.67**	**154.68**	**(2,712.37)**	**3.38**	**(60.88)**	**11,930.48**	**0.45**	**556.76**	**12,487.69**
Profit for the year	-	-	218.77	-	-	218.77	-	94.17	312.95
Other comprehensive income for the year	-	-	0.59	-	-	0.59	-	2.58	3.17
Share-based payments to employees	-	136.49	-	-	-	136.49	-	-	136.49
Transfer from share based payment reserve to retained earnings on account of cancellation of vested options (Refer Annexure VI)	-	(3.18)	3.18	-	-	-	-	-	-
Reclassification of Share based payment reserve of subsidiary to non-controlling interest	-	(44.24)	-	-	-	(44.24)	-	44.24	-
Options forfeited during the year (Refer Annexure VI)	-	(11.08)	-	-	-	(11.08)	-	-	(11.08)
Pursuant to acquisition of Augeo Asset Management Private Limited (Refer Note 36 A of Annexure VII)	-	-	2.86	-	-	2.86	-	5.00	7.86
Balance as at March 31, 2020	**14,545.67**	**232.67**	**(2,486.97)**	**3.38**	**(60.88)**	**12,233.87**	**0.45**	**702.75**	**12,937.07**
Ind AS 116 transition adjustment	-	-	4.50	-	-	4.50	-	-	4.50
Balance as at April 1, 2020	**14,545.67**	**232.67**	**(2,482.47)**	**3.38**	**(60.88)**	**12,238.37**	**0.45**	**702.75**	**12,941.57**
Profit for the year	-	-	912.06	-	-	912.06	-	98.68	1,010.74
Transfer from share based payment reserve to retained earnings on account of cancellation of vested options	-	(10.62)	10.62	-	-	-	-	-	-
Options forfeited during the year	-	(6.98)	-	-	-	(6.98)	-	-	(6.98)
Other comprehensive income for the year	-	-	3.65	-	-	3.65	-	2.06	5.71
Issue of equity shares during the period (Refer Note 9 of Annexure VII)	3,176.73	-	-	-	-	3,176.73	-	-	3,176.73
Issue of instruments in the nature of equity issued during the period (Refer Note 9 of Annexure VII)	0.14	-	-	-	-	0.14	-	-	0.14
Reclassification of Share based payment reserve of subsidiary to non-controlling interest	-	(14.95)	-	-	-	(14.95)	-	14.95	-
Share-based payments to employees	-	72.46	-	-	-	72.46	-	-	72.46
Balance as at March 31, 2021	**17,722.54**	**272.58**	**(1,556.14)**	**3.38**	**(60.88)**	**16,381.48**	**0.45**	**818.44**	**17,200.37**

1. The above statements should be read with Accounting Policies, Statement of Restatement adjustments and notes to the Restated Ind AS Consolidated Summary Statements in Annexure V, VI and VII respectively.
2. The above referred notes are part of Annexure VII of Restatement Ind AS Consolidated Summary Statements.

For S. R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration number:101049W/E300004

For and on behalf of the Board of Directors of
CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")

per Govind Ahuja
Partner
Membership no: 048966
Place: Mumbai
Date: July 13, 2021

Vinay Sanghi
Chairman, Managing director and Chief Executive Officer
DIN: 00309085
Place: Mumbai
Date: July 13, 2021

Aneesha Menon
Chief Financial Officer and Director
DIN: 07779195
Place: Mumbai
Date: July 13, 2021

Lalbahadur Pal
Company Secretary and Compliance Officer
ACS: 40812
Place: Mumbai
Date: July 13, 2021

Annexure V : Restated Ind AS Consolidated Summary Statements - Accounting policies

1: About the Company

CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited "), ("CarTrade" or "the Company" or "the Parent Company") was incorporated on April 28, 2000 as a private Company domiciled in India, under the Companies Act, 1956. Its registered office is at 12th Floor, Vishwaroop IT Park, Sector 30A, Vashi, New Mumbai, Thane, Maharashtra - 400 705.

The Company, along with its subsidiaries (together referred to as "the Group") operates an automotive digital ecosystem which connects automobile customers, OEMs, dealers, banks, insurance companies and other stakeholders. The Group owns and operates under several brands: CarTrade, CarWale, Shriram Automall, BikeWale, CarTrade Exchange, Adroit Auto and AutoBiz. Through these platforms, the Group enables new and used automobile customers, vehicle dealerships, automotive manufacturers and other businesses to buy and sell their vehicles in a simple and efficient manner.

The Company applied for a change in name to CarTrade Tech Private Limited and change in registered office address to 12th Floor, Vishwaroop IT Park, Sector 30A, Vashi, New Mumbai, Thane, Maharashtra - 400 705,with the Registrar of Companies, Mumbai which was approved on April 20, 2021.

On May 12, 2021, the Company converted from Private Company to Public Company vide fresh incorporation certificate issued by Registrar of Companies and the name of the Company was changed to CarTrade Tech Limited.

These Restated Ind AS Consolidated Summary Statements were approved for issue in accordance with resolution of Board of Directors on July 13, 2021.

2: Basis of preparation and consolidation

2.1 **Basis of accounting and preparation**

The Restated Ind AS Consolidated Summary Statements of Assets and Liabilities of the Group as at March 31, 2021, March 31, 2020 and March 31, 2019 the related Restated Ind AS Consolidated Summary Statement of Profit and Loss (including Other Comprehensive Income), Restated Ind AS Consolidated Summary Statement of Change in Equity, Restatement Ind AS Consolidated Summary Statement of Cash Flows and the restated Ind AS summary statement of significant accounting policies and other explanatory information for the year ended March 31, 2021, for each years ended March 31, 2020 and March 31, 2019 (hereinafter collectively referred to as "Restated Ind AS Consolidated Summary Statements") have been prepared specifically for inclusion in the (i) Red Herring Prospectus proposed to be filed with the Securities and Exchange Board of India ("SEBI"), BSE Limited and National Stock Exchange of India Limited (collectively, the "Stock Exchanges") and the Registrar of Companies; and (ii) Prospectus proposed to be filed with SEBI, the Stock Exchanges and the Registrar of Companies (collectively referred to as "Offer Documents") in connection with proposed Initial Public Offering ('IPO') through Offer for sale of equity shares of Rs.10 each of the Company (the "Offering").

The Restated Ind AS Consolidated Summary Statements, which have been approved by the Board of Directors of the Company, have been prepared in accordance with requirements of the following ;

a) Section 26 of Part I of Chapter III of the Companies Act 2013 (the 'Act')
b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the SEBI ICDR "Regulations") issued by the Securities and Exchange Board of India ("SEBI") on 11 September 2018 as amended from time to time in pursuance of the Securities and Exchange Board of India Act, 1992 and
c) The Guidance Note on Report in Company Prospectus (as amended) issued by Institute of Chartered Accountants of India ('ICAI'), (the 'Guidance note').

The Restated Ind AS Consolidated Summary Statements have been compiled from the audited Consolidated Financial Statements of the Group as at and for the year ended March 31, 2021 and audited consolidated financial statements for each year ended March 31, 2020 and March 31, 2019 prepared by the Company, in accordance with Indian Accounting Standards notified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules 2015, as amended ("Ind AS"), which have been approved by the Board of Directors at their meeting held on July 13, 2021, July 21, 2020 and July 31, 2019 respectively. In addition, in accordance with the ICDR Regulations and the Guidance Note, certain adjustments have been incorporated for alignment of accounting policies, rectification of errors and re-groupings across the different periods for the preparation of the Restated Ind AS Consolidated Summary Statements for the years ended 31 March 2020 and 31 March 2019 based on the accounting policies followed by the Company for preparation of its Consolidated Financial Statements as at and for the year ended March 31, 2021. (Refer Annexure VI).

The Company had prepared its financial statements for all periods in accordance with Ind AS.

The Consolidated financial statements of the Group for the year ended March 31, 2021, have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III).

The Restated Consolidated Summary Statements have been prepared on historical cost basis, except for certain financial assets and liabilities, which are measured at fair value, based on their classification. (refer accounting policy 2.3 (Q) on financial instruments).

The accounting policies have been consistently applied by the Company in preparation of the Restated Consolidated Summary Statements and are consistent with those adopted in the preparation of financial statements for the year ended March 31, 2021. These Restated Ind AS Consolidated Summary Statements do not reflect the effects of events that occurred subsequent to the respective dates of board meeting on the audited consolidated financial statements mentioned above. These audited consolidated financial statements have been prepared on a going concern basis.

The Restated Ind AS Consolidated Summary Statements are presented in Indian rupees ("₹" and "INR") and all values are rounded to the nearest millions, except when otherwise indicated.

2.2 **Basis of consolidation**

The Restated Ind AS Consolidated Summary Statements comprise the financial statements of the Group as at March 31, 2021, March 31, 2020 and March 31, 2019. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to effect those returns through its power of the investee. Specifically, the Group controls an investee if and only Group;

i. has power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
ii. is exposed or has rights, to variable returns from its involvement with the investee and
iii. has the ability to use its power over the investee to affect its returns

Generally, there is presumption that majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

> The contractual arrangement with the other vote holders of the investee
> Rights arising from other contractual arrangements
> The Group's voting rights and potential voting rights
> The size of the group's holding of voting rights relative to the size and dispersion of the holding of other voting rights holders

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Assets, liabilities, income and expenses of the subsidiary acquired or disposed of during the year are included on the consolidated financial statements from the date of Group gains control until the date Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to the group member's financial statements in preparing the consolidated financial statements to ensure conformity with group's accounting policies.

The financial statements of all the entities used for the purpose of consolidation drawn up to same reporting date as that of the Parent Company. When the end of reporting period of the parent is different from that of the a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidated the financial information of the subsidiary, unless it is impracticable to do so.

Consolidation procedure:

Combine like items of assets, liabilities, income and expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiaries are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions

Profit or loss and each component of other comprehensive income (OCI) are attributed to the owners of the Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

a. Derecognises the assets (including goodwill) and liabilities of the subsidiary
b. Derecognises the carrying amount of any non-controlling interests
c. Derecognises the cumulative translation differences recorded in equity
d. Recognises the fair value of the consideration received
e. Recognises any surplus or deficit in profit or loss
f. Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed off the related assets or liabilities.

For list of entities consolidated and the Company's ownership interest, refer note 37 of Annexure VII

2.3 **Summary of Significant Accounting policies**

A **Business Combinations**

Business combinations are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange of control of the acquiree. Acquisition related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognized at their fair value, except that:

a.Deferred tax assets or liabilities and assets or liabilities related to employee benefit arrangements are recognized and measured in accordance with Ind AS 12 Income Taxes and Ind AS 19 – Employee Benefits respectively.

b. Assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non Current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

c. Potential tax effects of temporary differences and carry forwards of an acquiree that exist at the acquisition date or arise as a result of the acquisition are accounted in accordance with Ind AS 12.

d. Liabilities or equity instruments related to share based payment arrangements of the acquiree or share – based payments arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date

e. Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non- controlling interests in the acquire, and the fair value of the acquirer's previously held equity interest in the acquire (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

Non- Controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognized amounts of the acquiree's identifiable net assets. The choice of measurement basis of made on transaction-by-transaction basis.

When the consideration transferred by the Group includes assets or liabilities resulting from a contingent consideration, it is recognised at fair value at the acquisition date.

Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss in accordance with Ind AS 109. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS and shall be recognised in profit or loss. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent settlement dates and is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at fair value at subsequent reporting dates with the corresponding gain or loss being recognized in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognized in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognized in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed off.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognized, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date.

In case of business combination involving entities under common control the above policy does not apply. Business combinations involving entities under common control are accounted for using the Pooling of interests method. The net assets of the transferor entity or business are accounted at their carrying amounts on the date of the acquisition subject to necessary adjustments required to harmonise accounting policies. Any excess or shortfall of the consideration paid over the share capital of the transferor entity or business is recognised as Capital Reserve under equity.

B **Goodwill**

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (See note 2.3 A above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash generating units (or groups of cash generating units) that is expected to benefit from the synergies of the combination.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocate to the unit and then to the other assets of the unit pro-rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognized directly in profit or loss. An impairment loss recognized for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash- generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

Goodwill is considered to have indefinite useful life and hence is not subject to amortisation but tested for impairment at every reporting date .

C **Current versus non-current classification**

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:
i. Expected to be realised or intended to be sold or consumed in normal operating cycle
ii. Held primarily for the purpose of trading
iii. Expected to be realised within twelve months after the reporting period, or
iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period
All other assets are classified as non-current.

Liability is current when:
i. It is expected to be settled in normal operating cycle
ii. It is held primarily for the purpose of trading
iii. It is due to be settled within twelve months after the reporting period,
iv. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.
Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The group has identified twelve months as its operating cycle.

D **Foreign currencies**

The Group's financial statements are presented in INR, which is also the Parent company's functional currency.
Income and expenses in foreign currencies are recorded at exchange rates prevailing on the date of the transaction.
Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the reporting date and exchange gains and losses arising on settlement and restatement are recognised in the statement of profit and loss.
Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

E **Fair value measurement**

The Group measures financial instruments, such as current investment at fair value at each balance sheet date.
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.
A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.
All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:
- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable
For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.
The Group determines the policies and procedures for both recurring fair value measurement, such as unquoted financial assets measured at fair value.

External valuers are involved for valuation of significant assets and liabilities, such as financial assets, and significant liabilities. Involvement of external valuers is decided upon annually by the group management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The group management decides with the Group's external valuers, which valuation techniques and inputs to use for each case.
At each reporting date, the Group management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Group's accounting policies. For this analysis, the Group management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.
The Group management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.
The Group management present the valuation results to the Board of Directors and the Group's independent auditors. This includes a discussion of the major assumptions used in the valuations.
For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

F **Revenue from operations (Contract with Customers)**

Revenue from contracts with customers is recognised when services are delivered to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements because it typically controls services and sale of cars before transferring them to the customer.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration, if any) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration, if any, on account of various discounts and schemes offered by the Group as part of the contract. Payment is generally received on sucseesful completion of services

Rendering of services:

i) Website services and fees includes the following:

a) Advertisment income : pertains to revenue generated from the display ads on company websites. The performance obligation is satisfied upon display of the advertisement, net commissions if any.

b) Lead generation revenue: pertains to fees for leads shared with and / or concluded for customers, ie lead generation, is recognized on the successful generation and delivery of the lead as the customer simultaneously receives and consumes the benefits provided by the Group.

c) Managed solutions: Revenue from events, marketing, multimedia and digital services are recognised on rendering of services (point in time).

ii) Commission and related incomes includes the following:

a) Facilitation of auction of vehicles via its online and offline platforms and providing incidental ancillary services such as valuation and inspection. Revenue is recognised upon rendering of service (point in time) as per terms of contract on accrual basis.

b) Collection of parking charges and non-refundable event participation charges from customers. The revenue is recognised upon rendering of service (over time).

Sale of goods:

Sale of used cars : Revenue from sale of used cars is recognised at the point in time when control is transferred to the customer, generally on delivery of the vehicle

Variable consideration

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Some of the contracts with customer provide a right to customer of cash rebate/discount if payment is cleared within specified due dates.

Contract balances

- Trade receivables

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (l) Financial instruments – initial recognition and subsequent measurement.

- Contract Assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Contract assets are initially recognised for revenue earned from advertisement and lead revenue. Upon completion of the entire contract, the amounts recognised as contract assets are reclassified to trade receivables.

- Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract

Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Contract balances

- Trade receivables

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (l) Financial instruments – initial recognition and subsequent measurement.

- Contract Assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Contract assets are initially recognised for revenue earned from advertisement and lead revenue. Upon completion of the entire contract, the amounts recognised as contract assets are reclassified to trade receivables.

- Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract

Contract liabilities mainly include short term advances received to render services as per contract. The revenue from these services is recognised over the period of the contract

G **Other income**

a) Dividend from invesments are recognised when the right to receive payment is established and no significant uncertainity as to collectibility exists.

b) Interest income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable for all financial instruments measured at amortised cost and other interest-bearing financial assets, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit or loss.

c) For gains on fair valuation of financial instruments through Profit & Loss, refer to the accounting policy in 2.3 Q.

H Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use).It Includes office premises and yards taken on rent. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

The right-of-use assets are also subject to impairment.

i) Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including insubstance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

I Retirement and other employee benefits

i. Short term employee benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered by employees is recognised during the period when the employee renders the service. These benefits include compensated absences such as paid annual leave and performance incentives payable within twelve months.

ii. Post-employment benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The group has no obligation, other than the contribution payable to the provident fund. The group recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

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 recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

i. The date of the plan amendment or curtailment, and

ii. The date that the Group recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the consolidated statement of profit and loss:

i. Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and

ii. Net interest expense or income

iii. Other long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the defined benefit obligation at the balance sheet date.

The Group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the reporting date. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer the settlement for at least twelve months after the reporting date.

J **Taxes**

i) Current tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in India where the Group operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.
Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The group shall reflect the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment

Minimum Alternate Tax ('MAT') paid in accordance with the tax laws, which gives rise to future economic benefits in the form of tax credit against future income tax liability is recognised as an asset in the Balance sheet only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each Balance Sheet date and written down to the extent the aforesaid convincing evidence no longer exists. MAT is not applicable to the Group w.e.f.April 1, 2019 (refer note 21(iv) of Annexure VII).

ii)Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

i. When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

ii. In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

i. When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

ii. In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items

The Group offsets deferred tax assets and deferred tax 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 taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

K **Property, Plant and Equipment**

Property, Plant and Equipment other than Freehold Land, is stated net of accumulated depreciation and impairment losses, if any. Such cost includes the cost of purchase price / cost of construction, including non-refundable taxes or levies and any expenses attributable to bring the assets to its working condition for its intended use. Freehold land is stated at cost.

Subsequent costs are included in the asset's carrying amount or recognised as separate assets, as appropriate, only when it is probable that the future economic benefits associated with expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to Statement of Profit and Loss at the time of incurrence.

Depreciation is provided for Property, Plant and Equipment so as to expense the cost over its useful life. The estimated useful lives, residual value and method of depreciation are reviewed at the end of each financial year and any change in estimate is accounted for on a prospective basis.

Depreciation is charged on a pro-rata basis for Property, Plant and Equipment purchased and sold during the year. Depreciation is calculated on the straight-line method as per the estimated useful life prescribed in Schedule II to the Companies Act, 2013.
Estimated useful lives of the assets are as follows:

i) Computers - 3 Years
ii) Furniture and Fixtures - 10 Years
iii) Vehicles - 5 Years
iv) Building - 60 Years
v) Office equipment - 3 to 5 Years
vi) Plant and equipment - 15 Years
vii) Leasehold Improvement - 60 months or lease period whichever is lower

The Group, based on management estimate supported by internal technical expert, depreciates office equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. 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.

Property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

L Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.
Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least 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 amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.
Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.
Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.
An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal.

Intangible assets are amortised as follows:
Computer software - 3 Years
Customer contract - 7 Years
Trade mark - 10 Years

M Inventories

Inventories are valued at the lower of cost and net realisable value.

Traded goods comprises of used car: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

N Impairment of non-financial assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill is tested for impairment annually at each reporting dater and when circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than it's carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

O Provisions and Contingencies

A provision is recognised when the Group has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made of the amount of the obligation.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Contingent liabilities are disclosed in the notes.

Contingent assets are not recognised in the financial statements. A contingent asset is not recognized unless it becomes virtually certain that an inflow of economic benefits will arise. When an inflow of economic benefits is probable, contingent assets are disclosed in the Restated Ind AS Consolidated Summary Statement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions and contingent liabilities are reviewed at each balance sheet date.

P **Share Based Payment**

Equity-settled share based payments to employees (including senior executives) are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share based payments transactions are set out in Note 30 of Annexure VII.

The fair value determined at the grant date of the equity-settled share based payments is expensed on a straight-line basis over the vesting period, based on the Group`s estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the Share Based Payments Reserve.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met.
The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the counterparty renders the service.

Q **Financial Instruments**

Financial assets
Initial Recognition and Measurement
Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.
The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.
In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

Subsequent measurement
For purposes of subsequent measurement, financial assets are classified into :
(i) Financial assets at amortised cost (debt instruments)
(ii) Financial assets at fair value through profit or loss
(iii) Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)
(iv) Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)

i. Financial assets at amortised cost
Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order 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 (SPPI) on the principal amount outstanding.
After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.
The Group's financial assets at amortised cost includes trade receivables, balances with banks, and other financial assets.

ii. Financial assets at fair value through other comprehensive income (FVTOCI)
Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.
Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit & loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method

Equity instruments at FVTOCI

All equity instruments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present subsequent changes in the fair value in other comprehensive income. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit & loss

iii. Financial assets at fair value through profit or loss (FVTPL)
Financial assets are measured at fair value through statement of profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition.
In addition, the Group may elect to classify a financial asset, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

iv. De-recognition
A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily de-recognised (i.e. removed from the Company's balance sheet) when:
• The rights to receive cash flows from the asset have expired, or
• The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.
When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at lower of the original carrying amount of the asset and maximum amount of consideration that the Company could be required to repay.

v. Impairment of financial assets:
In accordance with Ind-AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:
- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- Financial assets that are debt instruments and are measured as at FVTOCI
- Lease receivables under Ind-AS 17.
- Contract assets and trade receivables under Ind-AS 18.
- Loan commitments which are not measured as at FVTPL.
- Financial guarantee contracts which are not measured as at FVTPL

The Group follows 'simplified approach' for recognition of impairment loss allowance on:
- Trade receivables, and
- All lease receivables resulting from transactions within the scope of Ind AS 17.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events on a financial instrument that are possible within 12 months after the reporting date.

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 entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

As a practical expedient, the Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

The balance sheet presentation for various financial instruments is described below:

- For financial assets measured as at amortised cost and lease receivables: ECL is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.
- Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.
- Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Group does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

Financial liabilities and Equity instruments
Initial Recognition and Measurement
Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.
i. Equity instruments
An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognised at the proceeds received, net of direct issue costs.

ii. Financial liabilities
All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

The Group's financial liabilities include trade and other payables and loans

Subsequent measurement
For purposes of subsequent measurement, financial liabilities are classified in two categories:
• Financial liabilities at fair value through profit or loss
• Financial liabilities at amortised cost (loans and borrowings)

Derecognition
A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Re-classification of Financial Assets
The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously

R **Compulsorily Convertible preference shares**

Compulsorily Convertible preference shares are recognised and included in equity since conversion option meets Ind AS 32 criteria for fixed to fixed classification. The carrying amount of the conversion option is not remeasured in subsequent years. These instruments are mandatorily convertible into fixed number of shares and there is no other obligation on the issuer. These instruments are classified as equity in entirety and is valued at fair value .

S **Cash dividend**

The Company recognises a liability to pay dividend to equity holders of the parent when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

T **Cash and Cash Equivalents**

Cash comprises cash on hand. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

U **Security Deposit**

The Group at the time of buyer registration, collects refundable security deposits (“RSD”) from prospective bidder, which entitles bidder to bid during auction. The RSD is towards ensuring performance of the contract. As per contractual terms, the RSD is refunded upon demand after adjustments of facilitation fee. The Group generally accounts for unclaimed RSD upon completion of limitation period of 3 years. Security deposits are forfeited and treated as other income, on the earlier of expiry of three years; or uncertainty over repayment

V **Earning Per Share**

Basic earnings per share is calculated by dividing the net profit or loss attributable to equity holders of parent company (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders of the parent company and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Ordinary shares that will be issued upon the conversion of a mandatorily convertible instrument are included in the calculation of basic earnings per share from the date the contract is entered into.

W **Critical accounting judgements and key sources of estimation uncertainty**

In application of Group's accounting policies, which are described in Note 2, the directors of the company are required to make judgements, estimations and assumptions about the carrying value of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of revision or future periods if the revision affects both current and future periods.

A **Judgments**

In the process of applying the Group’s accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements

Operating lease commitments – Group as a lessee

The Group has entered into lease agreements with lessor and has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the fair value of the asset, that it does not retains the significant risks and rewards of ownership of these properties and accounts for the contracts as operating leases.

B **Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively

Impairment of non-financial assets:

The carrying amounts of the Group’s non-financial assets, other than deferred tax assets, are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, then the asset’s recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit (‘CGU’) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are accompanied together into the smallest Group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or Group of assets (‘CGU’).

Market related information and estimates are used to determine the recoverable amount. Key assumptions on which management has based its determination of recoverable amount include estimated long term growth rates, weighted average cost of capital and estimated operating margins. Cash flow projections take into account past experience and represent management’s best estimate about future developments.

Impairment of financial assets:

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgements in making these assumptions and selecting the inputs to the impairment calculations based on Company’s history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. Provision for tax liabilities require judgements on the interpretation of tax legislation, developments in case law and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty. Therefore, the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the Statement of Profit or Loss.

Estimated useful life of property plant and equipment and intangible assets

The charge in respect of periodic depreciation/ amortization is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. Management at the time the asset is acquired/ capitalized periodically, including at each financial period/year end, determines the useful lives and residual values of Group’s assets. The lives are based on historical experience with similar assets as well as anticipation of future events, which may affect their life, such as changes in technology. The estimated useful life is reviewed at least annually.

Leases - Estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment

Share-based payments

For the measurement of the fair value of equity-settled transactions with employees at the grant date, the Company uses the most appropriate method (i.e. discounted cash flow approach, comparable companies method, etc) for determining fair value of shares on the date of grant which is the key input for the fair valuation of options granted under Employee Share Option Plan. The assumptions and models used for estimating fair value for share-based payment transactions are dependent on the terms of the scheme. Such assumptions include weighted average share price, exercise price, volatility, expected life option, risk free interest rate, etc

Provision for Expected credit loss

The Company creates provision based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by customer type).

The Company will calibrate the customer to adjust the historical credit loss experience with forward-looking information. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Company's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

Defined Benefit plans

The cost of the defined benefit gratuity plan and other post-employment benefit and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate and future salary increases. Due to complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The parameter most subject to change is the discount rate. The mortality rate is based on publicly available mortality table in India. The mortality tables tend to change only at interval in response to demographic changes. Further salary increases and gratuity increases are based on expected future inflation rates.

New and amended standards

(i) Amendments to Ind AS 116: Covid-19-Related Rent Concessions.

The amendments provide relief to lessees from applying Ind AS 116 guidance on lease modification accounting for rent concessions arising as a direct consequence of the Covid-19 pandemic. As a practical expedient, a lessee may elect not to assess whether a Covid-19 related rent concession from a lessor is a lease modification. A lessee that makes this election accounts for any change in lease payments resulting from the Covid-19 related rent concession the same way it would account for the change under Ind AS 116, if the change were not a lease modification.

The amendments are applicable for annual reporting periods beginning on or after the 1 April 2020. In case, a lessee has not yet approved the financial statements for issue before the issuance of this amendment, then the same may be applied for annual reporting periods beginning on or after the 1 April 2019. For details refer note 30.1 of Annexure VII

(ii) Amendments to Ind AS 103 Business Combinations

The amendment to Ind AS 103 Business Combinations clarifies that to be considered a business, an integrated set of activities and assets must include, at a minimum, an input and a substantive process that, together, significantly contribute to the ability to create output. Furthermore, it clarifies that a business can exist without including all of the inputs and processes needed to create outputs.

These amendments are applicable to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after the April 01, 2020 and to asset acquisitions that occur on or after the beginning of that period. This amendment had no impact on the financial statements of the Group but may impact future periods should the Group enter into any business combinations.

(iii) Amendments to Ind AS 1 and Ind AS 8: Definition of Material

The amendments provide a new definition of material that states, "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity." The amendments clarify that materiality will depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. These amendments had no impact on the consolidated financial statements of, nor is there expected to be any future impact to the Group.

These amendments are applicable prospectively for annual periods beginning on or after the April 01, 2020. The amendments to the definition of material are not expected to have a significant impact on the Group's financial statements.

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Annexure VI: Statement of adjustments made to Restated Consolidated Ind AS Summary Statements

A Summarised below are the adjustments made to the audited consolidated financial statements for the year ended March 31, 2021, 31 March 2020 and 31 March 2019 and their impact on the profit of the Group

Particulars	Note	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Profit after tax as per audited financial statements		**1,010.74**	**292.23**	**282.78**
Material restatement adjustments:				
Amortisation on intangible recognised under business combination	2	-	(31.11)	(31.14)
Deferred tax credit on intangible recognised under business combination	2	-	16.82	16.36
Options forfeited during the year	4	-	11.08	-
Other Restatement adjustments:				
Change in accounting policy - Ind AS 116				
Depreciation on Right of use assets	1	-	-	(63.55)
Interest on lease liabilities	1	-	-	(23.81)
Adjustment for rent expenses	1	-	-	78.43
Interest unwinding on security deposits	1	-	-	0.91
Deferred Tax on Right of Use Assets	1	-	-	(0.81)
Adjustment of tax related to previous period	3	-	23.92	-
Total restatement adjustments		**-**	**20.71**	**(23.61)**
Profit after tax as per Restated Ind AS Consolidated Summary Statements		**1,010.74**	**312.94**	**259.17**

B Summarised below are the adjustments made to the audited consolidated financial statements for the year ended March 31, 2021, March 31, 2020 , March 31, 2019 and March 31, 2018 and their impact on the equity of the Group

Particulars	Note	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Equity as per audited financial statements (A)		17,624.22	13,209.69	12,810.02	12,408.17
Material restatement adjustments (B) :					
Correction in amortisation expenses and intangible assets under business combination	2	-	(66.94)	(35.63)	(4.60)
Correction in non-controlling interests under business combination	2	-	122.82	122.82	122.82
Deferred tax credit on intangible recognised under business combination	2	-	35.60	18.78	2.42
		-	**91.48**	**105.97**	**120.64**
Other restatement adjustments (C):					
Cumulative impact on change in accounting policy - Ind AS 116	1	-	-	(44.77)	(35.94)
Adjustment of tax related to previous period	3	-	23.92	-	-
Total restatement adjustments		**-**	**23.92**	**(44.77)**	**(35.94)**
Total Equity as per Restated Ind AS Consolidated Summary Statements (A+B+C)		**17,624.22**	**13,325.09**	**12,871.21**	**12,492.87**

Notes

1 Ind AS 116 - Leases has been notified and effective for financial statements from April 01, 2019 which prescribes the accounting of the lease contracts entered in the capacity of the lessee and a lessor. The Group has applied Ind AS 116 for preparing the Ind AS audited financial statements for the period beginning from April 01, 2019. For the purpose of preparing these Restated Ind AS Consolidated Summary Statements, Ind AS 116 has been applied retrospectively with effect from April 01, 2018.Refer note 30 of Annexure VII.

2 On February 6, 2018, the Group acquired 55.43% stake in Shriram Automall India Limited and completed the purchase accounting wherein the gross value of intangibles assets, amortisation, non-controlling interests and resultant goodwill and deferred tax liability was not determined accurately. This has now rectified in these Restated Ind AS Consolidated Summary Statements as follows:

a. The fair value of customer contracts under Intangible Assets as on February 6, 2018 i.e. date of acquisition of Shriram Automall India Limited was incorrectly accounted as Rs. 226.77 million instead of Rs. 444.65 million.

b. Consequent to the change in the fair value of customer contracts, amortization thereon, for the year ended March 31, 2018 has changed from Rs.4.79 million to Rs. 9.40 million, March 31, 2019 has changed from Rs. 32.40 million to Rs. 63.52 million and March 31, 2020 has changed from Rs. 32.40 million to Rs. 63.52 million. Accumulated amortisation has increased by Rs. 4.60 million at March 31, 2018; Rs. 35.63 million at March 31, 2019 ; Rs. 66.94 million at March 31, 2020.

c. No Deferred Tax Liabilities were recorded on customer contracts referred in point a above. Accordingly, Deferred Tax Liability of Rs. 114.50 million has been recorded on date of acquisition resulting in deferred tax charge to the statement of profit and loss for the year ended March 31, 2018 of Rs. 2.42 million, March 31, 2019 of Rs. 16.36 million and March 31, 2020 of Rs. 16.82 million.

d. Consequent to the adjustments mentioned in point a, b and c above, Goodwill on consolidation of Shriram Automall India Limited as at March 31, 2018 (and all subsequent years) has changed from Rs.1,056.91 million to Rs. 1,076.35 million, determined based on controlling stake acquired of 55.43% instead of 51% which was considered in the preparation of the financial statements for the year ended March 31, 2018. As a result of the above changes, Non-Controlling Interest in Shriram Automall India Limited as at March 31, 2018 has changed from Rs. 296.90 million to Rs.414.17 million, March 31, 2019 has changed from Rs. 412.96 million to Rs. 509.12 million and March 31, 2020 has changed from Rs. 524.86 million to Rs. 600.22 million

e. As a result of above, the total equity has reduced by Rs. 120.64 million in March 31, 2018; Rs. 105.97 million in March 31, 2019 ; Rs. 91.48 million in March 31, 2020.

3 For the purpose of Restated Ind AS Consolidated Summary Statements, additional tax provision and interest on delayed payments for previous years determined based on assessment completed in a particular financial year, have been appropriately adjusted on the respective financial year to which they relate.

4 During FY 2020, the Group had not accounted for the forfeiture of un-vested options amounting to Rs.11.08 million on resignation of an employee which has now been accounted in these Restated Ind AS Consolidated Ind AS Summary Statements.
Further certain vested options were cancelled during the same year for which transfer from share based payment reserve to retained earnings were not accounted for .This has been rectified in the Restated Ind AS Consolidated Summary statements. Given that this is a material re-classification error within Total Equity, there is no separate disclosure required, however, the amount of reclassification from share based payment reserve to retained earnings is Rs. 3.18 million for the year ended March 31, 2020.

5 Ind AS 115 - Revenue from contract with customers has been notified and effective for financial statements from April 01, 2018 which prescribes the accounting of the revenue from contract with customers. For the purpose of preparing Restated Ind AS Consolidated Summary Statements, Ind AS 115 has been applied retrospectively with effect from April 01, 2018, the impact of which was NIL.

6 The Group has disclosed Share Based Payment Reserve pertaining to employee share options of a subsidiary as a part of its own Share Based Payment Reserve instead of non-controlling interest. This has been rectified in Restated Ind AS Consolidated Summary Statements. Given that this is a material re-classification error within Total Equity, there is no separate disclosure required, however, the amount of reclassification from share based payment reserve to non-controlling interest is Rs. 51.39 million for the year ended March 31, 2019 and Rs. 44.24 million for the year ended March 31, 2020.

C Reconciliation of total equity as per audited financial statements with total equity as per Restated Ind AS Consolidated Summary Statements as at March 31, 2020.

The Company has followed the same accounting policy choices (transition options as per Ind AS 116) as adopted on April 01, 2019 for transition to Ind AS 116, while preparing the Restated Ind AS Consolidated Summary Statements for each of the year ended March 31, 2020, March 31, 2019 and March 31, 2018. As specified in the Guidance Note, the equity balance computed under restated consolidated financial information for the year ended March 31, 2019 and equity balance computed on transition (using modified retrospective approach) to Ind AS 116 on April 01, 2019, differs due to restatement adjustments made for each of the year ended March 31, 2019 and March 31, 2018. Accordingly, the closing equity balance as at March 31, 2019 of the restated consolidated financial information has not been carried forward to opening Balance sheet as at April 01, 2019. The reconciliation of the same is as follows :

Particulars	Amount
Restated balance as at March 31, 2019	12,234.32
Add: Adjustment on account of transition to Ind AS 116	4.50
Balance as at April 01, 2019 as per audited financial statements for year ended March 31, 2020	12,238.82

D Non-adjusting events

These Restated Ind AS Consolidated Summary Statements does not contain any qualifications requiring adjustments, however, the auditors' reports for the year ended March 31, 2021 and March 31, 2020 include as follows:

As at and for the year ended ended March 31, 2021 and March 31, 2020 : Emphasis of matter relating to uncertainties and the impact of COVID 19 on carrying value of receivables, unbilled revenues, Right to Use assets, Investment in subsidiaries and achievement of business plans, as assessed by the management. Our opinion is not qualified in respect of these matters.

E Material regrouping

Appropriate regrouping have been made in the Restated Ind AS Consolidated Summary Statements, where ever required by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per the audited Consolidated Financial Statements of the Company for the year ended March 31, 2021, prepared in accordance with the Schedule III of Companies Act, 2013, requirements of Ind AS 1 and other Ind AS principles and the requirements of the Securities and exchange Board of India (Issue of capital and disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations").

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Annexure VII : Notes to the Restated Ind AS Consolidated Summary Statements

1. Property, Plant and Equipment

Particulars	Freehold land	Lease Hold Improvements	Building	Plant and Equipment	Furniture and Fixtures	Vehicles	Office equipment	Computer	Total Property,Plant and Equipment	Right of use assets
I. Cost or Valuation										
Balance as at April 1, 2018	**401.60**	**79.54**	**25.88**	**44.05**	**30.52**	**0.41**	**33.35**	**71.54**	**686.89**	**92.14**
Additions	-	0.07	-	11.09	1.40	-	6.02	0.68	19.26	244.65
Disposals	-	(0.05)	-	(1.35)	(0.19)	-	(0.56)	(1.13)	(3.28)	-
Balance as at March 31, 2019	**401.60**	**79.56**	**25.88**	**53.79**	**31.73**	**0.41**	**38.81**	**71.09**	**702.87**	**336.79**
Additions	-	0.41	11.42	12.48	2.30	9.91	11.95	6.55	55.02	197.86
Disposals	(11.42)	-	-	(0.04)	-	-	(0.01)	(8.63)	(20.10)	(33.51)
Balance as at March 31, 2020	**390.18**	**79.97**	**37.30**	**66.23**	**34.03**	**10.32**	**50.75**	**69.01**	**737.79**	**501.14**
Additions	-	2.11	-	0.10	0.53	13.35	4.36	21.71	42.16	220.82
Disposals	-	(1.78)	-	(0.17)	(1.20)	-	(0.30)	(1.91)	(5.35)	(4.60)
Balance as at March 31, 2021	**390.18**	**80.30**	**37.30**	**66.16**	**33.36**	**23.67**	**54.81**	**88.81**	**774.60**	**717.36**
Accumulated Depreciation										
Balance as at April 1, 2018	**-**	**66.77**	**2.09**	**31.52**	**18.55**	**0.40**	**26.75**	**64.41**	**210.49**	**-**
Depreciation expense	-	3.62	0.50	5.20	2.26	-	4.42	3.83	19.83	63.56
Disposals	-	(0.05)	-	(1.24)	(0.18)	-	(0.52)	(1.13)	(3.12)	-
Balance as at March 31, 2019	**-**	**70.34**	**2.59**	**35.48**	**20.63**	**0.40**	**30.65**	**67.11**	227.20	63.56
Depreciation	-	2.03	1.61	7.43	2.41	0.37	4.29	4.19	22.33	84.71
Disposal	-	-	-	(0.04)	-	-	(0.01)	(8.63)	(8.68)	(12.94)
Balance as at March 31, 2020	**-**	**72.37**	**4.20**	**42.87**	**23.04**	**0.77**	**34.93**	**62.67**	**240.85**	**135.33**
Depreciation	-	1.74	0.58	1.03	2.39	2.46	4.60	14.52	27.32	104.09
Disposal	-	(1.77)	-	(0.10)	(0.91)	-	(0.26)	(1.76)	(4.80)	(1.93)
Balance as at March 31, 2021	**-**	**72.34**	**4.78**	**43.80**	**24.52**	**3.23**	**39.27**	**75.43**	**263.37**	**237.49**
Net book value										
As at March 31, 2021	390.18	7.96	32.52	22.36	8.84	20.44	15.54	13.38	511.22	479.87
As at March 31, 2020	390.18	7.60	33.10	23.36	10.99	9.55	15.82	6.34	496.94	365.81
As at March 31, 2019	401.60	9.22	23.29	18.31	11.10	0.01	8.16	3.98	475.67	273.23

1A. Capital Work-In-Progress

Particulars	Amount
Balance as at April 1, 2018	**-**
Additions	-
Transfer to Property, Plant and Equipment	-
Balance as at March 31, 2019	-
Additions	1.92
Transfer to Property, Plant and Equipment	-
Balance as at March 31, 2020	**1.92**
Additions	4.93
Transfer to Property, Plant and Equipment	(1.92)
Balance as at March 31, 2021	**4.93**

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Annexure VII : Notes to the Restated Ind AS Consolidated Summary Statements

2A. Goodwill

Goodwill	Amount
Gross carrying value	
Balance as at April 1, 2018	8,976.75
Additions	-
Disposals	-
Balance as at March 31, 2019	8,976.75
Acquisitions through Business Combination (refer note 36 C of Annexure VII and note v below)	2.86
Disposals	-
Balance as at March 31, 2020	8,979.61
Additions	-
Disposals	-
Balance as at March 31, 2021	8,979.61
Net book value	
As at March 31, 2021	8,979.61
As at March 31, 2020	8,979.61
As at March 31, 2019	8,976.75

Note

(i) The Group has recognised goodwill on business combinations. The recoverable amount of Goodwill have been determined based on value in use calculations which uses cash flow projections covering generally a period of five years which are based on key assumptions such as margins, expected growth rates based on past experience and Management's expectations/extrapolation of normal increase/steady terminal growth rate and appropriate discount rates that reflects current market assessments of time value of money. The management believes that any reasonable possible change in key assumptions on which recoverable amount is based is not expected to cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash generating unit. Refer to the further details on individual business combinations below.

(ii) The goodwill of Rs. 7,840.93 million was created on acquisition of Automotive Exchange Private Limited ('AEPL') in FY 2015-16, which has since been merged with the Company with an appointed date of April 1, 2017. By acquisition of this brand the Company was able to bring synergies of the brand name and trade mark as well as that of their franchisee business. Accordingly, for the purpose of testing impairment of goodwill allocated to this transaction, the "website services and fees" is considered as one Cash Generating Unit (CGU). The recoverable amount of this CGU is determined based on fair value less cost of disposal and its value in use as per requirement of Ind AS 36. The fair value is computed as per Discounted Cash Flow method. Due to use of significant unobservable input to compute the fair value, it is classified as level 3 in the fair value hierarchy as per the requirement of Ind AS 113. Refer to the key assumptions below:

Particulars	FY 20-21	FY 19-20	FY 18-19
Perpetuity Growth	5.00%	5.00%	6.00%
Cost of Equity of Company	14.80%	14.46%	15.12%

* For FY 17-18, Valuation has been conducted based on financial information using Comparable Transaction Multiple (CCM) and Recent transaction method , the weight assign to both the method was 50%. The value has been computed the EV/ Revenue multiples of 15.34%.The Discount on multiple was 33.33%

(iii) Goodwill of Rs. 1,076.35 million has been created on acquistion of Shriram Automall India Limited which pertains to facilitation of auction of vehicles, identified as separate CGU for the purpose of impairment testing. The recoverable amount of this CGU is determined based on fair value less cost of disposal as per requirement of Ind AS 36.The fair value is computed as per Discounted Cash Flow method. Due to use of significant unobservable input to compute the fair value, it is classified as level 3 in the fair value hierarchy as per the requirement of Ind AS 113. Refer to the key assumptions below:

Particulars	FY 20-21	FY 19-20	FY 18-19
Perpetuity Growth	5.00%	5.00%	5.00%
Cost of Equity of Company	17.20%	16.10%	21.21%

(iv) Goodwill of Rs. 59.47 million has been created on acquistion of Adroit Inspection Services Private Limited which pertains to valuation and inspection business, identified as separate CGU for the purpose of impairment testing. The recoverable amount of this CGU is determined based on fair value less cost of disposal as per requirement of Ind AS 36.The fair value is computed as per Discounted Cash Flow method. Due to use of significant unobservable input to compute the fair value, it is classified as level 3 in the fair value hierarchy as per the requirement of Ind AS 113.

(v) Goodwill of Rs. 2.86 Million relates to Augeo Asset Management Private Limited which pertains to asset management business (identified as separate CGU) for the purpose of impairment testing, the recoverable amount of this CGU is determined based on fair value less cost of disposal as per requirement of Ind AS 36.The fair value is computed as per Discounted Cash Flow method. Due to use of significant unobservable input to compute the fair value, it is classified as level 3 in the fair value hierarchy as per the requirement of Ind AS 113.

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Annexure VII : Notes to the Restated Ind AS Consolidated Summary Statements

2B. Other Intangible Assets

Particulars	Customer contract	Trademark	Computer Software	Total
I. Gross carrying value				
Balance as at April 1, 2018	**444.65**	**0.46**	**71.74**	**516.85**
Additions	-	0.59	4.58	5.17
Disposal	-	-	-	-
Balance as at March 31, 2019	**444.65**	**1.05**	**76.32**	**522.02**
Additions	-	-	3.06	3.06
Disposal	-	-	-	-
Balance as at March 31, 2020	**444.65**	**1.05**	**79.38**	**525.08**
Additions	-	0.11	8.24	8.35
Disposal	-	-	-	
Balance as at March 31, 2021	**444.65**	**1.16**	**87.62**	**533.43**
II. Accumulated amortisation and impairment				
Balance as at April 1, 2018	**9.40**	**0.35**	**66.46**	**76.21**
Amortisation expense	63.52	0.05	5.22	68.79
Disposal	-	-	-	-
Balance as at March 31, 2019	**72.92**	**0.40**	**71.68**	**145.00**
Amortisation expense	63.52	0.10	3.16	66.78
Disposal	-	-	-	-
Balance as at March 31, 2020	**136.44**	**0.50**	**74.84**	**211.78**
Amortisation expense	63.52	0.06	4.28	67.86
Disposal	-	-	-	-
Balance as at March 31, 2021	**199.96**	**0.56**	**79.12**	**279.64**
Net book value				
As at March 31, 2021	244.69	0.60	8.50	253.79
As at March 31, 2020	308.21	0.55	4.55	313.30
As at March 31, 2019	371.73	0.65	4.65	377.02

3: Depreciation and Amortisation Expenses

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Depreciation of Property, Plant and Equipment	27.32	22.33	19.83
Amortization of Other intangible assets	67.86	66.78	68.79
Depreciation of Right of Use Assets	104.09	84.71	63.56
Total	**199.27**	**173.82**	**152.18**

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Annexure VII : Notes to the Restated Ind AS Consolidated Summary Statements

4 (i) Investments

Particulars	As at March 31, 2021			As at March 31, 2020			As at March 31, 2019		
	QTY	Current	Non Current	QTY	Current	Non Current	QTY	Current	Non Current
Quoted Investments									
Investment in debentures at fair value through profit or loss									
Non-convertible debentures of ₹ 1,000 each fully paid up in Shriram Transport Finance Company Limited (refer note a below)	2,17,607	55.26	180.53	2,17,607	-	205.51	-	-	-
Quoted Investments Carried At FVTPL [A]		**55.26**	**180.53**		**-**	**205.51**		**-**	**-**
Unquoted Investments									
Investments in subordinated debts , at amortised cost (refer note b below)									
Shriram Transport Finance Company Limited (STFC Limited)	-	-	-	21,333	25.05	-	10,472	-	12.41
Shriram City Union Finance Limited	-	-	-	7,735	9.05	-	4,588	-	4.77
Shriram Transport Finance Company Limited (STFC Limited)	-	-	-	-	-	-	12,217	13.32	-
Shriram City Union Finance Limited	-	-	-	-	-	-	5,163	6.46	-
Unquoted Investments Carried At Amortised Cost [B]		**-**	**-**		**34.10**	**-**		**19.78**	**17.18**
Investments in Mutual Funds, at fair value through profit and loss									
HDFC Liquid Fund- Growth (of Rs. 1000/- each)	2,77,228	1,113.81	-	11,771	45.72	-	12,249	44.84	-
ICICI Prudential Liquid- Regular Plan- Growth (of Rs. 100/- each)	36,07,110	1,093.11	-	36,07,109	1,055.08	-	38,42,935	1,058.43	-
Birla Sun Life Cash Plus- Growth-Regular Plan (of Rs. 100/- each)	35,42,063	1,166.43	-	35,42,063	1,125.47	-	35,42,063	1,059.10	-
DSP BlackRock Liquidity Fund- Institutional Plan- Growth (of Rs. 1000/-	3,57,742	1,044.48	-	1,46,901	414.58	-	1,34,050	356.38	-
ICICI Money Market Growth (of Rs. 100/- each)	17,37,404	509.18	-	-	-	-	-	-	-
HDFC Ultra Short term (of Rs. 10/- each)	5,42,08,270	642.16	-	-	-	-	-	-	-
DSP Low duration fund (of Rs. 10/- each)	3,28,39,296	509.83	-	-	-	-	-	-	-
Axis Bank overnight fund (of Rs. 1000/- each)	1,28,742	140.10	-	63,476	67.00	-	-	-	-
Axis Liquid Fund - Direct Growth (of Rs. 1000/- each)		-	-	-	-	-	1,51,856	314.88	-
Unquoted Investments Carried At FVTPL [C]		**6,219.10**	**-**		**2,707.85**	**-**		**2,833.63**	**-**
Total Quoted/Unquoted Investments [A+B+C]		***6,274.36***	***180.53***		***2,741.95***	***205.51***		***2,853.41***	***17.18***
Aggregate book value of quoted investments		*55.26*	*180.53*		*-*	*205.51*		*-*	*-*
Aggregate market value of quoted investments		*55.26*	*180.53*		*-*	*205.51*		*-*	*-*
Aggregate value of unquoted investments		*6,219.10*	*-*		*2,741.95*	*-*		*2,853.41*	*17.18*
Aggregate value of impairment in value of investments		*-*	*-*		*-*	*-*		*-*	*-*

Note:

a) The Group has 2,17,607 units of non convertible debentures of Shriram Transport Finance Corporation Limited having face value value of Rs. 1,000 each as on March 31, 2021 Rs. 217.61 million and interest rate in between 8.7% to 9.7% p.a.

b) Subordinated Debts carry interest in the range of 10.85% to 11.8% payable in various instalments ranging between monthly and annually and are due for maturity at the end of 78 months from the date of investment. These subordinated debts are redeemable only on maturity.

Category-wise investments

Particulars	As at March 31, 2021		As at March 31, 2020		As at March 31, 2019	
	Current	Non Current	Current	Non Current	Current	Non Current
Financial assets carried at amortised cost						
Unquoted subordinated debts (The Group has deemed that carrying amount approximates fair value)	-	-	34.10	-	19.78	17.18
Financial assets carried at FVTPL						
Mutual funds	6,219.10	-	2,707.85	-	2,833.63	-
Non Convertible Debentures	55.26	180.53	-	205.51	-	-

CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")
(All amounts in INR millions, unless otherwise stated)

Annexure VII : Notes to the Restated Ind AS Consolidated Summary Statements

4 (ii) Other Financial assets (Unsecured)

Particulars	As at March 31, 2021		As at March 31, 2020		As at March 31, 2019	
	Current	Non Current	Current	Non Current	Current	Non Current
a) Security Deposits						
- Considered good	2.85	39.09	1.20	38.33	1.68	28.57
- Items with significant increase in credit risk	0.31	-	0.31	-	0.30	-
	3.16	39.09	1.51	38.33	1.98	28.57
Less -Impairment Allowance (allowance for bad and doubtful Security Deposit)	(0.31)	-	(0.31)	-	(0.30)	-
	2.85	39.09	1.20	38.33	1.68	28.57
b) Interest accrued on Subordinated Debts	-	-	2.79	-	-	2.51
c) Interest accrued on Inter Corporate Loan	3.15	-	15.69	-	4.32	-
d) Interest accrued on Fixed Deposits	0.00	2.49	0.12	-	0.21	-
e) Interest receivable on non convertible debentures	2.62	3.41	2.03	-	-	-
f) Contract Assets						
- Considered good	278.67	-	179.60	-	80.77	-
- Items with significant increase in credit risk	4.59	-	6.02	-	-	-
	283.26	-	185.62	-	80.77	-
Less -Impairment Allowance (allowance for bad and doubtful Contract Assets)	(4.59)	-	(6.02)	-	-	-
	278.67	-	179.60	-	80.77	-
g) Loan and Advances to employees						
- Considered good	2.58	0.13	3.86	0.72	4.95	0.51
- Items with significant increase in credit risk	0.62	-	0.62	-	-	-
	3.21	0.13	4.48	0.72	4.95	0.51
Less -Impairment Allowance (allowance for bad and doubtful loan and Advances to employees)	(0.62)	-	(0.62)	-	-	-
	2.58	0.13	3.86	0.72	4.95	0.51
h) Other bank deposits	-	200.51	-	8.91	-	-
i) Interest accrued but not due on fixed deposits	0.12	-	-	-	-	-
j) Others (contractually reimbursable expenses)	1.06	-	3.84	-	1.55	-
k) Fees for IPO related services, recoverable from selling shareholders (refer note below)	15.90					
Total	**306.95**	**245.63**	**209.13**	**47.96**	**93.48**	**31.59**

Note:- Fees for IPO related services, recoverable from selling shareholders comprises expenses incurred in connection with proposed Initial Public offer (IPO) of the Company. As per understanding between the Company and the Selling Shareholders, all the IPO expenses other than listing fees will be borne by the Selling Shareholders.

4 (iii) Loan

Particulars	As at March 31, 2021		As at March 31, 2020		As at March 31, 2019	
	Current	Non Current	Current	Non Current	Current	Non Current
Inter Corporate Loan to Shriram Transport Finance Company Limited (refer note a below)	493.00	-	378.50	-	259.50	-
Total	**493.00**	**-**	**378.50**	**-**	**259.50**	-

Note:

a) Inter Corporate Loan to Shriram Transport Finance Company Limited is unsecured and repayable on demand for the purpose of earning interest of 7.50% over investments.

b) No loan are due from directors or other officers of the company either severally or jointly with any other person. Nor any loan are due from firms or private companies respectively in which any director is a partner, a director or a member.

Movement of Provision for doubtful Security deposits, Contract assets and loan to employees:

Particulars	As at March 31, 2021		As at March 31, 2020		As at March 31, 2019	
	Current	Non Current	Current	Non Current	Current	Non Current
Balance at the begning of the year						
- Security deposits	0.30	-	0.30	-	0.30	-
- Contract Assets	6.02	-	-	-	-	-
- Loan and advances to employees	0.62	-	-	-	-	-
Total	**6.94**	**-**	**0.30**	**-**	**0.30**	**-**
Provided /(reversed) during the year					-	
- Security deposits	-		-	-	-	-
- Contract Assets	(1.42)		6.02	-	-	-
- Loan and advances to employees	-		0.62	-	-	-
Total	**(1.41)**	**-**	**6.64**	**-**	**-**	**-**
Balance at the end of the year						
- Security deposits	0.30		0.30	-	0.30	-
- Contract Assets	4.59		6.02	-	-	-
- Loan and advances to employees	0.62		0.62	-	-	-
Total	**5.51**	**-**	**6.94**	**-**	**0.30**	**-**

CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")
(All amounts in INR millions, unless otherwise stated)

Annexure VII : Notes to the Restated Ind AS Consolidated Summary Statements

5. Other assets (Unsecured, considered good)

Particulars	As at March 31,2021		As at March 31, 2020		As at March 31, 2019	
	Current	Non Current	Current	Non Current	Current	Non Current
a) Indirect taxes recoverable	8.94	3.43	85.70	3.44	133.36	22.95
b) Prepaid expenses	17.97	14.39	10.11	17.20	13.77	7.92
c) Advance to vendors	29.68	-	31.82	-	4.46	14.11
d) Capital advances	-	2.05	-	1.13	-	0.98
e) Other receivables	0.12	-	-	-	-	-
Total	**56.71**	**19.87**	**127.63**	**21.77**	**151.59**	**45.96**

5A. Inventories

Particulars	As at March 31,2021	As at March 31, 2020	As at March 31, 2019
Traded goods (at lower of cost or net realisable value)	15.77	0.18	9.42
Total	**15.77**	**0.18**	**9.42**

5B. Changes in inventories of stock-in-trade

Particulars	For the year ended March 31,2021	For the year ended March 31,2020	For the year ended March 31,2019
Inventory at the beginning of the year (A)	0.18	9.42	-
Inventory at the end of the year (B)	15.77	0.18	9.42
Changes in inventories of stock-in-trade (A-B)	**(15.59)**	**9.23**	**(9.42)**

5C. Purchase of stock-in-trade

Particulars	For the year ended March 31,2021	For the year ended March 31,2020	For the year ended March 31,2019
Purchases	28.13	162.17	9.44
Total	**28.13**	**162.17**	**9.44**

CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")
(All amounts in INR millions, unless otherwise stated)

Annexure VII : Notes to the Restated Ind AS Consolidated Summary Statements

6. Trade receivables

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Trade Receivables (Unsecured)			
(a) Considered Good	472.97	466.92	360.35
(b) Trade Receivables which have significant increase in credit risk	80.32	55.85	29.03
	553.29	**522.77**	**389.38**
Less: Impairment Allowance (allowance for bad and doubtful debts)	80.32	55.85	29.03
Total	**472.97**	**466.92**	**360.35**

Movement in Impairment Allowance (allowance for bad and doubtful debts)

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Balance at the beginning of the year	55.84	29.03	35.63
Add: Provision recorded during the year	25.90	28.31	4.80
Less: Provision written back/utlised during the year	(1.42)	(0.63)	(7.42)
Less: Bad-debts written off	-	(0.87)	(3.98)
Balance at the end of the year	**80.32**	**55.84**	**29.03**

Note:

(i) For details pertaining to related party receivables, refer note 33 to annexure VII

(ii) Trade receivables are non-interest bearing and are generally receivable on terms of 0 to 90 days

7(i) Cash and cash equivalents

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
(a) Cash in hand	10.18	19.77	11.89
(b) Balances with bank			
- In Current account	197.87	172.52	143.04
- In Deposit accounts with original maturity of less than 3 months	11.89	2.92	60.93
Total	**219.94**	**195.21**	**215.86**

7(ii) Bank balance other than cash and cash equivalents mentioned above

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Other Bank Balance:			
(a) Deposit accounts with original maturity of more than 3 months but less than 12 months.	24.85	20.73	0.40
(b) Deposit accounts with original maturity of more than than 12 months.	200.51	8.91	-
	225.36	29.64	0.40
Amount disclosed as "Other financial assets"	(200.51)	(8.91)	-
Total	**24.85**	**20.73**	**0.40**

CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")
(All amounts in INR millions, unless otherwise stated)

Annexure VII : Notes to the Restated Ind AS Consolidated Summary Statements

8. Equity

Particulars	As at March 31, 2021		As at March 31, 2020		As at March 31, 2019	
	Units	Rupees	Units	Rupees	Units	Rupees
Authorised Capital						
(A) Equity Share Capital						
Equity Shares of Rs 10/- each	2,00,30,000	200.30	1,00,30,000	100.30	85,00,000	85.00
(B) Instruments entirely in the nature of equity						
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each A series	20,00,000	20.00	20,00,000	20.00	20,00,000	20.00
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each B Series	28,00,000	28.00	28,00,000	28.00	28,00,000	28.00
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each C Series	40,00,000	40.00	40,00,000	40.00	40,00,000	40.00
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each D Series	64,00,000	64.00	64,00,000	64.00	64,00,000	64.00
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each E Series	40,00,000	40.00	40,00,000	40.00	40,00,000	40.00
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each F Series	1,29,00,000	129.00	1,29,00,000	129.00	1,29,00,000	129.00
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each F1 Series	6,00,000	6.00	6,00,000	6.00	6,00,000	6.00
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each G Series	40,00,000	40.00	40,00,000	40.00	40,00,000	40.00
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each H Series	40,00,000	40.00	-	-	-	-
Issued, Subscribed and Fully Paid up						
(A) Equity Share Capital						
Equity Shares of Rs 10/- each	35,84,303	35.84	34,49,303	34.49	34,49,303	34.49
	35,84,303	**35.84**	**34,49,303**	**34.49**	**34,49,303**	**34.49**
(B) Instruments entirely in the nature of equity						
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each A Series	19,32,120	19.32	19,32,120	19.32	19,32,120	19.32
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each B Series	27,70,456	27.71	27,70,456	27.70	27,70,456	27.70
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each C Series	36,57,066	36.57	36,57,066	36.57	36,57,066	36.57
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each D Series	59,64,300	59.64	59,64,300	59.65	59,64,300	59.65
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each E Series	35,19,482	35.20	35,19,482	35.19	35,19,482	35.19
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each F Series	1,28,79,955	128.80	1,28,79,955	128.80	1,28,79,955	128.80
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each F1 Series	5,85,437	5.85	5,85,437	5.85	5,85,437	5.85
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each G Series	35,94,499	35.95	35,94,499	35.95	35,94,499	35.95
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each H Series	38,97,225	38.97	-	-	-	-
	3,88,00,540	**388.01**	**3,49,03,315.00**	**349.03**	**3,49,03,315.00**	**349.03**
TOTAL	**4,23,84,843**	**423.85**	**3,83,52,618**	**383.52**	**3,83,52,618**	**383.52**

(i) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year

Particulars	As at March 31, 2021		As at March 31, 2020		As at March 31, 2019	
	No.of Shares	Rupees	No.of Shares	Rupees	No.of Shares	Rupees
Equity shares						
At the beginning of the year	34,49,303	34.49	34,49,303	34.49	34,49,303	34.49
Add: Issued during the period at a premium of Rs. 1/- per share	1,35,000	1.35	-	-	-	-
At the end of the year	**35,84,303**	**35.84**	**34,49,303**	**34.49**	**34,49,303**	**34.49**
Instruments entirely in the nature of equity						
8% Non-cumulative Compulsorily Convertible Preference shares of Rs 10/- each (Refer note below)						
At the beginning of the year	3,49,03,315	349.03	3,49,03,315	349.03	3,49,03,315	349.03
Add: Issued during the period - Series H at a premium of Rs. 815.13 per share	38,97,225	38.97	-	-	-	-
At the end of the year	**3,88,00,540**	**388.00**	**3,49,03,315**	**349.03**	**3,49,03,315**	**349.03**

Note:- There has been no movement in any of the series of instruments in the nature of equity between April 1, 2017 till March 31, 2021 other than issue 3,897,225 Series H 8% Non-cumulative Compulsorily Convertible Preference shares of Rs. 10 each during the year ended March 31, 2021

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at March 31, 2021		As at March 31, 2020		As at March 31, 2019	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares						
William Austin Ligon	1,92,730	5.38%	1,92,730	5.59%	1,92,730	5.59%
Vinay Vinod Sanghi with Seena Vinay Sanghi	7,16,717	20.00%	4,50,050	13.05%	4,50,050	13.05%
Bina Vinod Sanghi with Vinay Vinod Sanghi	1,83,333	5.11%	4,50,000	13.05%	4,50,000	13.05%
Shree Krishna Trust	7,00,050	19.53%	7,00,050	20.30%	7,00,050	20.30%
Highdell Investment Ltd	6,11,981	17.07%	6,11,981	17.74%	6,11,981	17.74%
Macritchie Investments Pte. Ltd.	5,92,650	16.53%	5,92,650	17.18%	5,92,650	17.18%
8% Non-cumulative Compulsorily Convertible Preference Shares (Series A to H)						
CMDB II	56,75,595	14.63%	56,75,595	16.26%	56,75,595	16.26%
Highdell Investment Ltd	1,58,25,768	40.79%	1,45,26,693	41.62%	1,45,26,693	41.62%
MacRitchie Investments Pte. Ltd.	1,21,33,327	31.27%	1,08,34,252	31.04%	1,08,34,252	31.04%
Springfield Venture International	31,82,038	8.20%	31,82,038	9.12%	31,82,038	9.12%

(iii) Terms/rights attached to equity shares

(a) Voting rights

The Company has only one class of equity shares having par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, in proportion of their shareholding.

(b) Dividend distribution rights:

The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

Subject to the provisions of section 123 of the Companies Act, 2013, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

(All amounts in INR millions, unless otherwise stated)

8. Equity

(iv) Terms of conversion/ redemption of Instruments in the nature of equity

Series	Conversion ratio	Conversion period
Series A Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. 08.12.09 and 11.01.10 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series B Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. 15.12.10 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series C Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. 2.9.11 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series D Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. 9.10.14 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series E Preference shares are compulsorily convertible preference shares.	1:1.1125624	At any time during the conversion period of 20 years from the date of issue i.e. 4.8.15 and 25.8.15 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series F Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. 12.1.16 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series F1 Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. 29.4.16 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series G Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. 3.2.17 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.
Series H Preference shares are compulsorily convertible preference shares.	1:1	At any time during the conversion period of 20 years from the date of issue i.e. 5.6.20 and 01.10.20 or on the expiry of the conversion period or immediately prior to the filing by the Company of its red herring prospectus document with SEBI.

Rights of preference shares

Shareholders Agreement provides for transfer restrictions on shares held by parties. The Major Shareholders are not permitted to transfer any or all of the Restricted Shares without offering a right of first refusal to each of CMBD, Springfield, Highdell, Temasek, FIOL, Manbro, MSF, MCP and/or their permitted transferees ("ROFR Investors"). In the event the ROFR Investors do not exercise their right of first refusal, they are entitled to exercise a tag along right and sell their shareholding with the Major Shareholders.

Pursuant to theShareholders Agreement, each of the Major Shareholders, CMDB, Springfield, and certain other shareholders collectively, have the right to nominate one Director on the Board. Highdell and Temasek have the right to nominate three directors each on to the Board. Further, each of CMDB, Highdell, Springfield, Temasek and the Major Shareholders are entitled to nominate one observer each to the Board and all the committees of the Board. The Majority Investors and the Major Shareholders have affirmative voting rights in respect of certain reserved matters including any alteration or change so as to adversely effect rights of Equity Shares, alteration or modification of authorized number of Equity Shares, fresh issuance of any security, creation of any new class of or series of Equity Shares. If the Company declares any dividend, in any Financial Year, each holder of Preference Shares shall, on a pari passu basis and subject to applicable Law, be entitled to receive a non-cumulative preferential dividend at the rate of 8% (Eight Percent).

(v) Details, terms and conditions pertaining to Share Warrants

Share Warrant 1.

The Board of Directors of the Company at their meeting held on September 24, 2014 and as approved at its Extra Ordinary General Meeting held on September 24, 2014 had resolved to create, offer, issue and allot 800,000 warrants, convertible into 800,000 Equity shares of Rs. 10/- each on a preferential allotment basis, pursuant to the provisions of the Companies Act, 2013 at a conversion price of Rs. 117/- per equity share of the Company, rights to Mr. Vinay Sanghi in accordance with the terms of the warrant subscription agreement and the application money amounting to Rs. 0.4 Million was received from him. The warrants may be converted into equivalent number of shares after conversion date (i.e., earlier of trigger date or 4 years from date of issue) upto period of 15 years from date of issue on payment of conversion price.

Share Warrant 2.

The Board of Directors of the Compnay at their meeting held on December 16, 2016 and as approved at its Extra Ordinary General Meeting held on December 20, 2016 had resolved to create, offer, issue and allot 776,707 and 140,045 warrants, convertible into 776,707 and 140,045 Equity shares of Rs. 10/- each on a preferential allotment basis, pursuant to the provisions of the Companies Act, 2013 at a conversion price of Rs. 510/- and Rs. 596/- respectively per equity share of the Company, rights to Mr. Vinay Sanghi in accordance with the terms of the warrant subscription agreement and the application money amounting to Rs. 0.05 Million was received from him. The warrants may be converted into equivalent number of shares after conversion date (i.e., earlier of trigger date or 4 years from date of issue) upto period of 15 years from date of issue on payment of conversion price.

For information pertaining to subsequent events in relation with equity and warrants, refer note 41 of Annexure VII

(All amounts in INR millions, unless otherwise stated)

Annexure VII : Notes to the Restated Ind AS Consolidated Summary Statements

9. Other equity

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
(a) Securities premium	17,722.54	14,545.67	14,545.67
(b) Share based payment reserve	272.58	232.67	154.68
(c) Retained earnings	(1,556.14)	(2,482.47)	(2,712.37)
(d) Money received against share warrants (refer note 8 (v))	0.45	0.45	0.45
(e) Capital Reserve on consolidation	3.38	3.38	3.38
(f) Other reserves	(60.88)	(60.88)	(60.88)
Total	**16,381.93**	**12,238.82**	**11,930.93**

9.1. Securities premium

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Balance at beginning of year	**14,545.67**	**14,545.67**	**14,545.67**
Issue of 8% Non-cumulative Compulsorily Convertible Preference shares - Series H	3,176.73	-	-
Issue of Equity shares during the year	0.14	-	-
Balance at end of year (refer note a below)	**17,722.54**	**14,545.67**	**14,545.67**

9.2. Share based payment reserve (Refer Note 29 of Annexure VII)

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Balance at beginning of year	232.67	154.68	84.87
Transfer from share based payment reserve to retained earnings on account of cancellation of vested options (Refer Annexure VI)	(10.62)	(3.18)	-
Options forfeited during the year (Refer Annexure VI)	(6.98)	(11.08)	
Recognition of Share based payments	72.46	136.49	121.20
Reclassification of Share based payment reserve of subsidiary to non-controlling interest	(14.95)	(44.24)	(51.39)
Balance at end of year (refer Note b below)	**272.58**	**232.67**	**154.68**

9.3 Retained earnings

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Balance at beginning of year	**(2,482.47)**	**(2,712.37)**	**(2,878.18)**
Profit for the year	912.06	218.77	166.88
Adjustment to reconcile difference in applying transitional provision of Ind AS 116 at different dates in the restated financial statement and the audited financial statements	-	4.50	-
Transfer from share based payment reserve to retained earnings on account of cancellation of vested options	10.62	3.18	-
Adjustment towards Augeo Asset Management Private Limited acquisition (Refer note 36 A of Annexure VII)	-	2.86	-
Other comprehensive (Loss) / income arising from remeasurement of defined benefit obligation (net of income tax)	3.65	0.59	(1.07)
Balance at end of year	**(1,556.14)**	**(2,482.47)**	**(2,712.37)**

9.4 Money received against share warrants (Refer Note 8 (v) of Annexure VII)

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Balance at beginning of year	**0.45**	0.45	0.45
Balance at end of year	**0.45**	**0.45**	**0.45**

9.5 Capital Reserve on consolidation

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Balance at beginning of year	**3.38**	3.38	3.38
Balance at end of year	**3.38**	**3.38**	**3.38**

9.6 Other reserves

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Balance at beginning of year	**(60.88)**	(60.88)	(60.88)
Balance at end of year	**(60.88)**	**(60.88)**	**(60.88)**

10: Non Controlling Interests

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Balance at beginning of year	**702.75**	556.76	414.04
Profit for the year	98.68	94.17	92.29
Other comprehensive (Loss) / income arising from remeasurement of defined benefit obligation (net of income tax)	2.06	2.58	(0.96)
Addition pursuant to Augeo Asset Management Private Limited acquisition (Refer note 36 A of Annexure VII)	-	5.00	-
Reclassification of Share based payment reserve of subsidiary to non-controlling interest	14.95	44.24	51.39
Balance at end of year	**818.44**	**702.75**	**556.76**

a.Securities premium

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

b.Share based payment reserve

The share options based payment reserve is used to recognise the grant date fair value of options issued to employees under Employee stock option plan and will be utilised on

c.Capital Reserve on Consolidation

The Group recognizes profit or loss on purchase, sale, issue or cancelleation of Group's own equity instrument to capital reserve on consolidation.

d.Other reserve

Other reserves represent profit / loss on transfer of business between entities under common control taken to other reserve and excess of consideration of carrying value on purchase of non-controlling interest

e. Retained earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")
(All amounts in INR millions, unless otherwise stated)

Annexure VII : Notes to the Restated Ind AS Consolidated Summary Statements

11. Lease liabilities

Particulars	As at March 31, 2021		As at March 31, 2020		As at March 31, 2019	
	Current	Non Current	Current	Non Current	Current	Non Current
Lease liabilities	81.52	463.99	75.71	345.70	117.61	217.39
Total	**81.52**	**463.99**	**75.71**	**345.70**	**117.61**	**217.39**

A. Impact on Restated Ind AS Consolidated Summary Statement of Profit and Loss (increase/(decrease))

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Depreciation and amortisation expenses	104.09	84.71	63.56
Finance costs	42.98	34.89	23.81
Total	**147.07**	**119.60**	**87.37**

B. Impact on Restated Ind AS Consolidated Statement of cashflow (increase/(decrease))

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Operating lease payments	136.39	110.74	79.46
Ne cashflow from operating activities	**136.39**	**110.74**	**79.46**
Payment of principle portion of lease liabilities	(93.40)	(75.85)	(55.65)
Payment of interest portion of lease liabilities	(42.98)	(34.89)	(23.81)
	(136.38)	**(110.74)**	**(79.46)**

(a) Movement in lease liabilities

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Balance at the begning of the year	421.40	335.00	147.55
Additions	217.42	162.25	243.10
Finance cost incurrend during the period/year - refer note 19 of Annexure VII	42.98	34.89	23.81
Payment of lease liabilities	(136.39)	(110.74)	(79.46)
Balance at the end of the year	**545.41**	**421.40**	**335.00**

(b) Contractual maturities of lease liabilities

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
One to five years	563.66	429.76	357.31
More than five year	183.45	150.00	52.38

CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")
(All amounts in INR millions, unless otherwise stated)

Annexure VII : Notes to the Restated Ind AS Consolidated Summary Statements

12. Provisions

Particulars	As at March 31, 2021		As at March 31, 2020		As at March 31, 2019	
	Current	Non Current	Current	Non Current	Current	Non Current
Provision for employee benefits						
Gratuity (Refer Note 27 of Annexure VII)	8.22	45.17	6.92	41.74	5.90	37.09
Compensated absences	25.37	-	25.87	0.17	21.37	-
Total	**33.59**	**45.17**	**32.79**	**41.91**	**27.27**	**37.09**

13. Other Liabilities

Particulars	As at March 31, 2021		As at March 31, 2020		As at March 31, 2019	
	Current	Non Current	Current	Non Current	Current	Non Current
(i) Advances received from customers	4.79	-	4.37	-	5.05	-
(ii) Deferred Revenue	87.26	-	58.66	-	48.89	-
(iii) Statutory Dues	87.35	-	50.18	-	66.00	-
(iv) Creditors for Property, Plant and Equipment	0.26	-	0.82	-	1.28	-
(v) Other liabilities	-	1.37	-	0.99	0.07	-
Total	**179.66**	**1.37**	**114.03**	**0.99**	**121.29**	**-**

CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")
(All amounts in INR millions, unless otherwise stated)

Annexure VII : Notes to the Restated Ind AS Consolidated Summary Statements

14. Trade Payables

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Trade payables			
total outstanding dues of micro enterprises and small enterprises (refer note a below)	0.57	-	0.30
total outstanding dues of creditors other than micro enterprises and small enterprises	221.83	195.74	180.34
Total	**222.40**	**195.74**	**180.64**

a) Details of dues to micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act 2006 (MSMED Act)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Principal amount due to suppliers under MSMED Act	0.57	-	0.30
Interest accrued and due to suppliers under MSMED Act on the above amount		-	-
Payment made to suppliers (other than interest) beyond appointed day during the period/year		-	-
Interest paid to suppliers under MSMED Act		-	-
Interest due and payable to suppliers under MSMED Act towards payments already made		-	-
Interest accrued and remaining unpaid at the end of the accounting period/year		-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act		-	-

Note
(i) Trade payables are non-interest bearing and are generally settled on 0 to 60 days terms
(ii) Refer note 33 of annexures VII for trade payable to related parties
(iii) The amount due to Micro, Small and medium Enterprises is given to the extent the same is available with the Company

(All amounts in INR millions, unless otherwise stated)

Annexure VII : Notes to the Restated Ind AS Consolidated Summary Statements

15. Other Financial Liabilities

Particulars	As at March 31, 2021		As at March 31, 2020		As at March 31, 2019	
	Current	Non Current	Current	Non Current	Current	Non Current
(i) Security deposit received from customers	441.03	-	367.47	-	401.87	-
(ii) Employee related liabilities	145.94	-	125.73	-	187.51	-
(iii)Temporary credit balance in bank accounts	-	-	-	-	13.35	-
Total	**586.97**	**-**	**493.20**	**-**	**602.73**	**-**

(All amounts in INR millions, unless otherwise stated)

16. Revenue from operations (Revenue from contracts with customers)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Revenue from rendering of services			
(i) Website services and fees	881.96	991.00	825.62
(ii) Commission and related income (refer note (b) below)	1,601.87	1,816.57	1,607.16
Revenue from sale of Goods			
(iii) Sale of Used cars	13.00	175.25	-
Total	**2,496.83**	**2,982.82**	**2,432.78**

Note

(a) Ind AS 108 establishes standards for the way that companies report information about operating segments and related disclosures about products and services and major customers. The Company's operations pre-dominantly relate to automotive digital systems which connect automobile customers, OEMs, dealers, banks, insurance companies and other stakeholders, pertaining to sale of cars, trucks and commercial vehicles. Based on internal reporting provided to the Chief operating decision maker, the Company's operations predominantly relates to single reportable operating segment which are subject to same risk and rewards of operating and managing a media / platform for the automotive sector through website fees and commission and related services and trading of cars.

(b) Commission and related income includes revenue of Rs. 441.48 million for the year ended March 31, 2021 , Rs. 401.39 millions for March 31, 2020 and Rs. 227.61 million for March 31, 2019 over period of time for parking and registration fees.

16.1 Performance Obligations: for the details pertaining to performance obligation refer note 2.3 (f) of Annexure V

16.2 Contract Balances

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Trade Receivables	472.97	466.92	360.35
Contract Assets (Net of allowance for bad and doubtful debts of March 31, 2021 Rs. 4.59 million, March 31, 2020 Rs. 6.02 million and March 31, 2019 Rs. Nil)	278.67	179.60	80.77
Contract Liabilities	(92.05)	(63.03)	(53.93)

Trade receivables are non-interest bearing and are generally on terms of 0 to 90 days. In March 31, 2021, Rs. 80.32 million, March 31, 2020: Rs. 55.85 million and March 31, 2019: Rs. 29.03 million was recognised as provision for expected credit losses on trade receivables

Contract liabilities consists of Advance from customers and deferred revenue.

The Group has rendered services and recognised the revenue of Rs. 58.66 million for the year ended March 31, 2021 , Rs. 48.89 million in March 31, 2020 and Rs 38.43 million in March 31, 2019 during the period from the deferred revenue balance at the beginning of the year. It expects similarly to recognise revenue in year 2021-22 from the closing balance of deffered revenue as at March 31, 2021.

The Group usually renders services against the advance from customers within the next reporting period.

CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")
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Annexure VII : Notes to the Restated Ind AS Consolidated Summary Statements

17. Other Income

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
a) Interest Income on			
Bank deposits	4.03	2.01	1.85
Financial asset (ICD) carried at amortised cost	36.28	23.38	19.93
Income Tax Refund	3.57	3.44	3.80
Security Deposits	1.48	1.31	1.39
Financial asset (Investment) carried at amortised cost	21.32	8.94	6.00
Loan to employees	0.18	0.27	0.23
	66.86	**39.35**	**33.20**
b) Net gain on investment carried at fair value through Profit and Loss			
Gain on fair valuation of investment in mutual fund	170.16	143.59	182.43
Gain on sale of investment in mutual fund	1.37	2.40	3.98
Gain on fair value of investment in non-convertible debentures	30.28	-	-
	201.81	**145.99**	**186.41**
c) Other Non-Operating Income			
Liabilities no longer required written back	29.85	7.28	10.90
Profit on sale of Property, Plant and Equipment (Net)	0.06	0.28	0.11
Miscellaneous Income	19.82	8.73	4.65
	49.73	**16.29**	**15.66**
Total	**318.40**	**201.63**	**235.27**

Note: All components of Other Income included above, other than Miscellaneous Income are recurring in nature

18. Employee benefits expense

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Salaries , wages and bonus	1,148.29	1,108.87	1,075.71
Gratuity (Refer note 27 of Annexure VII)	16.72	15.17	12.05
Contributions to provident and other funds	51.71	51.88	41.07
Share-based payments to employees (Refer Note 29 of Annexure VII)	65.48	125.41	121.20
Staff welfare expenses	18.89	29.45	26.05
Total	**1,301.09**	**1,330.78**	**1,276.08**

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 Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company 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. Based on a preliminary assessment, the entity believes the impact of the change will not be significant.

19. Finance costs

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Interest expense on financial liabilities (lease liability)	42.98	34.89	23.81
Total	**42.98**	**34.89**	**23.81**

CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")
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Annexure VII : Notes to the Restated Ind AS Consolidated Summary Statements

20. Other expenses

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Power and fuel	16.70	22.58	19.96
Rent (Refer note 30 of Annexure VII)	55.77	56.66	47.49
Royalty paid	14.11	16.00	13.77
Commission and related expense	23.46	60.21	73.91
Security charges	149.77	188.37	35.33
Inspection and Valuation Charges	87.84	93.10	109.47
Repairs and maintenance - Others	23.22	23.09	26.70
Directors Sitting Fees	0.45	0.33	0.46
Insurance	6.00	4.01	2.20
Rates and taxes	8.89	23.30	3.61
Communication	22.81	29.49	27.82
Travelling and conveyance	35.56	125.37	118.19
Legal and professional fees	115.10	93.22	111.32
Payments to auditors (Refer Note 23 of Annexure VII)	7.82	5.73	4.84
Advertisement, Marketing and Sales Promotion Expenses	131.78	240.67	203.43
Corporate social responsibility expenses (Refer note 24 of Annexure VII)	8.08	5.36	0.50
Website Hosting Charges	25.24	23.11	19.50
Impairment allowance on financial assets	25.90	34.33	5.75
Bad Debts Written Off	-	0.87	4.98
Bank charges	3.84	7.00	5.72
Membership and Subscription fees	5.01	3.02	4.75
Miscellaneous expenses	22.24	28.59	21.96
Total	**789.59**	**1,084.41**	**861.65**

CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")
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Annexure VII : Notes to the Restated Ind AS Consolidated Summary Statements

21. Income tax

i) Income tax recognised in Restated Ind AS Consolidated IndAS Summary Statement of Profit and Loss

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Current tax (A)	97.75	112.82	105.80
Deferred tax			
Deferred tax on temporary differences	(47.23)	(36.61)	(10.66)
Initial recognition of deferred tax asset consequent to revision in estimate (Refer note (iii) below)	(591.50)	-	-
Deferred tax (Credit) (B)	(638.73)	(36.61)	(10.66)
Total income tax (Credit)/expense (A+B)	**(540.98)**	**76.21**	**95.14**

ii) The Income tax expense for the year can be reconciled to the accounting profit as follows:

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Restated profit before tax	469.76	389.13	354.30
Rate of tax	29.59%	27.16%	31.61%
Income tax expense at enacted tax rate	**139.00**	**105.68**	**111.98**
Effect of expenses that are not deductible in determining taxable profit	(24.67)	50.32	35.93
Effect of tax offsets not recognised as deferred tax assets	-	232.31	(49.11)
Minimum Alternate Tax (MAT) credit not recognised as deferred tax asset	-	-	8.00
Effect of expenses that are not deductible in determining taxable profit , but not claimed as an expense in books	(63.81)	(294.33)	(16.36)
Initial recognition of deferred tax on account of revision in estimate (Refer note (iii) below)			
a. unused tax losses and unabsorbed depreciation of earlier years	(645.50)	-	-
b. other items of earlier years	54.00		
	(591.50)	-	-
Adjustments in relation to tax of earlier years determined based on income tax assessments completed in the respective years	-	(18.69)	(0.19)
Others	-	0.92	4.89
Income tax expense recognised in statement of profit and loss	**(540.98)**	**76.21**	**95.14**

iii) Till March 31, 2020, the Parent Company did not recognise deferred tax asset ('DTA') in its standalone financial statements on the timing differences mainly arising from brought forward losses and unabsorbed depreciation due to the absence of reasonable certainty in accordance with Ind-AS 12. Pursuant to the changes in the Finance Bill 2021, goodwill of a business or profession is not to be considered as depreciable asset and no depreciation to be allowed in any situation for assessment years beginning on April 1, 2020. Depreciation on goodwill was one of the larger components contributing to accumulation of losses till foreseeable future for the Company. Given this proposed change in law, the Company has revised its estimate with respect to utilization of certain portion of its brought forward losses and unabsorbed depreciation relating to earlier years, to the extent it can be offset against future taxable profits and has accordingly recorded a Deferred Tax Asset of Rs. 645.50 million for the year ended in view of reasonable certainty based on revised estimates due to change in law. Further, the Company has also recognised net deferred tax liability of Rs. 54.00 million which was hitherto not recognised due to the lack of reasonable certainty of realisability of brought forward losses and unabsorbed depreciation.

iv) Pursuant to the Taxation Laws (Amendment) Act, 2019, corporate assesses have been given the option under section 115BBA of the Income Tax Act, 1961 to apply lower income tax rate with effect from April 1, 2019, subject to certain conditions specified therein. The Company has assessed the impact of the Law and has availed the beneficial (lower) rate of tax.

(All amounts in INR millions, unless otherwise stated)

Annexure VII : Notes to the Restated Ind AS Consolidated Summary Statements

22. Deferred tax balances

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Deferred tax assets (net) (Refer note 22.1 below)	654.18	30.56	28.13
Deferred tax liabilities (Refer note 22.2 below)	(63.10)	(78.90)	(95.72)

22.1 Components of deferred tax assets (net)

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Deferred tax asset:			
Impact of employee related retirement and other liabilities	22.02	18.70	12.77
Impact of Impairment allowance on trade receivables and contract assets	20.21	14.06	7.56
Property, plant and equipment: Impact of difference between tax depreciation and depreciation charged for financial reporting	(3.34)	2.55	13.93
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis	17.85	20.92	3.66
Impact of deferred tax on unused tax losses and unabsorbed depreciation (Refer note 21 (iii) and 22.3 below)	1,813.25	1,820.48	695.76
Impact of Deferred tax due on Ind AS 116 adjustments	27.71	(23.35)	16.79
Others	13.61	13.68	0.38
Deferred tax liabilities:			
Property, plant and equipment: Impact of difference between tax depreciation and depreciation charged for financial reporting	(0.10)	-	-
Financial instruments at fair value through Profit and loss	(89.27)	(33.13)	(45.96)
Total deferred tax assets (net)	1,821.94	1,833.91	704.89
Less: Deferred tax assets (net), not recognised	1,167.76	1,803.35	676.76
Total deferred tax assets (net) recognised	**654.18**	**30.56**	**28.13**

22.2 Components of deferred tax liabilities

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Impact of difference between tax amortisation and amortisation charged for financial reporting on intangible assets created on purchase price allocation (refer note 36 of Annexure VII)	(63.10)	(78.90)	(95.72)
Total deferred tax liabilities recognised	**(63.10)**	**(78.90)**	**(95.72)**

22.3 Unused tax losses and unabsorbed depreciation, are attributable to the following:

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Unabsorbed Depreciation (no expiry limit)	4,513.71	4,513.71	103.06
Unused tax losses (see below)	2,649.40	2,697.70	3,786.28

Breakup of expiry of balances

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
2019	-	-	29.64
2020	-	48.30	48.30
2021	125.77	125.77	125.77
2022	156.32	156.32	172.21
2023	679.20	679.20	679.20
2024	1,315.20	1,315.20	2,173.17
2025	247.85	247.85	419.46
2026	109.21	109.21	138.53
2027	15.85	15.85	-
Total unused tax losses	**2,649.40**	**2,697.70**	**3,786.28**

23. Payment to auditors

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
To statutory auditor			
i) For Audit and review services	8.50	4.62	2.10
ii) For Other services	0.85	0.90	0.30
iii) Reimbursement of expenses	0.17	0.21	0.00
Less: Fees for IPO related services, recoverable from selling shareholders	(1.75)	-	-
Total	**7.77**	**5.73**	**2.40**

(All amounts in INR millions, unless otherwise stated)

24. Details of CSR expenses

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Gross amount required to be spent by the Group during the period (A)	6.75	5.36	3.57
Amount approved by the Board to be spent during the year	6.75	5.36	3.57
Amount spent during the year (B)			
(1) Construction/acquisition of any assets	-	-	-
(2) Purpose other than (1) above	2.48	0.50	0.50
Total (B)	**2.48**	**0.50**	**0.50**
Details related to spent / unspent obligations:			
Contribution to Public Trust	-	0.50	0.50
Contribution to Charitbale Trust	1.33	-	-
Contribution ongoing projects	1.15	-	-
Unspent amount in relation to:			
- Ongoing project	5.60	4.86	-
- Other than ongoing projects	-	-	3.07
Total	**8.08**	**5.36**	**3.57**

Details of CSR expenditure under Section 135(6) of the Act in respect of ongoing projects:

Opening balance			
With the Group	4.86	-	-
In Separate CSR Unspent account	-	-	-
Amount required to be spent during the year	6.75	5.36	-
Amount spent during the year			
From the Group's bank account	(7.35)	(0.50)	-
From Separate CSR unspent account	-	-	-
Closing balance			
With the Group	3.42	4.86	-
In Separate CSR Unspent account	0.85	-	-

Details of CSR expenditure under Section 135(5) of the Act in respect of other than ongoing projects:

Opening Balance	-	-	-
Amount deposited in Specified Fund of Schedule VII of the Act within 6 months	-	-	-
Amount required to be spent during	-	-	-
Amount spent during the year	-	-	-
Closing balance	**-**	**-**	**-**

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(All amounts in INR millions, unless otherwise stated)

Annexure VII : Notes to the Restated Ind AS Consolidated Summary Statements

25. Earnings per share (EPS)

The following reflects the profit and share data used in the basic and diluted EPS computations:

Particulars		For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Basic				
Profit attributable to equity holders of the parent for basic earnings (Rs in million)	A	912.06	218.77	166.88
Less : Adjustments for effect of dilution	B	-	-	-
Profit/(loss) attributable to equity holders of the parent adjusted for the effect of dilution (Rs in million)	**C=A-B**	**912.06**	**218.77**	**166.88**
Weighted average number of Equity shares	D	34,78,550	34,49,303	34,49,303
Add: Impact of ordinary shares to be issued upon conversion of compulsorily convertible preference shares	E	3,78,62,036	3,52,99,477	3,52,99,477
Weighted average number of shares for Basic EPS	**F=D+E**	**4,13,40,586**	**3,87,48,780**	**3,87,48,780**
Effect of dilution:				
Add: Impact of ordinary shares to be issued upon conversion of Share Warrants	G	17,16,752	17,16,752	17,16,752
Employee stock option	H	44,73,268	26,43,268	26,53,268
Weighted average number of Equity shares adjusted for the effect of dilution	**I=F+G+H**	**4,75,30,606**	**4,31,08,800**	**4,31,18,800**
Basic earnings per share (in Rs)	J=C/F	22.06	5.65	4.31
Diluted earnings per share (in Rs)	K=C/I	19.19	5.07	3.87

Note : Earning Per Share have been restated to include the impact of compulsorily convertible preference shares outstanding as at each reporting date (which increased the denominator) and consider the impact of change on account of restatements.

(All amounts in INR millions, unless otherwise stated)

26. Segment reporting

Ind AS 108 establishes standards for the way that companies report information about operating segments and related disclosures about products and services and major customers. The Company's operations pre-dominantly relate to automotive digital systems which connect automobile customers, OEMs, dealers, banks, insurance companies and other stakeholders, pertaining to sale of cars, trucks and commercial vehicles. Based on internal reporting provided to the Chief operating decision maker, the Group's operations predominantly relates to single reportable operating segment which are subject to same risk and rewards of operating and managing a media / platform for the automotive sector through website fees and commission and related services.
As per management approach as defined in Ind AS 108, management committee reviews and monitors the operating results of the business segment for the purpose of making decisions about resource allocation and performance assessment using profit or loss and return on capital employed.

All non-current assets of the Company are located in India.
Geographical Revenue is allocated based on the location of the customer. Information regarding geographical revenue is as follows:

Geographical Revenue

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Revenue from customers			
- India	2,441.97	2,925.35	2,356.99
- Outside India	54.86	57.47	75.79
Total Revenue	**2,496.83**	**2,982.82**	**2,432.78**

(All amounts in INR millions, unless otherwise stated)

Annexure VII : Notes to the Restated Ind AS Consolidated Summary Statements

27. Employee Benefits

a) Defined Contribution Plans
The Group makes contributions towards a provident fund under a defined contribution retirement benefit plan for qualifying employees. The provident fund is administered by Employee Provident Fund Organisation. Under this scheme, the Group is required to contribute a specified percentage of payroll cost to fund the benefits.

Both the employees and the Group make pre-determined contributions to the provident fund. Amount recognized as expense amounts to Rs.51.71 Million for the year ended March 31, 2021, for the years ended, March 31, 2020: Rs. 51.88 million and March 31, 2019: Rs. 41.07 million under contributions to provident and other funds (Note 18 of Annexure VII Employee benefits expense).

b) Defined Benefit Plans
(i) The Group makes annual contribution towards gratuity to an unfunded / funded defined benefit plan for qualifying employees. All plans are unfunded except Shriram Automall India Limited. The plan provides for lump sum payments to employees whose right to receive gratuity had vested at the time of resignation, retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service except in case of death.

The present value of gratuity obligation is determined based on actuarial valuation using the Projected Unit credit Method, which recognises each period, of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

ii) The plan typically exposes the Group to actuarial risk such as interest rate risk, salary risk and demographic risk:
Interest rate risk - The defined benefit obligation is calculated using a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

Salary risk - Higher than expected increases in salary will increase the defined benefit obligation.

Demographic risk - This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

iii) The most recent actuarial valuation of the defined benefit obligation was carried out as at March 31, 2021 by an independent actuary.

iv) The details in respect of the amounts recognised in the Group's financial statements for the year ended March 31, 2021, March 31, 2020 and March 31, 2019 for the defined benefit scheme is as under:

Particulars	**Gratuity**		
	As at March 31, 2021	**As at March 31, 2020**	**As at March 31, 2019**
I. Principal Actuarial assumptions			
Discount rate	5.59% - 6.76%	5.60% - 6.85%	7.45%-7.88%
Expected rate of salary increase	5.00% - 8.00%	5.00% - 8.00%	5.00% - 10.00%
Mortality tables			
CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")	IALM (2006-08) Ult.,100% of IALM 2012-14	IALM (2006-08) Ult.,100% of IALM 2012-14	IALM (2006-08) Ult.
Withdrawal Rates			
CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")	20% p.a. at younger ages reducing to 23% p.a. at older ages	20% p.a. at younger ages reducing to 23% p.a. at older ages	Policy 1: 25% at younger ages reducing to 1% at older ages. Policy 2: 20% at age band 21-30,16% at age band 31-40, 23% at age band 41-57.
Shriram Automall India Limited ("SAMIL")	For service upto 5 years 10% and for service more than 5 years 5.00% p.a.	For service upto 5 years 10% and below 10.00% p.a. and for service more than 5 years 5.00% p.a.	For service 4 years and below 10.00% p.a. and for service 5 years and above 5.00% p.a.
Weighted average duration (in years)	5.24-9.98	5.11-11.9	5.22 - 8.06

The discount rate is based on the prevailing market yields of Government of India securities as at the balance sheet date for the estimated term of the obligations. The estimates of future compensation cost considered in the actuarial valuation take account of inflation, seniority, promotion and other relevant factors.

Particulars	**Gratuity**		
	As at March 31, 2021	**As at March 31, 2020**	**As at March 31, 2019**
II. Components of defined benefit costs recognised in the Statement of Profit and loss			
Service cost:			
Current service cost	13.84	12.06	9.62
Past service cost and (gain) / loss from settlements	-	-	-
Net interest expense	4.87	5.36	2.43
Expected return on plan assets	(2.05)	(2.25)	-
Components of defined benefit costs recognised in the Statement of Profit and loss (Refer Note 18 of Annexure VII)	**16.66**	**15.17**	**12.05**

Particulars	**Gratuity**		
	As at March 31, 2021	**As at March 31, 2020**	**As at March 31, 2019**
III. Components of defined benefit costs recognised in the other comprehensive income			
Remeasurement on the net defined benefit liability:			
Return on plan assets (excluding the amount included in net interest cost)	(0.82)	1.28	0.55
Actuarial (gains) / losses arising from changes in financial assumptions	4.89	(1.67)	1.36
Actuarial (gains) / losses arising from changes in demographic assumptions	-	(8.43)	-
Actuarial (gains) / losses arising from changes in experience adjustments	3.56	13.93	1.00
Adjustments for restrictions on the defined benefit asset	-	-	-
Components of defined benefit costs / (income) recognised in other comprehensive income	**7.63**	**5.11**	**2.91**

Particulars	Gratuity		
	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
IV. Change in the defined benefit obligation			
Opening defined benefit obligation	79.53	72.18	59.62
Liability Transferred in / acquisitions	-	1.03	-
Current service cost	13.84	12.06	9.85
Past service cost and (gain) / loss from settlements	-	-	-
Interest cost	4.87	5.36	4.59
Liability transferred in/acquisitions	-	-	2.63
Effect of Changes in Foreign Exchange Rates	-	-	(1.91)
Liability transferred out/divestment	-	(0.90)	(0.01)
Remeasurement (gains)/losses:			
Actuarial (gains) / losses arising from changes in financial assumptions	(4.89)	(4.19)	1.36
Actuarial (gains) / losses arising from changes in demographic assumptions	-	(0.18)	-
Actuarial (gains) / losses arising from changes in experience adjustments	(3.56)	0.54	1.00
Benefits paid	(5.01)	(6.37)	(4.95)
Closing defined benefit obligation	**84.78**	**79.53**	**72.18**

Particulars	Gratuity		
	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
V. Change in the Fair value of Plan Assets :			
Fair Value of Plan Assets at the Beginning of the year	30.87	29.19	27.56
Interest Income on plan Assets	2.053	2.25	2.17
Contributions by the Employer	-	-	1.91
Benefit Paid	(0.72)	(1.85)	(1.91)
Return on Plan Assets	(0.82)	1.28	(0.55)
Fair Value of Plan Assets at the End of the year	**31.38**	**30.87**	**29.18**

Particulars	Gratuity		
	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
VII. Disaggregation of Assets :			
Category of Assets -			
Insurance Fund	31.38	30.87	29.18

Sensitivity Analysis for Parent

Particulars	Gratuity		
	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Defined Benefit Obligation - Discount Rate + 50 basis points	49.13	43.81	35.85
Defined Benefit Obligation - Discount Rate - 50 basis points	51.68	46.01	38.18
Defined Benefit Obligation - Salary Escalation Rate + 50 basis points	51.65	45.98	38.17
Defined Benefit Obligation - Salary Escalation Rate - 50 basis points	49.14	43.82	35.85

Sensitivity Analysis for Shriram Automall India Limited (and step-down subsidiaries)

Particulars	Gratuity		
	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Defined Benefit Obligation - Discount Rate + 10 basis points	2.93	3.45	2.77
Defined Benefit Obligation - Discount Rate - 10 basis points	3.25	4.10	3.20
Defined Benefit Obligation - Salary Escalation Rate + 10 basis points	(2.67)	4.14	3.20
Defined Benefit Obligation - Salary Escalation Rate - 10 basis points	(0.29)	3.57	2.86
Defined Benefit Obligation - Rate of employee turnover + 10 basis points	0.09	1.15	0.62
Defined Benefit Obligation - Rate of employee turnover - 10 basis points	0.01	1.95	0.70

These sensitivities have been calculated above to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analyses.

Maturity Analysis of the Benefit Payments :

Particulars	Gratuity		
	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
1st Following year	1.71	8.51	8.25
Sum of years 2 to 5 year	18.24	32.01	28.03
Sum of years 6 to 10	35.48	32.60	29.91
Sum of years 11 and above	40.89	60.95	62.58

Note :Of the above all the gratuity is unfunded except Shriram Automall India Limited.

c. Leave plan and compensated absences

The liability for compensated absences for the year ended March 31, 2021 is Rs. 25.37 Miilion , for the years ended, March 31, 2020 : Rs 26.04 Miilion and March 31, 2019: Rs. 21.37 Miilion shown under provisions.

(All amounts in INR millions, unless otherwise stated)

28. Capital Management

For the purpose of the Company’s capital management, capital includes equity capital, convertible preference shares and all other equity reserves attributable to the equity shareholders of the Company. The primary objective of the Company when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximize shareholder value.

As at each year end, the Company has only one class of equity shares and has lease liabilities and no debt. Consequent to such capital structure, there are no externally imposed capital requirements. In order to maintain or achieve an optimal capital structure, the Company allocates its capital for re-investment into business based on its long term financial plans.

29 (1) . Employee Stock Option Scheme

(a) In 2010, 2011, 2014 and 2015 the Company had instituted an Equity settled “Employee Stock Option Plan 2010" (ESOP 2010), “Employee Stock Option Plan 2011" (ESOP 2011), “Employee Stock Option Plan 2014" (ESOP 2014) and "Employee Stock Option Plan 2015" (ESOP 2015) for its employees and directors. The “ESOP 2010", "ESOP 2011” ,"ESOP 2014” and "ESOP 2015" are administered through by the Board. Under the scheme, the Board has accorded its consent to grant options exercisable into not more than 447,500 (under "ESOP 2010"), 802,608 (under "ESOP 2011") 300,710 (under "ESOP 2014") ,1,355,000 (under "ESOP 2015"),1,134,241 (under "ESOP 2021 I") and 2,000,000 (under "ESOP 2021 II") Equity Shares of Rs. 10 each of the Company.

Particulars	No of options in Pool	Maximum number / % of Options that shall vest
ESOP Scheme 2010	4,47,500	25% vests every year
ESOP Scheme 2011	8,02,608	25% vests every year
ESOP Scheme 2014	3,00,710	25% vests every year
ESOP Scheme 2015	13,55,000	25% vests every year
ESOP Scheme 2021 I	11,34,241	25% vests every year
ESOP Scheme 2021 II	20,00,000	15,00,000 option vest in one year and balance 25% vests every year

The following table list the inputs to the Black Scholes Models used for the weighted average fair valuation of the options granted under ESOP Scheme 2015:

Particulars	March 31, 2021	March 31, 2020	March 31, 2019
Dividend yield (%)	0%	0%	0%
Expected volatility (%)	44.80%	44.80%	44.42%
Risk free interest rate (%)	7.13%	7.13%	7.26%
Spot price (Rs)	373.13	373.13	361.79
Exercise price (Rs)	271.57	220.55	278.04
Expected life of options granted in the year (in years)	7	7	7

The details of activity under ESOP Scheme 2010

Particulars	March 31, 2021	March 31, 2020	March 31, 2019
Outstanding at the beginning of the year (Weighted average exercise price for each year Rs.19.16)	1,97,500	1,97,500	1,97,500
Granted During the year	-	-	-
Forfeited during the year	-	-	-
Exercised During the year	(1,35,000)	-	-
Outstanding at the end of the year	62,500	1,97,500	1,97,500
Weighted average exercise price of options outstanding at the end of year (in Rs.)	14.43	19.16	19.16
No. of Option vested until year end	62,500	1,97,500	1,97,500
Weighted average remaining contractual life (in years)	0.30	0.87	1.87
Weighted average exercise price of options on the date of grant (in Rs.)	19.16	19.16	19.16
Weghted average Fair Value of options (in Rs.)	7.17	4.08	4.08

Options exercised at an exercise price of Rs. 11/- and fair value of shares as on date of exercise of Rs. 825/-

The details of activity under ESOP Scheme 2011

Particulars	March 31, 2021	March 31, 2020	March 31, 2019
Outstanding at the beginning of the year	7,60,058	7,60,058	7,60,058
Weighted average exercise price of options outstanding at the beginning of year (in Rs.)	28.74	28.74	28.74
Granted During the year	-	-	-
Forfeited during the year	-	-	-
Exercised During the year	-	-	-
Outstanding at the end of the year	7,60,058	7,60,058	7,60,058
Weighted average exercise price of options outstanding at the end of year (in Rs.)	28.74	28.74	28.74
No. of Option vested until year end	7,60,058	7,60,058	7,60,058
Weighted average remaining contractual life (in years)	1.82	2.82	3.82
Weighted average Excersice price of options on the date of grant (in Rs.)	28.74	28.74	28.74
Fair Value of options (in Rs.)	10.50	10.50	10.50

The details of activity under ESOP Scheme 2014

Particulars	March 31, 2021	March 31, 2020	March 31, 2019
Outstanding at the beginning of the year (Weighted average exercise price for each year Rs.205.34)	3,00,710	3,00,710	3,00,710
Granted During the year	-	-	-
Forfeited during the year	-	-	-
Exercised During the year	-	-	-
Outstanding at the end of the year (Weighted average exercise price for each year Rs.205.34)	3,00,710	3,00,710	3,00,710
No. of Option vested until year end	3,00,710	3,00,710	3,00,710
Weighted average remaining contractual life (in years)	3.59	4.59	5.59
Weighted average Excersice price of options on the date of grant (in Rs.)	205.34	205.34	205.34
Fair Value of options (in Rs.)	2.93	2.93	2.93

The details of activity under ESOP Scheme 2015

Particulars	March 31, 2021	March 31, 2020	March 31, 2019
Outstanding at the beginning of the year	13,85,000	13,95,000	9,65,000
Granted During the year	-	45,000	4,30,000
Forfeited during the year	-	(17,500)	-
Exercised During the year	-	-	-
Lapsed During the year	(35,000)	(37,500)	-
Outstanding at the end of the year	13,50,000	13,85,000	13,95,000
Weighted average exercise price of options outstanding at the beginning of year (in Rs.)	220.55	278.04	191.61
Weighted average exercise price of options outstanding at the end of year (in Rs.)	271.57	220.55	278.04
No. of Option vested until year end	11,05,000	9,90,000	7,81,250
Weighted average remaining contractual life (in years)	5.82	6.84	7.78
Weighted average Excersice price of options on the date of grant (in Rs.)	282.78	227.23	278.04
Fair Value of options (in Rs.)	161.76	134.38	78.90

Weighted average exercise price of options granted, forfeited and lapsed during the year ended March 31, 2021 and years ended March 31, 2020 and March 31, 2019 is Rs. 472/-

The details of activity under ESOP Scheme 2021 II

Particulars	March 31, 2021	March 31, 2020	March 31, 2019
Outstanding at the beginning of the year	-	-	-
Granted During the year	20,00,000	-	-
Forfeited during the year	-	-	-
Exercised During the year	-	-	-
Lapsed During the year	-	-	-
Outstanding at the end of the year	20,00,000	-	-
Weighted average exercise price of options outstanding at the beginning of year (in Rs.)	-	-	-
Weighted average exercise price of options outstanding at the end of year (in Rs.)	825	-	-
No. of Option vested until year end	-	-	-
Weighted average remaining contractual life (in years)	7.00	-	-
Weighted average Excersice price of options on the date of grant (in Rs.)	825.00	-	-
Fair Value of options (in Rs.)	967.26	-	-

(All amounts in INR millions, unless otherwise stated)

29 (2). SAMIL Employee Stock Option Scheme

The Shriram Automall India Limited ('SAMIL') provides share-based payment schemes to its employees. During the year ended March 31, 2020 an employee stock option plan (ESOP) was in existence. The relevant details of the scheme and the grant are as below.

On April 27, 2018, the extra general meeting of shareholders & NRC (Nomination and Remuneration committee) granted option aggregating to 6,75,000 options at an exercise price of ₹ 50 per share to the employees of the SAMIL (other than CEO and Whole-time Director) and the employee of the subsidiary companies under SAMIL ESOP Plan-I. Also, On August 16, 2020, the board of directors of SAMIL approved 782,000 options & 521740 options at exercise price of ₹ 10 per share under SAMIL ESOP Plan-II & SAMIL ESOP Plan-III respectively. The options are subject to satisfaction of the prescribed vesting conditions, viz., continuing employment with the SAMIL. The above plan is covered under SAMIL ESOP Plan-I. The other relevant terms of the grant are as below:

	ESOP PLAN-I	ESOP PLAN-II	ESOP PLAN-III
Date of Grant	April 27, 2018	August 16, 2018	August 16, 2018
Date of Board/Committee Approval	April 20, 2018	August 14, 2018	August 14, 2018
Date of Shareholder's approval	April 27, 2018	August 16, 2018	August 16, 2018
No of Options under the Scheme	9,78,261	7,82,609	8,47,826
Number of option granted	6,75,000	7,82,609	521,740*
Method of settlement (Cash/Equity)	Equity	Equity	Equity
Vesting Period	April 26, 2020 - 25% April 26, 2021 - 25% April 26, 2022 - 25% April 26, 2023 - 25%	August 16, 2019	August 16, 2019 - 25% March 31, 2020 - 25% March 31, 2021 - 25% March 31, 2022 - 25%
Exercise Price per share	50	10	10
Fair value on grant date as per valuation report	April 26, 2020 - ₹ 37.79 April 26, 2021 - ₹ 40.54 April 26, 2022 - ₹ 43.21 April 26, 2023 - ₹ 45.66	₹ 63.95	August 16, 2019 - ₹ 63.95 March 31, 2020 - ₹ 64.34 March 31, 2021 - ₹ 64.89 March 31, 2022 - ₹ 65.43
Option given to	Employees of SAMIL (Other than CEO and Whole-time Director of SAMIL)	CEO and Whole time Director of SAMIL	CEO and Whole time Director of SAMIL

Under SAMIL ESOP Plan-III, the SAMIL granted 326,087 performance based stock options to its CEO under its stock options Plan. As per the terms of the agreement, these options shall vest based on achievement of EBITDA target including all its present and future subsidiaries in a Financial Year on or before March 31, 2024. Vesting would be on the date on which the target is achieved. During year-ended March 31, 2019, the SAMIL determined fair value and assessed it to be not probable and accordingly, did not account for compensation expense. During year-ended March 31, 2020, as part of its annual re-assessment, the SAMIL assessed the target to be achievable and accordingly, has recognized compensation expense on a straight-line basis over the remaining vesting period ending on March 31, 2024.

The details of activities of SAMIL ESOP Plan-I

	March 31, 2021		March 31, 2020		March 31, 2019	
	No. of options	WAEP (in ₹)	No. of options	WAEP (in ₹)	No. of options	WAEP (in ₹)
Outstanding at the beginning of the year	6,14,000	50.00	6,75,000	50.00	-	-
Granted during the year	10,000	-	-	-	6,75,000	50.00
Forfeited during the year	(35,000)	50.00	(61,000)	50.00	-	-
Exercised during the year	-	-	-	-	-	-
Effect of share split	-	-	-	-	-	-
Effect of bonus issue	-	-	-	-	-	-
Outstanding at the end of the year	5,89,000	50.00	6,14,000	50.00	6,75,000	50.00
Exercisable at the end of the year	1,44,750	50.00	-	-	-	
Weighted average share price at the date of exercise		-	-	-	-	
Weighted average remaining contractual life for the options outstanding	2.07 years		3.07 years		4.07 years	

The details of activities of SAMIL ESOP Plan-II

	March 31, 2021		March 31, 2020		March 31, 2019	
	No. of options	WAEP (in ₹)	No. of options	WAEP (in ₹)	No. of options	WAEP (in ₹)
Outstanding at the beginning of the year	7,82,609	10.00	7,82,609	10.00	-	-
Granted during the year	-	-	-	-	7,82,609	10.00
Forfeited during the year	-	-	-	-	-	-
Exercised during the year	-	-	-	-	-	-
Effect of share split	-	-	-	-	-	-
Effect of bonus issue	-	-	-	-	-	-
Outstanding at the end of the year	7,82,609	10.00	7,82,609	10.00	7,82,609	10.00
Exercisable at the end of the year	7,82,609	10.00	7,82,609	10.00	7,82,609	10.00
Weighted average share price at the date of exercise		-	-	-	-	
Weighted average remaining contractual life for the options outstanding		-	-	-	0.63 years	

The details of activities of SAMIL ESOP Plan-III

	March 31, 2021		March 31, 2020		March 31, 2019	
	No. of options	WAEP (in ₹)	No. of options	WAEP (in ₹)	No. of options	WAEP (in ₹)
Outstanding at the beginning of the year	5,21,740	-	5,21,740	10.00	-	-
Granted during the year	-	10.00	-	-	5,21,740	10.00
Forfeited during the year	-	-	-	-	-	-
Exercised during the year	-	-	-	-	-	-
Effect of share split	-	-	-	-	-	-
Effect of bonus issue	-	-	-	-	-	-
Outstanding at the end of the year	5,21,740	10.00	5,21,740	10.00	5,21,740	10.00
Exercisable at the end of the year	3,91,305		2,60,870	10.00		-
Weighted average share price at the date of exercise	-	-	-	-		
Weighted average remaining contractual life for the options outstanding	1 year		2 years		3 years	

The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

	SAMIL Plan -I			
	Vesting I 26 April 2020	Vesting II 26 April 2021	Vesting III 26 April 2022	Vesting IV 26 April 2023
Dividend yield (%)	0.00%	0.00%	0.00%	0.00%
Expected volatility	27.20%	26.80%	27.70%	28.70%
Risk-free interest rate	7.76%	7.836%	7.861%	7.855%
Weighted average share price (₹)	71.56	71.56	71.56	71.56
Exercise price (₹)	50	50	50	50
Expected life of options granted in years	4.50	5.50	6.50	7.50
Weighted average fair value of option at the measurement date	37.79	40.54	43.21	45.66

(All amounts in INR millions, unless otherwise stated)

	SAMIL Plan-II
	Vesting I
	August 16, 2019
Dividend yield (%)	0.00%
Expected volatility	29.00%
Risk-free interest rate	7.80%
Weighted average fair market price (Rs.)	71.56
Exercise price (Rs.)	10
Expected life of options granted in years	3.50
Weighted average fair value of option at the time of grant (Rs.)	63.95

	SAMIL Plan-III			
	Vesting I	**Vesting II**	**Vesting III**	**Vesting IV**
	16 August 2019	**31 March 2020**	**31 March 2021**	**31 March 2022**
Dividend yield (%)	0.00%	0.00%	0.00%	0.00%
Expected volatility	28.10%	27.20%	26.50%	26.60%
Risk-free interest rate	7.803%	7.896%	7.924%	8.007%
Weighted average share price (₹)	71.56	71.56	71.56	71.56
Exercise price (₹)	10	10	10	10
Expected life of options granted in years	3.50	4.12	5.12	6.12
Weighted average fair value of option at the measurement date	63.95	64.34	64.89	65.43

The above referred notes are part of restated consolidated summary statement.

Annexure VII : Notes to the Restated Ind AS Consolidated Summary Statements

30.1. Leases

Transition

For the purpose of preparation of Restated Ind AS Summary Statements, management has evaluated the impact of change in accounting policies on adoption of Ind AS 116 for each of the year ended 31 March 2021, 31 March 2020 and 31 march 2019. Hence in these Restated Ind AS Summary Statements, effective 01 April 2018, the Company adopted Ind AS 116 “Leases” and applied the standard to all lease contracts existing on 01 April 2018 using the modified retrospective method and has taken the cumulative adjustment to retained earnings, on the date of initial application. Consequently, the Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the right to use asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the lessee’s incremental borrowing rate at the date of initial application.

The following is the summary of practical expedients elected on initial application:

a) Applying a single discount rate to a portfolio of leases with reasonably similar characteristics
b) Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application.
c) Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.
d) Covid-19-Related Rent Concessions: The amendment provided relief to lessees from applying Ind AS 116 guidance on lease modification accounting for rent concessions arising as a direct consequence of the Covid-19 pandemic. As a practical expedient, a Group has elected not to assess whether a Covid-19 related rent concession from a lessor is a lease modification. This amendment had an impact of Rs. 10.67 million (recognised under miscellaneous income) during the year ended March 31, 2021.

The weighted average incremental borrowing rate applied to lease liabilities as at April 1, 2018 is 9.40%.

30.2 Revenue

The Group has adopted Ind AS 115 " Revenue from Contracts with Customers " from April 01, 2018, however for the purpose of restatement it is taken back to April 01, 2018 resulted in changes in accounting policies in the Restated Consolidated Financial Information.

Transition

The effect on adoption of Ind AS 115 was NIL

(All amounts in INR millions, unless otherwise stated)

Annexure VII : Notes to the Restated Ind AS Consolidated Summary Statements

31. Financial Instruments

(i) Categories of financial instruments

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Financial assets			
Measured at FVTPL			
Current Investments - Mutual Funds	6,219.10	2,707.85	2,833.63
Investment in Debentures	235.79	205.51	-
Measured at amortised cost			
Investments in subordinated debts	-	34.10	36.97
Loan	493.00	378.50	259.50
Trade Receivables	472.97	466.92	360.35
Cash and cash equivalents	219.94	195.21	215.86
Bank balance other than cash and cash equivalents mentioned above	24.85	20.73	0.40
Other financial assets	552.58	257.09	125.07
Financial liabilities			
Measured at amortised cost			
Trade payables	222.40	195.74	180.64
Other financial liabilities	586.97	493.20	602.73
Lease liabilities	545.51	421.40	334.99

(ii) Financial risk management objectives and policies

The Group's principal financial liabilities comprise trade payables and lease liabilities. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include loans, trade receivables, and cash and cash equivalents that derive directly from its operations. The Group also holds investments in debt instruments, fixed deposits and mutual funds.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Group's senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Group. The financial risk committee provides assurance to the Group's senior management that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

(iii)(a)Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency risk and other price risk. Financial instruments affected by market risk include debt price due to interest rate risk.

Debt price due to interest rate risk

Treasury performs a comprehensive corporate interest rate risk management by continuous review of investment portfolio and portfolio exposure to instruments having lower credit rating, balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

Foreign currency risk

The Group undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are not hedged considering the small quantum and short period of such exposure.The carrying amounts of the Group's foreign currency denominated monetary liabilities at the end of the reporting period, which are not hedged is Nil.

The carrying amounts of the Group's foreign currency denominated monetary assets as at the end of the reporting period, which are not hedged:

Currency	Assets as at		
	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
USD	-	-	6.27
SGD	-	-	0.02

Foreign Currency sensitivity analysis

The following table details the Group's sensitivity to a 5% increase and decrease in INR against the relevant foreign currencies. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rates. A positive number below indicates an increase in profit or equity where the Indian Rupee strengthens 5% against the relevant currency. For a 5% weakening of the Indian Rupee against the relevant currency, there would be a comparable impact on the profit or equity, and the balances below would be negative.

Particulars	Currency impact		
	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
USD	-	-	0.31
SGD	-	-	*
Impact on profit or loss for the year	-	-	0.31

* Below the Groups rounding off measures

The sensitivity to foreign currency of equity is not measured since there are no foreign currency exposures which affect equity directly.

(iii)(b) Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. Group has adopted a policy of only dealing with creditworthy counterparties, as a means of mitigating the risk of financial loss from defaults. The Company
obtains market feedback on the creditworthiness of the customer concerned. Customer wise outstanding receivables are reviewed on a monthly basis and where necessary, the credit allowed to particular customers for subsequent sales is adjusted in line with their past payment performance. Credit exposure is controlled by counterparty limits and internal review of receivables by way of Group policy and external litigations with parties which are reviewed and approved by management on a quarterly basis.

For details pertaining to trade recievables and contract assets including impairment allowance on the same refer to Note 16 of Annexure VII and for details pertaining to other financial assets including impairment allowance on the same refer to Note 4(ii) of Annexure VII

The Ageing analysis of trade receivables (net) before adjustment of impairment allowance of Rs. 80.32 millions (March 31, 2020- Rs. 55.84 millions and March 31, 2019 - Rs. 29.03 millions) as of the reporting date is as follows:

Particulars	As at		
	March 31, 2021	March 31, 2020	March 31, 2019
0-30 days	279.02	271.14	157.06
30-90 days	113.36	110.25	94.79
90-180 days	33.63	60.28	71.51
181-365 days	29.39	35.41	24.05
Above 365 days	97.89	45.69	41.97
Total	**553.29**	**522.77**	**389.38**

(ii)(c) Financial instruments and cash deposits note

The Group invests in mutual funds, debentures and sub-ordinated debts with Balanced risk. The Group recognised provision for expected credit losses/profit on its instruments at fair value through OCI .
The Group's maximum exposure to credit risk for the components of the balance sheet at 31 March 2021 and 31 March 2020 is the carrying amounts as per note 5 .

(iii)(d) Liquidity risk management

The following tables detail the Group's remaining contractual maturity for its financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at respective reporting dates

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at March 31, 2021

Particulars	On demand	Due in 1st year	Due in 1to 5 years	Carrying amount
Financial Liabilities				
Trade payables	-	222.40	-	222.40
Other financial liabilities	-	586.97	-	586.97
Lease liabilities	-	81.52	463.99	545.51
Total	**-**	**890.89**	**463.99**	**1,354.88**

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at March 31, 2020

Particulars	On demand	Due in 1st year	Due in 1to 5 years	Carrying amount
Financial Liabilities				
Trade payables	-	195.74	-	195.74
Other financial liabilities	-	493.20	-	493.20
Lease liabilities	-	75.71	345.70	421.41
Total	**-**	**764.65**	**345.70**	**1,110.36**

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at March 31, 2019

Particulars	On demand	Due in 1st year	Due in 1to 5 years	Carrying amount
Financial Liabilities				
Trade payables	-	180.64	-	180.64
Other financial liabilities	-	602.73	-	602.73
Lease liabilities	-	117.60	217.39	334.99
Total	**-**	**900.97**	**217.39**	**1,118.36**

(All amounts in INR millions, unless otherwise stated)

32. Fair Value Measurement

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. In accordance with Ind AS, the Company's investments in debt mutual funds have been fair valued. The Company has designated investments as fair value through profit and loss. Management assessed that the carrying values of cash and cash equivalents, trade receivables, trade payables, and other current liabilities approximate their fair values largely due to the short-term maturities of these instruments.

Set out below, is a comparison by class of the carrying amounts and fair value of the Group's financial assets and liabilities with carrying amounts that are reasonable approximations of fair values

Particulars	As at March 31, 2021		As at March 31, 2020		As at March 31, 2019	
	Carrying amount	Fair value	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets						
Financial assets at amortised cost:						
Investments in subordinated debts	-	-	34.10	34.10	36.97	36.97
Loan	493.00	493.00	378.50	378.50	259.50	259.50
Trade Receivables	472.97	472.97	466.92	466.92	360.35	360.35
Cash and cash equivalents	219.94	219.94	195.21	195.21	215.86	215.86
Bank balance other than cash and cash equivalents mentioned above	24.85	24.85	20.73	20.73	0.40	0.40
Other financial assets	552.58	552.58	257.09	257.09	125.07	125.07
Financial Liabilities						
Financial liabilities held at amortised cost:						
Trade payables	222.40	222.40	195.74	195.74	180.64	180.64
Other financial liabilities	586.97	586.97	493.20	493.20	602.73	602.73
Lease liabilities	545.51	545.51	421.40	421.40	334.99	334.99

The Company uses the hierarchy for determining and disclosing the fair value of financial instruments by valuation techniques as mentioned in Note 4 (i) to Anenxure VII:

Financial Asset/ Financial Liabilities	Fair Value			Fair Value Hierarchy	Valuation technique and key inputs
	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019		
Financial assets					
Investment in Mutual Fund	6,219.10	2,707.85	2,833.63	Level 1	Quoted price in active markets (Net Asset Value issued by fund)
Investment in Debentures	235.79	205.51	-	Level 1	NAV issued by third party custodian

There have been no transfers between Level 1 and Level 2 during the above mentioned periods.

CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")
(All amounts in INR millions, unless otherwise stated)

Annexure VII : Notes to the Restated Ind AS Consolidated Summary Statements

33. Related party transactions

A .Details of related parties

Description of relationship	Names of related parties
Subsidiaries (held directly)	Shriram Automall India Limited Automotive Exchange Private Limited (refer note 3 below) CarTrade Finance Private Limited
Subsidiaries (held indirectly)	CarTradeExchange Solutions Private Limited (formerly known as "Motogo India Private Limited") Adroit Inspection Services Private Limited Augeo Asset Management Private Limited
Key Management Personnel	Vinay Sanghi (Chief Executive Officer Aneesha Menon (Chief Financial Officer) (w.e.f. July 01, 2020) Lal Bahadur Pal (Company Secretary)
Relatives of key management personnel	Varun Sanghi Ms. Diya Sanghi (April 26, 2020 to August 31, 2020) Rashi Uday Gangwal (w.e.f. July 01, 2020)
Enterprise having significant influence over the material subsidiary	Shriram Transport Finance Company Limited

B. Nature of Material Transactions/ Names of Related Parties

Sr. No.	Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
A	**Remumeration to Key management personnel (Refer Note 1 below)**			
1	Vinay Sanghi	56.50	47.42	44.59
2	Aneesha Menon	7.66	-	-
3	Lal Bahadur Pal	1.73	1.71	0.55
B	**Enterprises having significant influence over the subsidiary**			
1	**Shriram Transport Finance Company Limited**			
	Payments / Expenses			
a	Other expenses	51.32	53.63	80.12
	Receipts/Income			
a	Reimbursement of expenses	173.37	177.39	67.33
b	Interest on inter-corporate deposit paid	36.28	23.38	19.93
c	Interest on subordinated debt & NCD	21.10	7.15	3.68
d	Other income	3.20	4.52	-
e	Interest on fixed deposit	2.67	-	-
	Other Transactions			
a	Inter-corporate deposit repaid	94.00	131.00	550.50
b	Inter-corporate deposit given	208.50	250.00	526.50
c	Investment in Fixed deposits	200.00	-	-
C	**Remumeration to relatives of key management personnel (Refer Note 1 below)**			
1	Varun Sanghi	2.42	1.68	1.04
2	Diya Sanghi	0.10	-	-
3	Rashi Uday Gangwal	1.06	-	-

C. Balance outstanding

Sr. No.	Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
A	**Shriram Transport Finance Company Limited**			
1	Unsecured loans and advances payable	-	-	5.77
2	Inter-corporate deposit (Receivable)	493.00	378.50	259.50
3	Interest receivable on inter-corporate deposit	-	-	4.32
4	Investment in Fixed Deposit	200.00	-	-
5	Investment in subordinated debt & NCD	235.78	230.56	22.69
6	Interest receivable	9.18	19.74	5.21
7	Interest receivable on fixed deposit	2.47	-	-
8	Trade Receivables	0.70	0.59	-

D. Following transactions were eliminated on consolidation

Sr. No.	Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
A)	**Transactions during the year**			
	Reimbursement of expenses by CarTrade Tech Limited			
	Shriram Automall India Limited	3.71	3.59	10.78
	CarTradeExchange Solutions Private Limited	11.88	16.54	16.88
	CarTrade Finance Private Limited	4.67	1.14	-
	Commission and related expense paid by CarTrade Tech Limited			
	CarTradeExchange Solutions Private Limited	30.35	47.28	65.05
	Shriram Automall India Limited	-	-	18.31
	Inspection and Valuation Charges paid by CarTrade Tech Limited			
	Adroit Inspection Services Private Limited	-	-	1.06
	Interest on loan taken from CarTrade Tech Limited			
	Automotive Exchange Private Limited	-	-	0.56
	Repayment of loan to CarTrade Tech Limited			
	Automotive Exchange Private Limited	-	-	30.16
	Service Business Income in the books of Shriram Automall India Limited			
	Adroit Inspection Services Private Limited	3.83	3.60	-
	Interest Income in the books of Shriram Automall India Limited			
	Adroit Inspection Services Private Limited	4.00	3.30	2.05
	CarTradeExchange Solutions Private Limited	0.13	0.03	0.72
	Augeo Asset Management Private Limited	0.27	-	-
	Employee Benefit Expenses in the books of Shriram Automall India Limited			
	Adroit Inspection Services Private Limited	-	-	0.12
	Other expenses in the books of Shriram Automall India Limited			
	Adroit Inspection Services Private Limited	24.06	32.78	15.45
	Augeo Asset Management Private Limited	7.55	0.42	-
			-	-
	Valuation income in the books of Adroit Inspection Services Private Limited			
	CarTradeExchange Solutions Private Limited	6.75	14.68	-
	Finance Cost in the books of Shriram Automall India Limited			
	CarTradeExchange Solutions Private Limited	-	1.96	-

Note 1 : Remuneration to KMP includes share based payment of Rs. 9.19 million determined in accordance with applicable accounting standards and does not include the provision for gratuity and compensated absences which are determined on an actuarial basis for the Company as a whole.

Note 2: The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. This assessment is undertaken each financial period/year through examining the financial position of the related party and market in which the related party operations.

Note 3: The transactions elimination on consolidation include transactions with Automotive Exchange Private Limited for the years ended March 31, 2019, since the effective date of the merger (Refer note 36 C of Annexure VII) was subsequent to approval of the audited consolidated financial statements for the respective years.

(All amounts in INR millions, unless otherwise stated)

Annexure VII : Notes to the Restated Ind AS Consolidated Summary Statements

34. Capital and other commitments

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Estimated amount of contracts remaining to be executed on capital account and not provided for	8.34	9.41	6.25

35. Contingent Liabilities

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Income Tax (refer note (i) below)	-	3.70	2.08
Service Tax (refer note (ii) below)	4.86	4.86	4.86
Maharastra Value Added Tax (refer note (iii) below)	7.53	7.53	19.18

i) Shriram Automall India Limited ("subsidiary company") received notice u/s 143(1) of Income Tax Act'1961, from the Income Tax Authorities requiring the subsidiary company to pay additional tax of Rs. 1.38 million (March 31, 2020 Rs. 1.38 million, March 31, 2019 Rs. 1.38 million) for assessment year 2016-17. The management has filed rectification u/s 154 of Income Tax Act'1961 which has been rejected by Department, later during the FY 2020-21, the amount of Rs. 1.38 millions adjusted with refund for AY 2019-20. The management doesn't intend to contest further and accounted for Rs. 1.38 million in Income Statement.

The subsidiary company received notice from the Income Tax Authorities requiring the subsidiary company to pay additional tax of Rs. 2.32 million (March 31, 2020 Rs. 2.32 million, March 31, 2019 Rs. 0.44 million) for assessment year 2017-18. The demand pertains to disallowance of disallowances u/s 43(B) and royalty expenses, treating it as capital expenditure. The subsidiary company had filed an appeal with Commissioner of Income Tax (Appeal) contesting the demand made by assessing officer. During the FY 2020-21, the CIT (A) passed an order in company's favour via order no. ITA No. 0375/CIT(A)-15/2019-20 dt. 22 Sep 2020 and directed the AO to arrive out the correct income as per Income tax act.

ii) Shriram Automall India Limited ("subsidiary company") has received show cause notice during 2015-16, wherein it was alleged that the subsidiary company has incorrectly availed Cenvat Credit of Rs. 2.45 million (31 March 2020 Rs. 2.45 million,31 March 2019 Rs. 2.45 million) on ineligible services not related to the Output and certain capital goods. It was also alleged that the subsidiary company availed Cenvat Credit of Rs. 1.74 million (31 March 2020 Rs. 1.74 million, 31 March 2019 Rs. 1.74 million) on input services commonly used in respect of taxable and exempt services. Additionally, adjudicating authority imposed the interest & penalty of Rs. 4.2 million (31 March 2020 Rs. 4.2 million,31 March 2019 Rs. 4.2 million), which was confirmed by Commission of Service Tax (Appeal). The subsidiary company has adjusted / paid service tax amounting to Rs. 3.6 million (31 March 2020: Rs. 3.6 million, 31 March 2019: Rs. 3.6 million) and filed the appeal in Service Tax Appellate Tribunal. The management is confident of favourable outcome in Appeal.

The subsidiary company has received show cause notice during 2015-16 for prior years, wherein it was alleged that the subsidiary company has incorrectly availed Cenvat Credit of Rs. 2.58 million (March 31, 2020 Rs. 2.58 million,March 31, 2019 Rs. 2.58 million) and has also not discharged service tax liability of Rs. 4.41 million (March 31, 2020 Rs. 4.41 million,March 31, 2019 Rs. 4.41 million) on its output services. The subsidiary company has provided for & paid the demand of Rs. 4.41 million (March 31, 2020 Rs. 4.41 million,March 31, 2019 Rs. 4.41 million) and opted for Sabka Vishwas (Legacy Dispute Resolution) Scheme 2019. The subsidiary company has filed the application on October 10, 2019 and the relief was granted to the Company for Rs. 2.58 million under Sabka Vishwas (Legacy Dispute Resolution) Scheme 2019.

iii) Maharashtra VAT authorities have alleged that Shriram Automall India Limited ("subsidiary company") is regularly conducting auction sale of motor vehicles repossessed by financing companies, which are taxable under MVAT Act. However, the subsidiary company has neither obtained registration under MVAT Act nor discharged VAT on the sale of repossessed motor vehicles. As per the authorities, the subsidiary would qualify as a 'deemed dealer' under the MVAT Act as Section 2(8) of MVAT Act provides that an auctioneer would also be regarded as a 'deemed dealer' and activity of selling/auctioning of repossessed vehicles qualifies as 'sale' under MVAT Act. Accordingly, authorities have imposed VAT (along with interest and penalty) of Rs. 18.13 million (March 31, 2020 Rs. 18.13 million, March 31, 2019 Rs. 18.13 million) on the value of motor vehicles auctioned by the subsidiary company. The subsidiary had filed an appeal before Commissioner (Appeals) against the above Order. The Commissioner (Appeals) has given deduction for the services fees recovered by the subsidiary company from vendors for providing auction services and for the Instances wherein the subsidiary has produced documents to prove that VAT has been duly paid by the vendor and, passed an OIA against the subsidiary company. The subsidiary company has filed an appeal before the Hon'ble Maharashtra Sales Tax Tribunal and the matter is still pending. the subsidiary company has paid Rs. 9.90 million (March 31, 2020 Rs. 9.90 million,March 31, 2019 Rs. 9.90 million) under protest. The subsidiary company has made provision of Rs. 4.1 million (net off of payment by vendors of Rs. 6.5 million) towards demand and remaining amount of Rs. 7.53 million has been disclosed. The management is confident of favourable outcome in Appeal.

iv) There are numerous interpretative issues relating to the Supreme Court (SC) judgement on PF dated February 28, 2019. As a matter of caution, Shriram Automall India Limited ("subsidiary company") has made a provision on a prospective basis from the date of the SC order. The subsidiary company will update its provision, on receiving further clarity on the subject.

v) Shriram Automall India Limited ("the subsidiary company") has received various claims from its customers, in relation to the services rendered by it. The subsidiary company has either responded to such claims directly to customers or filed a response with appropriate authorities, where such claims were lodged by the customers. There exists an uncertainty over the outcome of such cases, however the management believes that the subsidiary company is acting merely as a facilitator and accordingly, is confident of favourable outcome based on the advice of its legal counsel and therefore not recorded any provision against such claims.

Annexure VII : Notes to the Restated Ind AS Consolidated Summary Statements

36. Acquisitions and mergers

(A) Acquisition of Augeo Asset Management Private Limited
On 8th January 2020, Shriram Automall India Limited acquired 6,07,300 equity shares at fair value of Rs. 24.70 per share being 54.85% of the voting shares of Augeo Asset Management Private Limited, a non-listed Company based in India and specialised in providing wide range of stressed asset management services, e-auction, e-sourcing, in exchange for the Company's shares. Shriram Automall India Limited acquired Augeo Asset Management Private Limited because it significantly provides knowledge services across diverse industry verticals that empower businesses with greater process and efficiencies.
Shriram Automall India Limited has elected to measure the controlling interests in the acquiree at fair value.

	(Amount in million)
I. Purchase consideration	15.00

II. The fair value of assets and liabilities recognized as a result of the acquisition is as follows:

Assets	**(Amount in million)**
Property, Plant and Equipment	0.34
Other Intangible Assets	0.25
Capital Work in Progress	0.81
Investments	0.10
Cash and Cash Equivalents	0.28
Other Financial Assets	0.17
Other Current Assets	0.58
Total assets acquired (A)	**2.53**
Liabilities	
Deferred Tax Liabilities	(0.01)
Borrowings	(0.17)
Trade payables	(1.81)
Other Current Liabilities	(0.04)
Provisions	(0.63)
Total liabilities acquired (B)	**(2.66)**
Total net assets acquired	**(0.13)**
Non-Controlling Interest @ 45.15%	(0.06)
Group's share of net identifiable asset acquired	(0.07)
Share in capital (6,07,300 equity shares at fair value of Rs. 24.70 per share)	15.00
Share in opening loss of subsisiary	(2.79)
Goodwill arisisng on acquisition	2.86
Total Purchase consideration	**15.00**

Note: Goodwill recognised is not expected to be deductible for income tax purposes.

The Group measured the acquired lease liabilities using the present value of the remaining lease payments at the date of acquisition. The right-of-use assets were measured at an amount equal to the lease liabilities and adjusted to reflect the favourable terms of the lease relative to market terms

Annexure VII : Notes to the Restated Ind AS Consolidated Summary Statements

36. Acquisitions and mergers

(B) Acquisition of Shriram Automall India Limited
During the year ended March 31, 2018, pursuant to Share Purchase Agreement (SPA) dated January 24, 2018 entered into by the Company with Shriram Automall India Limited and Shriram Transport Finance Company Limited, the Company has acquired 1,66,30,435 in Shriram Automall India Limited equivalent to 55.45% stake in existing capital as defined in a shareholders agreement as against consideration of Rs.1,563.76 million paid by the Company on February 6, 2018 (i.e. date of aquisition). This Company was acquired as a strategic investment given that it is in the business of automotive.

The fair value of assets and liabilities of SAMIL as on date of acquisition is as follows:

Particulars	(Amount in million)
ASSETS	
Non-current assets	
(a) Property, plant and equipment	455.24
(b) Other Intangible assets (including Customer Contract)	446.08
(c) Financial assets	
(i) Investments	26.68
(ii) Loans	0.40
(iii) Other financial assets	9.00
(d) Deferred tax assets (net)	13.75
(e) Other non-current assets	7.25
Current assets	
(a) Financial Assets	
(i) Investments	11.57
(ii) Trade receivables (net of provisions)	131.31
(iii) Cash and cash equivalents	47.78
(iv) Bank balances other than (iii) above	0.22
(v) Loans	320.28
(vi) Other financial Assets	8.31
(b) Other current assets	23.19
Total assets acquired (A)	**1,501.06**
Liabilities	
Non-current liabilities	
(i) Deferred tax liabilities (net)	114.50
Current liabilities	
(i) Trade payables	431.50
(ii) Other Financial liabilities	5.58
(iv) Other current liabilities	39.53
(vi) Provisions	30.62
Total liabilities acquired (B)	**621.73**
Net identifiable assets acquired (C=A-B)	**879.33**
Non controlling interest @ 44.57% (D= C x 44.57%)	**391.92**
Group's share of net identifiable assets acquired (E = C x 55.43%)	**487.41**

Goodwill on acquisition of SAMIL

Purchase Consideration (in cash)	1,563.76
Less: Group's share of net identifiable assets acquired	487.41
Goodwill on acquisition	**1,076.35**

Goodwill recognised is not expected to be deductible for income tax purposes.For details pertaining to profit or loss from this acquisition refer note 38 of Annexure VII .

Annexure VII : Notes to the Restated Ind AS Consolidated Summary Statements

36 C. Acquisitions and mergers

On August 28, 2019, the NCLT approved the scheme of amalgamation with its wholly owned subsidiary namely Automotive Exchange Private Limited ('AEPL') from the appointed date i.e. April 1, 2017. Scheme was filed with ROC on November 4, 2019, and the effective date of scheme is April 1, 2017. The amalgamation has been accounted under the 'pooling of interests' method in the standalone financial statements of the Company based on the carrying value of the assets and liabilities of erstwhile AEPL.

This transaction does not have any bearing on these Restated Ind AS Consolidated Summary Statements, however, since these Restated Ind AS Consolidated Summary Statements pertaining to the year ended March 31, 2019 have been compiled from the audited consolidated financial statements for the respective years in accordance with SEBI ICDR Regulations and Guidance Note, appropriate information pertaining to AEPL has been disclosed in note 33 and note 37 of Annexure VII.

(All amounts in INR millions, unless otherwise stated)

Annexure VII : Notes to the Restated Ind AS Consolidated Summary Statements

37. Subsidiaries considered in the preparation of the consolidation Financial Statements

Name of Subsidiary	Principal activity	Country of Incorporation	Percentage of effective ownership		
			As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
(a) Subsidiaries					
Automotive Exchange Private Limited (Refer note 36 C of Annexure VII)	Media/Platform for automotive sector	India	NA	NA	100.00%
CarTrade Finance Private Limited	Finance	India	100.00%	100.00%	NA
Shriram Automall India Limited	Auctions	India	55.43%	55.43%	55.43%
(b) Subsidiaries of Shriram Automall India Limited					
Adroit Inspection Services Private Limited (Adroit)	Inspection	India	55.43%	55.43%	55.43%
CarTrade Exchange Solutions India Private Limited (CTE) (formerly known as Motogo India Private Limited)	Auctions	India	55.43%	55.43%	55.43%
Augeo Asset Management Private Limited (Augeo)	Asset management services	India	30.40%	30.40%	NA

The Company owns 55.43% of SAMIL which inturn owns 100% in Adroit, CTE and 54.85% in Augeo.

(All amounts in INR millions, unless otherwise stated)

Annexure VII : Notes to the Restated Ind AS Consolidated Summary Statements

38. Material partly-owned subsidiaries

Proportion of ownership interests and voting rights held by non-controlling interests

Name of Subsidiary	Country of incorporation and operation	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Shriram Automall India Limited	India	44.57%	44.57%	44.57%

Disclosure of Non controlling interest

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Accumulated balances of material non-controlling interest:	654.39	537.98	404.96
Profit allocated to material non-controlling interest:	119.53	111.26	108.57

Summarised balance sheet

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Property, Plant and Equipment ,Other intangible assets and other non-current assets	1,610.75	1,278.22	936.78
Cash and cash equivalents, other current and financial assets	976.32	815.76	794.05
Total Assets	**2,587.07**	**2,093.98**	**1,730.83**
Provisions	18.07	20.37	15.93
Trade and other payable	1,100.78	866.57	806.31
Total Liabilities	**1,118.85**	**886.94**	**822.24**
Total Equity	**1,468.22**	**1,207.04**	**908.59**
Equity holders of Parent	813.83	669.06	503.63
Non- Controlling interest	654.39	537.98	404.96

Summarised profit and loss for the year ended

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Revenue from Operations	1,279.44	1,540.61	1,336.72
Other Income	115.73	59.06	39.82
	1,395.17	**1,599.67**	**1,376.54**
Other Expenses	1,059.19	1,222.02	1,014.88
Finance Cost	39.82	30.59	16.27
	1,099.01	**1,252.61**	**1,031.15**
Profit Before Tax	**296.16**	**347.06**	**345.39**
Tax Expense	**32.52**	**100.23**	**99.92**
Profit for the year before OCI	**263.64**	**246.83**	**245.47**
Other Comprehensive income (OCI)	**4.55**	**2.80**	**(1.88)**
Total Comprehensive income	**268.19**	**249.63**	**243.59**
Equity holders of Parent	148.66	138.37	135.02
Non- Controlling interest	119.53	111.26	108.57

Summarised Cash flow for the year ended

	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Net Cash generated from Operations	128.88	114.77	267.31
Net Cash generated used in Investing Activities	(60.36)	(30.72)	(271.24)
Net Cash generated used in Financing Activities	(89.82)	(72.03)	-
Net increase/ (decrease) in cash and cash equivalents	**(21.30)**	**12.02**	**(3.93)**

Annexure VII: Notes to the Restated Ind AS Consolidated Summary Financial Information

39. Statement containing specific disclosure of the entities which are included in Restated Ind AS Consolidated summary financial information

Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013 for the year ended March 31, 2021 and for the year ended March 31, 2020 and March 31, 2019.

For the year ended March 31, 2021

Name of the entity in the Group	Net assets, i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Rupees in millions	As % of consolidated profit or loss	Rupees in millions	As % of consolidated other comprehensive income	Rupees in millions	As % of total comprehensive income	Rupees in millions
Parent								
CarTrade Tech Limited	91.48%	16,127.50	73.45%	761.10	23.89%	1.09	73.16%	762.19
Subsidiaries								
Shriram Automall India Limited	3.31%	567.94	14.73%	136.86	42.35%	2.57	14.89%	139.43
CarTrade finance Private Limited	0.14%	25.37	(0.46%)	(4.72)	0.00%	-	(0.46%)	(4.72)
Subsidiaries of SAMIL & stepdown subsidiaries of CarTrade								
Adroit Inspection Services Private Limited	0.33%	39.70	0.70%	7.16	3.28%	0.20	0.71%	7.35
CarTradeExchange Solutions Private Limited (formerly known as Motogo India Private Limited)	0.18%	48.68	1.69%	17.42	(4.99%)	(0.30)	1.65%	17.12
Augeo Asset Management Private Limited	(0.02%)	(3.41)	(0.76%)	(7.82)	1.55%	0.09	(0.75%)	(7.73)
		-				-		
Non-controlling Interests in all subsidiaries	4.58%	818.44	10.65%	100.74	33.92%	2.06	10.79%	102.80
Total	**100.00%**	**17,624.22**	**100.00%**	**1,010.74**	**100.00%**	**5.71**	**100.00%**	**1,016.45**

CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")
(All amounts in INR millions, unless otherwise stated)

For the year ended March 31, 2020

Name of the entity in the Group	Net assets, i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Rupees in millions	As % of consolidated profit or loss	Rupees in millions	As % of consolidated other comprehensive income	Rupees in millions	As % of total comprehensive income	Rupees in millions
Parent								
CarTrade Tech Limited	91.12%	12,141.40	26.13%	81.76	(81.53%)	(2.59)	25.04%	79.16
Subsidiaries								
Shriram Automall India Limited	2.92%	389.25	38.71%	121.15	7.42%	0.24	38.40%	121.39
CarTrade finance Private Limited	0.19%	25.15	0.12%	0.38			0.12%	0.38
Subsidiaries of SAMIL & stepdown subsidiaries of CarTrade								
Adroit Inspection Services Private Limited	0.25%	33.63	3.17%	9.93	24.04%	0.76	3.38%	10.69
CarTradeExchange Solutions Private Limited (formerly known as Motogo India Private Limited)	0.17%	22.33	3.45%	10.80	67.57%	2.15	4.10%	12.95
Augeo Asset Management Private Limited	0.08%	10.58	(1.68%)	(5.25)	1.10%	0.04	(1.65%)	(5.22)
Non-controlling Interests in all subsidiaries	5.27%	702.75	30.09%	94.17	81.40%	2.58	30.61%	96.75
Total	**100.00%**	**13,325.09**	**100.00%**	**312.94**	**100.00%**	**3.17**	**100.00%**	**316.11**

For the year ended March 31, 2019

Name of the entity in the Group	Net assets, i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Rupees in millions	As % of consolidated profit or loss	Rupees in millions	As % of consolidated other comprehensive income	Rupees in millions	As % of total comprehensive income	Rupees in millions
Parent								
CarTrade Tech Limited	91.71%	11,804.49	25.04%	64.89	(61.07%)	1.25	25.72%	66.14
Subsidiaries								
1. Automotive Exchange Private Limited	2.32%	298.90	13.89%	36.00	55.60%	(1.14)	13.56%	34.86
2.Shriram Automall India Limited	1.40%	180.13	21.83%	56.58	44.98%	(0.92)	21.64%	55.66
Subsidiaries of SAMIL & stepdown subsidiaries of CarTrade								
Adroit Inspection Services Private Limited	0.17%	22.24	0.45%	1.17	5.58%	(0.11)	0.41%	1.06
CarTradeExchange Solutions Private Limited (formerly known as Motogo India Private Limited)	0.07%	8.71	3.18%	8.24	7.92%	(0.16)	3.14%	8.08
Non-controlling Interests in all subsidiaries	4.33%	556.76	35.61%	92.29	47.00%	(0.96)	35.52%	91.33
Total	**100.00%**	**12,871.23**	**100.00%**	**259.17**	**100.00%**	**(2.04)**	**100.00%**	**257.13**

(All amounts in INR millions, unless otherwise stated)

Annexure VII: Notes to the Restated Ind AS Consolidated Summary Financial Information

40. In view of the COVID-19 pandemic, the Group has assessed the counterparty credit risk in case of financial assets (comprising of cash and cash equivalents, bank deposits and investments in mutual funds, sub-ordinated debts, non-convertible debentures, intercorporate loans) and considered subsequent recoveries, past trends, credit risks profile of customers in case of trade receivables and unbilled revenues. The company while assessing Right to Use Asset and Goodwill, has considered past trend, future business projections and does not foresee either significant down-sizing of its operations or any changes in lease terms. As at the balance sheet date, the Group has evaluated the impact of COVID 19 on its financial statements. The impact of COVID 19 may differ from that estimated as at the date of approval of these financial statements.

41. Events after the reporting period as at March 31, 2021

a) On April 8, 2021 the Company has allotted 13,36,310 equity shares of Rs. 10 each at a price of Rs. 1,376.80/- per share, raising Rs. 1,839.837 million on a preferential basis.

b) On April 8, 2021, Mr. Vinay Vinod Sanghi, Whole Time Director of the Parent Company exercised his option to convert 17,16,752 warrants (refer note 8(v) of Annexure VII) into
(i) 7,76,707 equity shares at a price of Rs. 510 per share, aggregating to Rs. 396.12 million;
(ii) 1,40,045 equity shares, at a price of Rs. 596 per share, aggregating to Rs. 83.47 million; and
(iii) 8,00,000 equity shares, at a price of Rs. 117 per share, aggregating to Rs. 93.60 million.

c) On April 1, 2021 the Company has granted 2,30,000 ESOP options under ESOP 2021 I to various employee of the Company including KMP vide Compensation committee and Board Meeting dated April 23, 2021.

The above statements should be read with Accounting Policies, Statement of Restatement adjustments and notes to the Restated Ind AS Consolidated Summary Statements at Annexure V, VI and VII respectively.

As per our report of even date
For S. R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration number:101049W/E300004

per Govind Ahuja
Partner

Membership no: 048966
Place: Mumbai
Date: July 13, 2021

For and on behalf of the Board of Directors of
CarTrade Tech Limited (formerly known as "MXC Solutions India Private Limited ")

Vinay Sanghi	**Aneesha Menon**	**Lalbahadur Pal**
Chairman, Managing director and Chief Executive Officer	**Chief Financial Officer and Director**	**Company Secretary and Compliance Officer**
DIN: 00309085	**DIN: 07779195**	**ACS: 40812**
Place: Mumbai	Place: Mumbai	Place: Mumbai
Date: July 13, 2021	Date: July 13, 2021	Date: July 13, 2021

OTHER FINANCIAL INFORMATION

The table below depicts certain ratios including accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

(₹ in million, except share data)

Particulars	As at and for the year ended March 31, 2021	As at and for the year ended March 31, 2020	As at and for the year ended March 31, 2019
Restated profit for the year attributable to equity holders of the parent (A) (₹ in million)	912.06	218.77	166.88
Weighted average number of shares in calculating basic EPS (B)	4,13,40,586	3,87,48,780	3,87,48,780
Weighted average number of shares in calculatiIdiluted EPS (C)	4,75,30,606	4,31,08,800	4,31,18,800
Basic Earnings per share (in Rs.) (D = A/B)	22.06	5.65	4.31
Diluted Earnings per share (in Rs.) (E = A/C)	19.19	5.07	3.87
Restated net worth attributable to equity holders of the parent (A)	16,805.78	12,622.34	12,314.45
Restated profit for the year attributable to equity holders of the parent (B)	912.06	218.77	166.88
Restated return on net worth (%) (B) / (A)	5.43%	1.73%	1.36%
Restated net worth attributable to equity holders of the parent (A)	16,805.78	12,622.34	12,314.45
Total number of shares outstanding (B)	4,13,40,586	3,87,48,780	3,87,48,780
Net Asset Value per share (C = A/B) (in Rs.)	406.52	325.75	317.80
Restated profit for the year (A)	**1,010.74**	**312.94**	**259.17**
Total tax expense / (credit) (B)	(540.98)	76.21	95.14
Finance cost (C)	42.98	34.89	23.81
Depreciation and amortisation expense (D)	199.27	173.82	152.18
EBITDA (E = A+B+C+D)	**712.01**	**597.86**	**530.30**
Total Income (F)	**2,815.23**	**3,184.45**	**2,668.05**
EBITDA Margin (%) (G=E/F)	**25.29%**	**18.77%**	**19.88%**
Share-based payments to employees (H)	65.48	125.41	121.20
Adjusted EBITDA (I=G+H)	**777.49**	**723.27**	**651.50**
Adjusted EBITDA Margin (%) (J=I/F)	27.62%	22.71%	24.42%
Restated profit before tax for the year (A)	**469.76**	389.15	354.31
Total Income (B)	2,815.23	3,184.45	2,668.05
Profit before tax margin (%) (C=A/B)	16.69%	12.22%	13.28%

The ratios have been computed as under:

(i) Basic and diluted earnings per share: Basic and diluted earnings per share are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended).
Basic earnings per share is calculated as Restated profit for the year attributable to equity holders of the Company divided by weighted average number of shares in calculating basic EPS.
Diluted earnings per share is calculated as Restated profit for the year attributable to equity holders of the Company divided by Weighted average number of diluted shares in calculating diluted EPS.

(ii) Weighted average number of shares in calculating basic EPS is the number of ordinary shares outstanding including the ordinary shares to be issued on conversion of compulsorily convertible preference shares, outstanding at the beginning of the year adjusted by the impact of number of shares issued during the year multiplied by the time weighting factor.
Weighted average number of shares in calculating diluted EPS is the weighted average number of shares in calculating basic EPS including the impact of dilution on employee stock options and ordinary shares to be issued on conversion of share warrants.

(iii) Return on Net Worth ratio: Restated Profit for the year attributable to equity holders of the parent divided by the Equity attributable to equity holders of the parent at the end of the year.

(iv) EBITDA is calculated as restated profit before tax, plus depreciation, amortization expenses and finance costs, while EBITDA Margin is the percentage of EBITDA divided by Total Income.

(v) Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and 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, derived from the restated financial statements, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation, attributable to the owners of the Company.

(vi) Net asset value per Equity share is calculated as Restated net worth at the end of the year divided by the total outstanding number of shares.

The above ratios have been computed on the basis of the amount derived from the Restated Consolidated Financial Information.

(vii) Adjusted EBITDA is calculated as restated profit before tax, plus depreciation, amortization expenses and finance costs and share based payments to employees, while Adjusted EBITDA Margin is the percentage of Adjusted EBITDA divided by Total Income.

(viii) Profit before tax margin is calculated as restated profit before tax for the year divided by Total Income.

In accordance with the SEBI ICDR Regulations, the standalone audited financial information of our Company and its Material Subsidiary, namely, SAMIL, for Fiscal 2019, 2020 and 2021 are available on our website at https://www.cartradetech.com/financial-statements.html ("**Audited Financial Statements**"). Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements and the related reports do not constitute, (i) a part of this Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company. None of the Company or any of its advisors, nor any Book Running Lead Managers or the Selling Shareholder, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

For this purpose, a Subsidiary shall be considered 'material' if it contributes 10% or more to the turnover or net-worth or profits before tax in the annual consolidated audited financial statements of the respective financial year. The definitions of turnover, net-worth and profits before tax have the same meaning as ascribed to them in the Companies Act.

RELATED PARTY TRANSACTIONS

Set out below are the details of the inter-corporate deposits and non-convertible debentures of STFCL:

Inter-corporate deposits:

Particulars	**Amount as on (in ₹ million)**	**Tenure**	**Interest rate**	**Defaults/rescheduling**
March 31, 2019	259.50	Payable on demand	7.50%	None
March 31, 2020	378.50	Payable on demand	7.50%	None
March 31, 2021	493.00	Payable on demand	7.50%	None

Non-convertible debentures:

Particulars	**Amount as on (in ₹ million)**	**Tenure**	**Average ROI**	**Defaults/rescheduling**
March 31, 2019	-	NA	NA	NA
March 31, 2020	205.51	Tenure varies from 3 years, 5 years, 7 years to 10 years	8.7% to 9.7%	None
March 31, 2021	235.78	Tenure varies from 3 years, 5 years, 7 years to 10 years	8.7% to 9.7%	None

For details of the related party transactions, as per the requirements under applicable Accounting Standards i.e. Ind AS 24 read with the SEBI ICDR Regulations, 'Related Party Disclosures' for the Fiscals 2021, 2020 and 2019, and as reported in the Restated Consolidated Financial Information, see "*Financial Statements – Annexure VII : Notes to the Restated Ind AS Consolidated Summary Statements – 33. Related Party Transactions*" on page 237.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our Restated Consolidated Financial Information for the Financial Years 2021, 2020 and 2019, including the schedules and notes thereto, included elsewhere in this Red Herring Prospectus. Ind AS differs in certain material respects from Indian GAAP, US GAAP and International Financial Reporting Standards.

This discussion contains certain forward-looking statements and reflects our current views with respect to future events and financial performance. 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 "Risk Factors" and "Forward Looking Statements" included in this Red Herring Prospectus.

Our Financial Year ends on March 31 of each year. Accordingly, all references to a particular financial year are to the 12 month period ended March 31 of that year.

The industry-related information contained in this section has been extracted from the RedSeer Report. We commissioned and paid for the RedSeer Report for the purposes of confirming our understanding of the industry in connection with the Offer as no report is publicly available which provides a comprehensive industry analysis, particularly for our Company's products and services, that may be similar to the RedSeer Report. Neither our Company, nor any other person connected with the Offer, including the Lead Managers, have independently verified the industry or third party-related information in the RedSeer Report or other publicly available information cited in this Red Herring Prospectus. For further details and risks in relation to commissioned reports, see "Risk Factors – Internal Risk Factors – We have referred to the data derived from the industry report commissioned from the RedSeer Report." on page 41.

We have included Non-GAAP financial measures and certain other statistical information relating to our operations and financial performance in this Red Herring Prospectus, which is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with Ind AS, Indian GAAP, IFRS or U.S. GAAP.

Further, these financial and operational performance indicators are not defined under Ind AS, IFRS or U.S. GAAP, and therefore, should not be viewed as substitutes for performance, liquidity or profitability measures under Ind AS, IFRS or U.S. GAAP. In addition, such Non-GAAP measures are not standardised terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance.

Overview

Our platforms, CarWale and BikeWale, ranked number one on relative online search popularity when compared to their key competitors over the period from April 2020 to March 2021, while Shriram Automall is one of the leading used vehicle auction platforms based on number of vehicles listed for auction for the financial year 2020 *(Source: RedSeer Report).* Among our key competitors, we were the only profitable automotive digital platform for the financial year 2020 *(Source: RedSeer Report)*.

For the financial years 2021, 2020 and 2019, our total income was ₹ 2,815.23 million, ₹ 3,184.45 million and ₹ 2,668.05 million, respectively, and our restated profit for the year was ₹ 1,010.74 million, ₹ 312.94 million and ₹ 259.17 million, respectively. Our Adjusted EBITDA margin was 27.62%, 22.71% and 24.42% for the financial years 2021, 2020 and 2019, respectively.

We are a multi-channel auto platform with coverage and presence across vehicle types and value-added services *(Source: RedSeer Report)*. Our platforms operate under several brands: CarWale, CarTrade, Shriram Automall, BikeWale, CarTrade Exchange, Adroit Auto and AutoBiz. Through these platforms, we enable new and used automobile customers, vehicle dealerships, vehicle OEMs and other businesses to buy and sell their vehicles in a simple and efficient manner. Our vision is to create an automotive digital ecosystem which connects automobile customers, OEMs, dealers, banks, insurance companies and other stakeholders.

The automotive ecosystem is highly fragmented and complex. The process of buying vehicles requires buyers to go through several channels and numerous stages. The multiplicity of transactions creates potential inefficiencies and can negatively affect the margins of the seller that can be achieved on the sale of a vehicle. Collectively, the inefficiencies in the ecosystem highlight the opportunity for an online automotive marketplace to bring together and match the right vehicle buyers and vehicle sellers on a single platform. Accordingly, there has been a constant move towards online automotive portals, and the total addressable market for online automotive portals in India was estimated at US$ 14.3 billion in the financial year 2020 *(Source: RedSeer Report)*.

In the three months ended June 30, 2021, our consumer platforms, CarWale, CarTrade and BikeWale collectively had an average of 27.11 million unique visitors per month, with 88.14% being organic visitors (i.e., as a result of unpaid searches). Our brands, CarWale and BikeWale, ranked number one on relative online search popularity when compared to their key competitors over the period from April 2020 to March 2021 *(Source: RedSeer Report)*. We believe that the strength of our brands and their association with trust, quality and reliability are key attributes in our business, which increase consumer confidence and influence their consumption behaviour. We endeavour to deliver a superior consumer experience, which is reflected by an average time per visit of 3 minutes and 7 seconds during the three months ended June 30, 2021 on the CarWale website.

We are a multi-channel auto platform with coverage and presence across vehicle types and value-added services *(Source: RedSeer Report)*. We offer a variety of solutions across the automotive transaction value chain for marketing, buying, selling and financing of new and pre-owned cars, two-wheelers as well as pre-owned commercial vehicles and farm and construction equipment. A summary of our key offerings is as follows:

- Car shoppers can visit our CarWale and CarTrade platforms to research and connect with dealers, OEMs and other partners to sell and buy cars from the large variety of new and used cars offered by them. In addition, we engage with financing and automotive ancillary companies to offer their products and services on CarWale and CarTrade.

- Customers looking for new and used two-wheelers can research and connect with dealers, OEMs and other partners on BikeWale to sell and buy two-wheelers from the large variety of new and used two-wheelers offered by them.

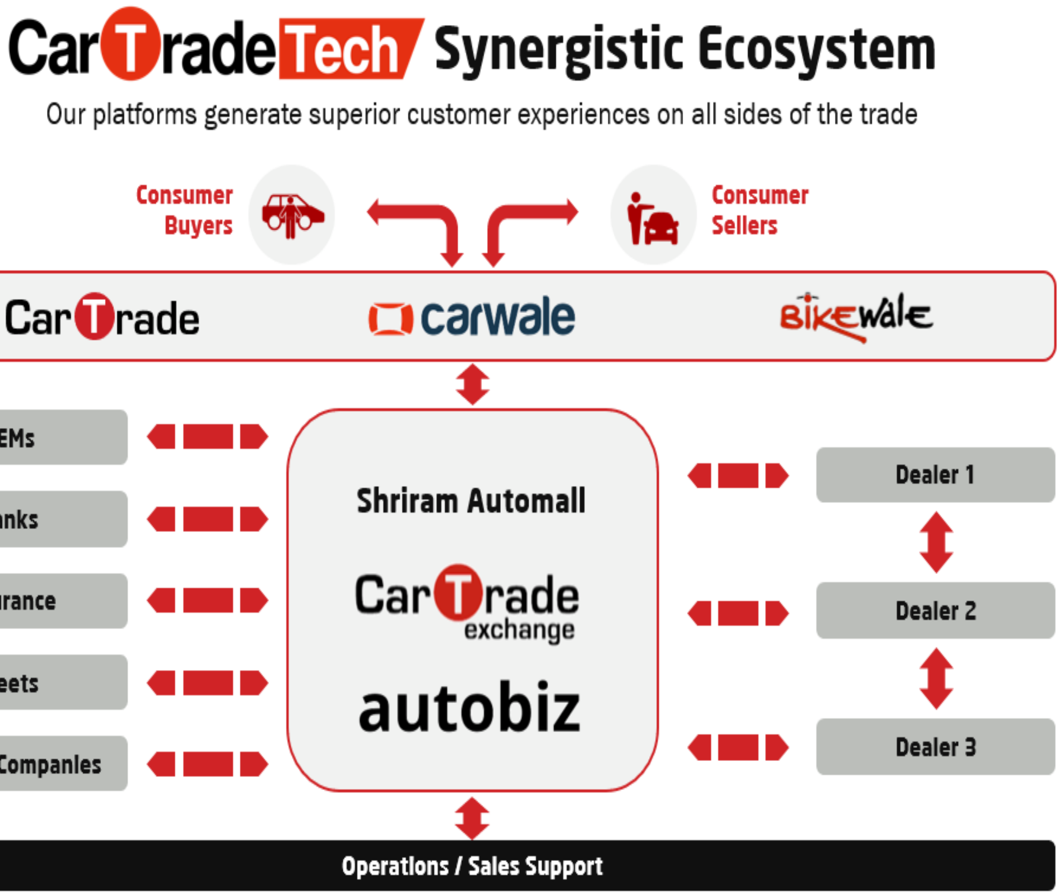
- Our subsidiary, Shriram Automall, facilitates sales of pre-owned cars, two-wheelers, commercial vehicles, three-wheelers, and farm and construction equipment.

- CarTrade Exchange is an online auction platform and a used vehicle enterprise resource planning ("ERP") tool. It is used by consumers, business sellers, dealers and fleet owners to sell vehicles to automotive dealers and fleet owners. Automotive dealers also use CarTrade Exchange to manage their processes for procurement, inventory management and customer relationship management ("CRM").

- Adroit Auto offers vehicle inspection and valuation services used by insurance companies, banks and other financial institutions.

- AutoBiz provides new car dealers a CRM solution to manage their customers in an efficient manner.

We believe that the diversity and number of users across all our platforms provides value to our buyers and sellers and creates a network effect in our businesses. A snapshot of the ecosystem and network effects created by our key offerings is illustrated below:



We believe that we have an advanced and sophisticated technology platform. Our data-driven digital platforms operate on an integrated technology infrastructure which is powered by our self-collected data and analytics. We leverage data to increase the effectiveness of our brands, enhance the customer experience, analyse market dynamics at scale, calibrate the search results on our platforms and optimise the inventory management by dealers and OEMs. Our platforms are operated by 221 technology employees working at our three technology centers as of June 30, 2021. Our technology platforms are both scalable and vertically integrated across the entire value chain, which allows us to address each step of the vehicle life cycle.

We have a large data set on vehicles in India. Our websites and apps handled approximately 1.76 million and 2.15 million user sessions per day for the three months ended June 30, 2021 and March 31, 2021, respectively, and directly deliver the relevant data into our systems. Our team of statisticians and data scientists has developed complex and proprietary algorithms to transform this data into useable information that power our platforms and scale as traffic increases. We present such information through our web and mobile user interface that is immersive, simple and intuitive. Leveraging our market-leading position and growing audience, we also provide valuable inputs to automotive dealers and manufacturers as they develop their digital marketing strategies through our consumer insights and innovative products, helping them reach customers more effectively and increasing the value of our offerings to such dealers and manufacturers.

We generate revenues from several business streams primarily comprising:

(f) commission and fees from auction and remarketing services of used vehicles for retail customers, banks and other financial institutions, insurance companies, OEMs, leasing companies, and fleet and individual operators, in the amount of ₹ 1,424.95 million for the financial year 2021;

(g) online advertising solutions on CarWale, CarTrade and BikeWale for OEMs, dealers, banks and other financial institutions;

(h) lead generation for OEMs, dealers, banks and other financial institutions and insurance companies;

(i) technology-based services to OEMs, dealers, banks and other financial institutions and insurance companies;

The sum of revenue streams under clauses (b), (c) and (d) for the financial year 2021 is ₹ 881.96 million; and

(j) inspection and valuation services for banks and other financial institutions, insurance companies and OEMs, in the amount of ₹ 176.92 million for the financial year 2021.

We have a strong management team with significant industry experience. Led by our Chairman, Managing Director and CEO, Vinay Vinod Sanghi, who has 30 years of experience in the automotive industry, we believe that our entrepreneurial leadership team has demonstrated the ability to successfully create, build and grow our various businesses. Our organization focuses on building an environment of innovation, trust, respect, ownership, agility and teamwork. Our marquee institutional shareholders include Highdell Investment Ltd (affiliate of Warburg Pincus LLC), and MacRitchie Investments Pte. Ltd. (an affiliate of Temasek), JP Morgan and March Capital.

The table below shows our key operational metrics for our businesses:

Particulars	As of and for the							
	Three months ended	Financial year ended	Three months ended				Financial year ended	
	June 30, 2021	March 31, 2021	March 31, 2021	December 31, 2020	September 30, 2020	June 30, 2020	March 31, 2020	March 31, 2019
Average Monthly Unique Visitors, including on apps[1] *(in millions)*	27.11	25.66	31.99	29.96	25.32	15.35	20.51	19.27
Average Monthly Unique Organic Visitors[2] *(in millions)*	24.85	23.42	29.26	27.28	22.99	14.14	14.54	13.04
Number of Vehicles Listed for Auction[3]	212,552	814,316	258,504	213,090	173,809	168,913	809,428	709,190
Percentage of Organic Unique Visitors[4]	88.14%	88.44%	87.00%	87.00%	88.92%	93.85%	66.65%	64.67%
Number of Vehicles Sold by Auctions[5]	30,133	156,689	62,994	45,370	31,131	17,194	197,986	199,529

(1)We define a monthly unique visitor as an individual who has visited our websites or apps (CarWale, CarTrade and BikeWale) within a calendar month, based on data as measured by Google Analytics and Firebase (a Google product). We calculate average monthly unique visitors as the sum of the monthly unique visitors in a given period / year, divided by the number of months in that period / year. If an individual accesses more than one of our websites and apps within a given month, the first access to each website or app by each such individual is counted as a unique visitor.

(2)We define organic monthly unique visitors as an individual who has visited our websites (CarWale, CarTrade and BikeWale) within a calendar month from sources other than paid sources, based on data as measured by Google Analytics and Firebase (a Google product). We calculate average monthly organic unique visitors as the sum of the organic monthly unique visitors in a given period / year, divided by the number of months in that period / year. If an individual accesses more than one of our websites within a given month, the first access to each website by each such individual is counted as a unique visitor.

(3)Vehicles listed on Shriram Automall and other auction platforms.

[(4)]Average monthly unique organic visitors as a percentage of the sum of average monthly unique organic visitors and average monthly unique visitors from paid sources. If a visitor has visited through both organic and paid sources, then such visitor will get counted as unique under both categories.
[5)]Vehicles sold on Shriram Automall and other auction platforms.

Recent Developments

Our business and operations were adversely affected by the second wave of the COVID-19 pandemic, primarily due to the ensuing lockdown. As a result, while we believe our total revenues and operational performance for the first quarter of the financial year 2022 improved as compared to the first quarter of the financial year 2021, our profitability in such comparison was adversely affected. Further, we believe our total revenues and profitability for the first quarter of the financial year 2022 were adversely affected in comparison with the last quarter of the financial year 2021 as a result of COVID-19.

Significant Factors Affecting Our Results of Operations and Financial Condition

Automotive Industry and General Economic Trends in India

Our current customer base, revenue sources and operations are limited to India. Accordingly, our results can be impacted by prevailing economic and market conditions in India that impact the automotive industry in general and vehicle dealers, in particular. Due to the cyclical nature of the automotive industry, improving economic conditions typically improve new and used vehicle sales, which we believe has a positive impact on dealer revenues and, in turn, has had a positive impact on our revenues. In contrast, adverse market conditions generally reduce consumer demand for cars and other types of vehicles and, concurrently, the number of dealers that are in business, and adversely impact other dealers. We believe adverse economic conditions also affect the amount that dealers, OEMs and other advertisers are willing to spend on advertising in general, including digital media advertising, which impacts our revenues and our rate of growth during any given period. General economic conditions as well as new regulations or actions by governmental authorities such as emission or safety norms or incentives encouraging the use of electric vehicles may cause an increase in the price of affected vehicles or a decline in demand for certain types of vehicles, both of which can also impact the number of vehicle shoppers on our websites and the availability of used vehicle inventory.

Spending on Online Marketing and Services

We generate a portion of our revenue from spending by OEMs and dealers on digital advertising, as well as from dealers' spending on our lead generation and subscription services. In order to increase our revenues, dealers and other advertisers such as OEMs or other automotive-related companies such as insurance, banks and financing companies may have to increase the amount they spend on online marketing and services.

Improvements in Technology Platform

We are constantly investing in our technology platform to improve both customer experience and our business performance. We regularly implement changes to our software to improve the pricing tools, product reviews, market insights and reports that we provide to our consumers, dealers, insurance companies, banks and other financial institutions and OEMs through our web and mobile user interfaces. As our algorithms evolve, we are able to better monetize our inventory of vehicles through better pricing, while simultaneously customers are much more likely to purchase a vehicle on our website, thus driving higher demand and sales volume.

Growth in Other Revenue from Expansion of Product Offerings

We see opportunities to further expand our other revenue streams through additional product offerings on our platforms. These incremental revenue streams will come in the form of on-boarding new lending companies to our existing loan programs, as well as introducing entirely new financing and vehicle protection products to offer our customers. For example, we provide vehicle buyers with dynamic, personalized and real-time financing offers from multiple financing providers digitally through our finance platforms. We have engaged with a select group of used car dealers, who form our CarWale franchisee network. In some cases, we buy and sell quality cars to such used car dealers, who then refurbish the used cars to our standards before selling to customers. To help our dealers sell the cars, we promote these used cars on our platforms, thereby allowing us to provide, through the CarWale franchisee network, a curated online-offline buying experience where customers can confidently buy used cars. We also plan to provide vehicle servicing, automobile accessories and automobile insurance by engaging with product and service providers who will provide these to consumers on our websites. Further, we offer software and technology service to automotive clients domestically and plan to grow that business internationally and invest in new trends such as connected vehicles, electric vehicles, ridesharing and vehicle subscription services. Finally, subject to regulatory approvals, we may consider diversifying into the business of financing the purchase of vehicles on our platforms. We intend to continue to grow our businesses to service foreseeable need of our customers during the vehicle purchase process.

Our Reputation, Branding, Marketing and Sales Efforts

Our marketing activities are aimed at driving the maximum relevant traffic to our websites and apps and enhancing the recognition of our already well-established brands. We consider these activities a key component of our operations. In order to achieve mass recognition among end-consumers and to reach a diverse base of dealers, we employ a wide range of both paid marketing channels and unpaid marketing channels. Our platforms, CarWale and BikeWale, ranked number one on relative online search popularity when compared to their key competitors over the period from April 2020 to March 2021 *(Source: RedSeer Report).*

Going forward, we will continue to focus on enhancing the recognition of our brands. Our marketing expenses represent a significant share of our cost base. For the financial years 2021, 2020 and 2019, our advertisement, marketing and sales promotion expenses represented 5.62%, 8.61% and 8.79% of our total expenses, respectively. While we expect to increase our marketing expenses to drive the expansion of our businesses, our rapid expansion helps us benefit from economies of scale. This is already evidenced by the reduction of our advertisement, marketing and sales promotion expenses divided by our total income, which was 4.68%, 7.56% and 7.62% in the financial years 2021, 2020 and 2019, respectively.

In addition, we use technology solutions to derive the maximum value from our marketing investments. To this end, we aggressively track our customer acquisition costs, and our advertisement, marketing and sales promotion expenses per unique visitor on CarWale, CarTrade and BikeWale has decreased to ₹0.37 in the financial year 2021 compared to ₹0.91 and ₹0.74 in the financial years 2020 and 2019, respectively. Going forward, we plan to further optimize our customer acquisition costs through investments in technology and product and content which will improve customer experience and thus our traffic.

Impact of COVID-19

In March 2020, the World Health Organization declared a global pandemic related to the rapidly growing outbreak of a novel strain of coronavirus known as COVID-19. We saw a slowdown in vehicle sales immediately following the declaration of the pandemic and shutdowns of large parts of the economy; however, according to the RedSeer Report, personal mobility demand rebounded quickly after the "unlock" phases, as consumers preferred self-owned vehicles to ensure social distancing and reduce dependence on a weak public transport system and restrictions on travel and downward trend in other discretionary spends caused a shift towards spending on vehicle ownership. Vehicle sales slowed in April 2021 after the onset of the second wave of COVID-19, although production lines were not affected significantly as in the previous year, and the automotive industry is expected to recover quickly on account of booking enquiries and trends observed by industry experts *(Source: RedSeer Report)*. Although the ultimate impacts of COVID-19 remain uncertain in light of a surge in COVID-19 infections and the re-imposition of regional and local lockdowns due to such surge, the pandemic is accelerating trends of online adoption more broadly as consumers seek to avoid physical retail locations. We believe the pandemic will push people to look to alternative means of personal transportation, and our product is well suited to provide customers with an option to find safer and cleaner means of transportation. Therefore, while it remains possible that sustained or deepened impact on consumer demand resulting from COVID-19 or the related economic recession could negatively impact our performance, we believe that we are well positioned to weather the pandemic.

Ultimately, the magnitude and duration of the impact to our operations is impossible to predict due to:

- uncertainties regarding the duration of the COVID-19 pandemic, surges of infections and new strains, how long related disruptions will continue and the efficacy and speed of the roll-out of COVID-19 vaccines;
- the impact of governmental orders and regulations that have been, and may in the future be, imposed; and
- the deterioration of economic conditions in India, which could have an adverse impact on discretionary consumer spending.

Seasonality

We expect our quarterly results of operations, including our revenue, gross profit, profitability, if any, and cash flow to vary in the future, based in part on, among other things, consumers' vehicle buying patterns. We have typically experienced higher revenue growth rates in the third and fourth quarters of the financial year than in each of the first or second quarters.

Growth in the Used Vehicle Industry in India

In light of the COVID-19 pandemic, there has been a shift in preference towards used cars as people limit their use of public transportation *(Source: RedSeer Report)*. Accordingly, the size of the used car market in India is expected to increase from 4.4 million units in financial year 2020 to 8.3 million units in financial year 2026 *(Source: RedSeer Report)*. Likewise, the size of the used commercial vehicle market in India is expected to increase from between 1.0 to 1.2 million units in financial year 2020 to between 1.5 to 1.7 million units in financial year 2025 *(Source: RedSeer Report)*. An increase in demand for used vehicles can impact the number of vehicle buyers on our websites and the availability of used vehicle inventory.

Significant Accounting Policies

The significant accounting policies followed by us in the preparation of our Ind AS Financial Statements are set out below.

Basis of Consolidation

The Restated Consolidated Financial Information comprise our financial statements as of March 31, 2021, March 31, 2020 and March 31, 2019. Control is achieved when we are exposed, or have rights, to variable returns from our involvement with the investee and have the ability to effect those returns through our power of the investee. Specifically, we control an investee if and only if we:

- have power over the investee (i.e., existing rights that give us the current ability to direct the relevant activities of the investee);
- are exposed or have rights, to variable returns from our involvement with the investee; and
- have the ability to use our power over the investee to affect its returns.

Generally, there is a presumption that majority of voting rights results in control. To support this presumption and when we have less than a majority of the voting or similar rights of an investee, we consider all relevant facts and circumstances in assessing whether we have power over an investee, including:

- The contractual arrangement with the other vote holders of the investee;
- Rights arising from other contractual arrangements;
- Our voting rights and potential voting rights; and
- The size of our holding of voting rights relative to the size and dispersion of the holding of other voting rights holders.

We reassess whether or not we controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Assets, liabilities, income and expenses of the subsidiary acquired or disposed of during the year are included on the consolidated financial statements from the date we gains control until the date we cease to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to the group member's financial statements in preparing the consolidated financial statements to ensure conformity with group's accounting policies.

The financial statements of all the entities used for the purpose of consolidation are drawn up to the same reporting date as that of the Company. When the end of reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Consolidation procedure

Combine like items of assets, liabilities, income and expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of our subsidiaries are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date. Offset (eliminate) the carrying amount of the Company's investment in each Subsidiary and the parent's portion of equity of each Subsidiary. Business combinations policy explains how to account for any related goodwill.

Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full).

Profit or loss and each component of other comprehensive income (OCI) are attributed to the owners of our Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If we lose control over a subsidiary, we:

- Derecognise the assets (including goodwill) and liabilities of the subsidiary;
- Derecognise the carrying amount of any non-controlling interests;
- Derecognise the cumulative translation differences recorded in equity;
- Recognise the fair value of the consideration received;
- Recognise any surplus or deficit in profit or loss; and
- Reclassify the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if we had directly disposed of the related assets or liabilities.

Business combination

Business combinations are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition date fair values of the assets transferred by us, liabilities incurred by us to the former owners of the acquiree and the equity interests issued by us in exchange for control of the acquiree. Acquisition-related costs are generally recognized in profit or loss as incurred.

On the acquisition date, the identifiable assets acquired and the liabilities assumed are recognized at their fair value, except that:

- Deferred tax assets or liabilities and assets or liabilities related to employee benefit arrangements are recognized and measured in accordance with Ind AS 12 Income Taxes and Ind AS 19 Employee Benefits, respectively; and

- Assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non Current Assets.

- Potential tax effects of temporary differences and carry forwards of an acquiree that exist at the acquisition date or arise as a result of the acquisition are accounted in accordance with Ind AS 12.

- Liabilities or equity instruments related to share based payment arrangements of the acquiree or share – based payments arrangements of the Company and Subsidiaries entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date.

- Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

Non-controlling interests that are present ownership interests and which entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognized amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis.

When a business combination is achieved in stages, our previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognized in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognized in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

In case of business combination involving entities under common control, the above policy does not apply. Business combinations involving entities under common control are accounted for using the pooling of interests method. The net assets of the transferor entity or business are accounted at their carrying amounts on the date of the acquisition subject to necessary adjustments required to harmonise accounting policies. Any excess or shortfall of the consideration paid over the share capital of the transferor entity or business is recognised as capital reserve under equity.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of our cash generating units (or groups of cash generating units) that is expected to benefit from the synergies of the combination.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognized directly in profit or loss. An impairment loss is recognized directly in profit or loss. An impairment loss recognized for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

Goodwill is considered to have indefinite useful life. Hence, it is not subject to amortisation but is tested for impairment at least annually.

Current versus non-current classification

We present assets and liabilities in the balance sheet based on current or non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;

- Held primarily for the purpose of trading;
- Expected to be realised within 12 months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period

All other assets are classified as non-current.

Liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within 12 months after the reporting period; and
- There is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period.

We classify all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. We have identified 12 months as our operating cycle.

Foreign currencies

Our financial statements are presented in Indian Rupees (₹), which is also our functional currency.

Income and expenses in foreign currencies are recorded at exchange rates prevailing on the date of the transaction.
Foreign currency-denominated monetary assets and liabilities are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses arising on settlement and restatement are recognised in the statement of profit and loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

Fair value measurement

We measure financial instruments, such as current investment at fair value at each balance sheet date. 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. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

We use valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, we determine whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. We determines the policies and procedures for recurring fair value measurement, such as unquoted financial assets measured at fair value.

External valuers are involved for valuation of significant assets and liabilities, such as financial assets and significant liabilities. Involvement of external valuers is decided annually by our management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The group management decides with our external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, our management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per our accounting policies. For this analysis, our management verifies the major inputs applied in the latest valuation by agreeing on the information in the valuation computation of contracts and other relevant documents.

Our management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

Our management presents the valuation results to the Board of Directors and our independent auditors. This includes a discussion of the major assumptions used in the valuations.

For the purpose of fair value disclosures, we have determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Revenue Recognition

Revenue from contracts with customers is recognised when services are delivered to the customer at an amount that reflects the consideration to which we expect to be entitled in exchange for those goods or services. We have generally concluded that we are the principal in our revenue arrangements because we typically control the services and sale of cars before transferring them to the customer.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration, if any) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration, if any, on account of various discounts and schemes offered by us as part of the contract. Payment is generally received on successful completion of services

Rendering of services

<u>Website services and fees</u>

- Advertisement income pertains to revenue generated from the display ads on company websites. The performance obligation is satisfied upon display of the advertisement, net commissions if any.
- Lead generation revenue pertains to fees for leads shared with and / or concluded for customers, i.e., lead generation, and is recognized on the successful generation and delivery of the lead as the customer simultaneously receives and consumes the benefits provided by us.
- Managed solutions pertains to revenue from events, marketing, multimedia and digital services which are recognised on rendering of services (point in time).

<u>Commission and related incomes</u>

Commission and related incomes include the following:

- Facilitation of auction of vehicles via our online and offline platforms and providing incidental ancillary services such as valuation and inspection. Revenue is recognized upon rendering of service (point in time) as per the terms of the contract on accrual basis; and
- Collection of parking charges and non-refundable event participation charges from customers. The revenue is recognised upon rendering of service (over time).

Sale of goods

<u>Sale of used cars</u>

Revenue from sale of used cars is recognised at the point in time when control is transferred to the customer, generally on delivery of the vehicle.

<u>Contract balances</u>

Trade receivables

A receivable represents our right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If we perform by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Contract assets are initially recognised for revenue earned from advertisement and lead revenue. Upon completion of the entire contract, the amounts recognised as contract assets are reclassified to trade receivables.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which we have received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before we transfer goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when we perform under the contract.

Contract liabilities mainly include short-term advances received to render services according to the contract. The revenue from these services is recognised over the period of the contract.

Other Income

Dividends from investments are recognised when the right to receive payment is established and no significant uncertainty as to collectibility exists.

Interest income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable for all financial instruments measured at amortised cost and other interest-bearing financial assets, interest income is recorded on accrual basis using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit or loss.

For gains on fair valuation of financial instruments through Profit & Loss

Leases

We assess at contract inception whether a contract is, or contains, a lease, i.e., if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company 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.

Right-of-use assets: We recognise right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets include office premises and yards taken on rent. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term. The right-of-use assets are also subject to impairment.

Lease liabilities: At the commencement date of the lease, we recognise lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by us and payments of penalties for terminating the lease, if the lease term reflects our exercise of the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, we use our incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Retirement and Other Employee Benefits

Short-term employee benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered by employees is recognised during the period when the employee renders the service. These benefits include compensated absences such as paid annual leave and performance incentives payable within 12 months.

Post-employment benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. We have no obligation, other than the contribution payable to the provident fund. We recognize contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method. 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 recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of the date of the plan amendment or curtailment, and the date that we recognise related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. We recognise the following changes in the net defined benefit obligation as an expense in the consolidated statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income.

Other long-term employee benefits

Compensated absences which are not expected to occur within 12 months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the defined benefit obligation at the balance sheet date.

We treat accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the reporting date. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer the settlement for at least twelve months after the reporting date.

Taxes

Current tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where we operate and generate taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Minimum Alternate Tax ('MAT') paid in accordance with the tax laws, which gives rise to future economic benefits in the form of tax credit against future income tax liability is recognised as an asset in the Balance sheet only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each Balance Sheet date and written down to the extent the aforesaid convincing evidence no longer exists. MAT is not applicable to the Group with effect from April 1, 2019.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- In respect of taxable temporary differences associated with investments in subsidiaries when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed on each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Deferred tax items

We offset deferred tax assets and deferred tax liabilities if and only if we have 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 taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Property, Plant and Equipment

Property, plant and equipment, other than freehold land, is stated net of accumulated depreciation and impairment losses, if any. Such cost includes the purchase price or cost of construction, including non-refundable taxes or levies and any expenses attributable to bring the asset to its working condition for its intended use. All other repair and maintenance costs are recognised in profit or loss as incurred.

Subsequent costs are included in the asset's carrying amount or recognised as separate assets, as appropriate, only when it is probable that the future economic benefits associated with expenditure will flow to us and the cost of the item can be measured reliably. All other repairs and maintenance are charged to statement of profit and loss at the time of incurrence.

Depreciation is provided for property, plant and equipment so as to expense the cost over its useful life. The estimated useful lives and method of depreciation are reviewed at the end of each financial year and any change in estimate is accounted for on a prospective basis.

Depreciation is charged on a pro-rata basis for property, plant and equipment purchased and sold during the year. Depreciation is calculated on the straight-line method as per the estimated useful life prescribed in Schedule II to the Companies Act, 2013.

Estimated useful lives of the assets are as follows:

- Computers - 3 years;
- Furniture and Fixtures - 10 years;
- Vehicles - 5 years;
- Building - 60 years;
- Office equipment - 3 to 5 years;
- Plant and equipment - 15 years; and
- Leasehold Improvement - 60 months or lease period whichever is lower.

Based on management estimate, supported by internal technical expert, we depreciate office equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. 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.

Property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised. An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. derecognised.

Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least 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 amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of the carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

Intangible assets are amortised as follows:

- Computer software - 3 years;
- Customer contract - 7 years; and
- Trademark - 10 years.

Inventories

Inventories are valued at the lower of cost and net realisable value.

Traded goods comprises of used car cost including cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Impairment of Non-Financial Assets

At the end of each reporting period, we reviews the carrying amounts of our tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, we estimate the recoverable amount of the cash- generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash- generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill is tested for impairment annually at each reporting dater and when circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than it's carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

Provisions and Contingencies

A provision is recognised when we have a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made of the amount of the obligation.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by occurrence or non- occurrence of one or more uncertain future events not wholly within the control of our Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Contingent liabilities are disclosed in the notes. A contingent asset is not recognized unless it becomes virtually certain that an inflow of economic benefits will arise. .

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions and contingent liabilities are reviewed at each balance sheet date.

Share-Based Payment

Equity-settled share-based payments to employees (including senior executives) are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share based payments is expensed on a straight-line basis over the vesting period, based on our estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, we revise our estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in statement of profit and loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the share based payments reserve.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the counterparty renders the service.

Financial Instruments

Initial Recognition and measurement

Liabilities are recognised when we become a party to the contractual provisions of the instrument.

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and our business model for managing them. In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

For purposes of subsequent measurement, financial assets are classified into :
(i) Financial assets at amortised cost
(ii) Financial assets at fair value through profit or loss

Financial assets

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order 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 (SPPI) on the principal amount outstanding. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. Our financial assets at amortised cost includes trade receivables, balances with banks, and other financial assets.

Financial assets at fair value through profit or loss (FVTPL)

Financial assets are measured at fair value through statement of profit or loss unless it is measured at amortised cost or at fair value through. In addition, the Group may elect to classify a financial asset, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from our balance sheet) when:

- The rights to receive cash flows from the asset have expired; or

- We have transferred its rights to receive cash flows from the asset or have assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) we have transferred substantially all the risks and rewards of the asset, or (b) we have neither transferred nor retained substantially all the risks and rewards of the asset, but have transferred control of the asset.

The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that we have retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and maximum amount of consideration that we could be required to repay.

Impairment of financial assets

In accordance with Ind-AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance; and

- Contract assets and trade receivables under Ind-AS 18.

We follow 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables; and
- All lease receivables resulting from transactions within the scope of Ind AS 17.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events on a financial instrument that are possible within 12 months after the reporting date.

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 entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

As a practical expedient, the Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

Financial liabilities and equity instruments

<u>Initial Recognition and Measurement</u>

Debt and equity instruments issued by us are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

<u>Equity instruments</u>

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognised at the proceeds received, net of direct issue costs.

<u>Financial liabilities</u>

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Our financial liabilities include trade and other payables and loans

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Compulsorily Convertible Preference Shares

Compulsorily convertible preference shares are recognised and included in equity since the conversion option meets Ind AS 32 criteria for fixed to fixed classification. The carrying amount of the conversion option is not remeasured in subsequent years. These instruments are mandatorily convertible into fixed number of shares and there is no other obligation on the issuer. These instruments are classified as equity in entirety and is valued at fair value .

Cash Dividend

We recognise a liability to pay dividend to equity holders of the parent when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

Cash and Cash Equivalents

Cash comprises cash on hand. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

Security Deposit

At the time of buyer registration, we collect refundable security deposits ("RSDs") from a prospective bidder, which entitles a bidder to bid during auction. The purpose of the RSD is to ensure performance of the contract. As per contractual terms, the RSD is refunded upon demand after adjustments of facilitation fee. We generally account for unclaimed RSDs upon completion of a limitation period of three years. Security deposits are forfeited on default, which is at the expiry three years or when no uncertainty over repayment exists, whichever is earlier is treated as income.

Earnings Per Share

Basic earnings per share has been computed by dividing the net profit or loss attributable to equity holders of parent company (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Ordinary shares that will be issued upon the conversion of a mandatorily convertible instrument are included in the calculation of basic earnings per share from the date the contract is entered into. Diluted earnings per share, the net profit or loss for the period attributable to equity shareholders of the parent company and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Components of Revenue and Expenses

Revenue. Our revenue from operations comprises revenue from commission and related income, sale of vehicles and rendering of services, including website services and other fees. We generate revenues from several business streams primarily comprising:

- commission and fees from auction and remarketing services of used vehicles for retail customers, banks and other financial institutions, insurance companies, OEMs, leasing companies, and fleet and individual operators;
- online advertising solutions on CarWale, CarTrade and BikeWale for OEMs, dealers, banks and other financial institutions;
- lead generation for OEMs, dealers, banks and other financial institutions and insurance companies;
- technology-based services to OEMs, dealers, banks and other financial institutions and insurance companies; and
- inspection and valuation services for banks and other financial institutions, insurance companies, OEMs, leasing companies and fleet and individual vehicle operators.

Our other income includes interest income, net gain on investment carried at fair value through profit and loss and other non-operating income.

Expenditure. Our total expenditure consists of purchase of stock-in-trade, changes in inventories of stock-in-trade, employee benefits expense, finance costs, depreciation and amortisation expenses and other expenses.

Purchase of Stock-in-Trade. Our purchase of stock-in-trade consists of the purchase of used cars in connection with our car buy and sell business.

Change in Inventories of Stock-in-Trade. Change in inventories of stock-in-trade comprises of an increase or decrease in inventory of cars in connection with our used car buy and sell business.

Employee Benefits Expense. Employee benefits consists of salaries, wages and bonus paid to our officers and employees, gratuity, contributions to provident and other funds for the benefit of our officers and employees, share-based payments to employees and staff welfare expenses.

Finance Costs. Finance costs consists of interest expense on lease liability. As of March 31, 2021, we did not have any indebtedness.

Depreciation and amortisation expense. Tangible assets are depreciated and intangible assets are amortized over periods corresponding to their useful lives.

Other Expenses. Other expenses consist primarily of advertisement, marketing and sales promotion expenses, security charges, inspection and valuation charges, legal and professional fees, commission and related expenses and traveling and conveyance expenses.

Our Results of Operations

The following table sets forth select financial data from our restated statement of profit and loss for the financial years 2021, 2020 and 2019, the components of which are also expressed as a percentage of total income for the relevant year:

	Financial Year ended March 31					
	2021		**2020**		**2019**	
	₹ in million	***% of Total Income***	***₹ in million***	***% of Total Income***	***₹ in million***	***% of Total Income***
Income:						
Revenue from operations	2,496.83	88.69%	2,982.82	93.67%	2,432.78	91.18%
Other Income	318.40	11.31%	201.63	6.33%	235.27	8.82%
Total income	**2,815.23**	**100.00%**	**3,184.45**	**100.00%**	**2,668.05**	**100.00%**
Expenses:						
Purchase of stock-in-trade	28.13	1.00%	162.17	5.09%	9.44	0.35%
Changes in inventories of stock-in-trade	(15.59)	(0.55)%	9.23	0.29%	(9.42)	(0.35)%
Employee benefits expense	1,301.09	46.22%	1,330.78	41.79%	1,276.08	47.83%
Finance costs	42.98	1.53%	34.89	1.10%	23.81	0.89%
Depreciation and amortisation expense	199.27	7.08%	173.82	5.46%	152.18	5.70%
Other expenses	789.59	28.05%	1,084.41	34.05%	861.65	32.30%
Total Expenses	**2,345.47**	**83.31%**	**2,795.30**	**87.78%**	**2,313.74**	**86.72%**
Restated profit before tax for the year	**469.76**	**16.69%**	**389.15**	**12.22%**	**354.31**	**13.28%**
Tax expenses:						
Current tax expense	97.75	3.47%	112.82	3.54%	105.80	3.97%
Deferred tax expense / (credit)	(638.73)	(22.69)%	(36.61)	(1.15)%	(10.66)	(0.40)%
Total tax expense / (credit)	**(540.98)**	**(19.22)%**	**76.21**	**2.39%**	**95.14**	**3.57%**
Restated profit for the year	**1,010.74**	**35.90%**	**312.94**	**9.83%**	**259.17**	**9.71%**

Financial Year 2021 compared to Financial Year 2020

Total Income. Our total income decreased by 11.59% to ₹2,815.23 million for the financial year 2021 from ₹3,184.45 million for the financial year 2020, primarily due to a decrease in revenue from operations.

Revenue from Operations. Our revenue from operations decreased by 16.29% to ₹2,496.83 million for the financial year 2021 from ₹2,982.82 million for the financial year 2020, due to a decrease in commission and related income by 11.82% to ₹1,601.87 million for the financial year 2021 from ₹1,816.57 million for the financial year 2020, a decrease in website services and fees by 11.00% to ₹881.96 million for the financial year 2021 from ₹991.00 million for the financial year 2020 and a decrease in revenue from sale of used cars to ₹13.00 million for the financial year 2021 from ₹175.25 million in the financial year 2020.

Other Income: Other income increased by 57.91% to ₹318.40 million for the financial year 2021 from ₹201.63 million for the financial year 2020, primarily due to an increase in net gain on investment carried at fair value through profit and loss.

Expenses

Purchase of Stock-in-trade. Purchase of stock-in-trade decreased to ₹28.13 million for the financial year 2021 from ₹162.17 million during the financial year 2020. This was primarily due to a decrease in the number of used cars purchased in the financial year 2021 as compared to financial year 2020 in our car buy and sell business.

Changes in Inventories of Stock-in-trade. Change in inventories of stock-in-trade decreased to ₹ (15.59) million in the financial year 2021 from ₹9.23 million in the financial year 2020. This was primarily due to a reduction in the number of used cars held by us.

Employee Benefits Expenses. Employee benefits expenses decreased by 2.23% to ₹1,301.09 million for the financial year 2021 from ₹1,330.78 million for the financial year 2020, primarily as a result of a decrease in share-based payments to employees by 47.79% to ₹65.48 million in the financial year 2021 from ₹125.41 million in the financial year 2020, which was partially offset by an increase in salaries, wages and bonus by 3.55% to ₹1,148.29 million for the financial year 2021 from ₹1,108.87 million for the financial year 2020.

Finance Costs. Our finance costs increased by 23.19% to ₹ 42.98 million for the financial year 2021 from ₹ 34.89 million for the financial year 2020. This was primarily as a result of an increase in the number of leased automalls.

Depreciation and Amortisation Expense. Our depreciation and amortisation expenses increased by 14.64% to ₹199.27 million for the financial year 2021 from ₹173.82 million for the financial year 2020. This was primarily due to an increase in depreciation of right-of-use assets by 22.88% to ₹104.09 million for the financial year 2021 from ₹84.71 million for the financial year 2020.

Other Expenses. Other expenses decreased by 27.19% to ₹789.59 million for the financial year 2021 from ₹1,084.41 million for the financial year 2020. This was primarily due to a decrease in security charges by 20.49% to ₹149.77 million for the financial year 2021 from ₹188.37 million for the financial year 2020, a decrease in advertisement, marketing and sales promotion expenses by 45.24% to ₹131.78 million for the financial year 2021 from ₹240.67 million for the financial year 2020, as well as a decrease in travelling and conveyance expense to ₹35.56 million for the financial year 2021 from ₹125.37 million for the financial year 2020.

Total Tax Expense / (Credit)

Our total tax credit was ₹540.98 million for the financial year 2021, compared to a total tax expense of ₹76.21 million for the financial year 2020. This was primarily on account of an increase in our deferred tax credit to ₹638.73 million for the financial year 2021 from ₹ 36.61 million for the financial year 2020, as well as a decrease of 13.36% in our current tax expenses to ₹97.75 million for the financial year 2021 from ₹112.82 million for the financial year 2020.

Restated Profit for the Year

Our restated profit for the year increased to ₹1,010.74 million for the financial year 2021 from ₹312.94 million for the financial year 2020.

Financial Year 2020 compared to Financial Year 2019

Total Income. Our total income increased by 19.35% to ₹3,184.45 million for the financial year 2020 from ₹2,668.05 million for the financial year 2019, primarily due to an increase in revenue from operations.

Revenue from Operations. Our revenue from operations increased by 22.61% to ₹2,982.82 million for the financial year 2020 from ₹2,432.78 million for the financial year 2019, due to an increase in commission and related income by 13.03% to ₹1,816.57 million for the financial year 2020 from ₹1,607.16 million for the financial year 2019, an increase in website services and fees by 20.03% to ₹991.00 million for the financial year 2020 from ₹825.62 million for the financial year 2019 and revenue from sale of used cars of ₹175.25 million for the financial year 2020 compared to nil for the financial year 2019 as a result of the sale of used cars in the financial year 2020.

Other Income: Other income decreased by 14.30% to ₹201.63 million for the financial year 2020 from ₹235.27 million for the financial year 2019, primarily due to a decrease in net gain on investment carried at fair value through profit and loss.

Expenses

Purchase of Stock-in-trade. Purchase of stock-in-trade increased to ₹162.17 million for the financial year 2020 from ₹9.44 million during the financial year 2019 primarily due to the purchase of used cars in financial year 2020 for our car buy and sell business.

Changes in Inventories of Stock-in-trade. Change in inventories of stock-in-trade increased to ₹9.23 million in the financial year 2020 from (₹9.42) million in the financial year 2019.

Employee Benefits Expenses. Employee benefits expenses increased by 4.29% to ₹1,330.78 million for the financial year 2020 from ₹1,276.08 million for the financial year 2019, primarily as a result of an increase in our number of employees to 2,213 employees as of March 31, 2020 from 1,998 employees as of March 31, 2019, as a result of the growth in our business and operations and annual compensation increments given to our employees.

Finance Costs. Our finance costs increased by 46.54% to ₹34.89 million for the financial year 2020 from ₹23.81 million for the financial year 2019 primarily as a result of the increase in the number of leased automalls.

Depreciation and Amortisation Expense. Our depreciation and amortisation expenses increased by 14.22% to ₹173.82 million for the financial year 2020 from ₹152.18 million for the financial year 2019, primarily due to an increase in depreciation of right-of-use assets by 33.28% to ₹84.71 million for the financial year 2020 from ₹63.56 million for the financial year 2019.

Other Expenses. Other expenses increased by 25.85% to ₹1,084.41 million for the financial year 2020 from ₹861.65 million for the financial year 2019, primarily due to an increase in security charges to ₹188.37 million for the financial year 2020 from ₹35.33 million for the financial year 2019, an increase in rates and taxes to ₹23.30 million for the financial year 2020 from ₹3.61 million for the financial year 2019, an increase in advertisement, marketing and sales promotion expenses to ₹240.67 million for the financial year 2020 from ₹203.43 million for the financial year 2019 and an increase in impairment allowance on financial assets to ₹34.33 million for the financial year 2020 from ₹5.75 million for the financial year 2019.

Total Tax Expense

Our total tax expense decreased by 19.90% to ₹76.21 million for the financial year 2020 from ₹95.14 million for the financial year 2019, primarily on account of an increase of 6.64% in our current tax expenses to ₹112.82 million for the financial year 2020 from ₹105.80 million for the financial year 2019.

Restated Profit for the Year

Our restated profit for the year increased by 20.75% to ₹312.94 million for the financial year 2020 from ₹259.17 million for the financial year 2019.

Cash Flows

The following table sets forth our cash flows for the periods indicated:

(₹ in million)

Particulars	Financial Year ended March 31		
	2021	**2020**	**2019**
Net cash generated from operating activities	352.04	171.62	351.97
Net cash (used in) investing activities	(3,408.12)	(81.54)	(180.11)
Net cash generated from / (used in) financing activities	3,080.80	(110.73)	(78.43)
Net Increase / (Decrease) in Cash and Cash Equivalents	**24.73**	**(20.65)**	**93.43**

Operating Activities

Net cash generated from operating activities was ₹352.04 million for the financial year 2021. While our restated profit before tax for the year was ₹469.76 million for the financial year 2021, we had operating profit before working capital changes of ₹505.00 million, primarily as a result of depreciation and amortisation of property, plant and equipment, right-of-use assets and intangible assets of ₹199.27 million and share-based payment expense of ₹65.48 million, which were partially offset by net gain on investment carried at fair value through profit and loss of ₹201.80 million. Our changes in working capital for the financial year 2021 primarily consisted of a decrease in financial assets of ₹304.85 million, which was partially offset by an increase in financial liabilities of ₹123.63 million.

Net cash generated from operating activities was ₹171.62 million for the financial year 2020. While our restated profit before tax for the year was ₹389.15 million for the financial year 2020, we had operating profit before working capital changes of ₹565.84 million, primarily as a result of depreciation and amortisation of property, plant and equipment, right-of-use assets and intangible assets of ₹173.82 million which was partially offset by net gain on investment carried at fair value through profit and loss of ₹145.99 million. Our changes in working capital for the financial year 2020 primarily consisted of an increase in trade receivables of ₹134.25 million.

Net cash generated from operating activities was ₹351.97 million for the financial year 2019. While our restated profit before tax for the year was ₹354.31 million for the financial year 2019, we had operating profit before working capital changes of ₹447.48 million, primarily as a result of depreciation and amortisation of property, plant and equipment, right-of-use assets and intangible assets of ₹152.18 million which was partially offset by net gain on investment carried at fair value through profit and loss of ₹178.49 million. Our changes in working capital for the financial year 2019 primarily consisted of an increase in current liabilities of ₹103.98 million.

Investing Activities

Net cash used in investing activities was ₹3,408.12 million for the financial year 2021, primarily consisting of purchase of current investments of ₹6,029.68 million, which was partially offset by proceeds from sale of current investments of ₹2,724.01 million.

Net cash used in investing activities was ₹81.54 million for the financial year 2020, primarily consisting of purchases of current investments of ₹13,146.22 million and loan given of ₹120.46 million, which were partially offset by proceeds from sale of current investments of ₹13,229.63 million.

Net cash used in investing activities was ₹180.11 million for the financial year 2019, primarily consisting of loan given of ₹526.50 million and purchase of current investments of ₹289.87 million, which were partially offset by loan recovered of ₹550.50 million and proceeds from sale of current investments of ₹77.10 million.

Financing Activities

Net cash generated from financing activities was ₹3,080.80 million for the financial year 2021, primarily consisting of proceeds from issue of instruments in the nature of equity (including premium) of ₹3,215.70 million.

Net cash used in financing activities was ₹110.73 million for the financial year 2020, primarily consisting of principal portion of lease liabilities of ₹75.84 million.

Net cash used in financing activities was ₹78.43 million for the financial year 2019, primarily consisting of principal portion of lease liabilities of ₹54.62 million.

Selected Balance Sheet Items

Assets

Deferred Tax Assets

Our deferred tax assets increased to ₹654.18 million for the financial year 2021 from ₹30.56 million for the financial year 2020. Prior to March 31, 2020, our Company did not recognize deferred tax assets ("DTAs") in our standalone financial statements on the timing differences arising mainly from brought forward losses and unabsorbed depreciation due to the absence of reasonable certainty in accordance with Ind AS 12. Pursuant to the changes in the Finance Bill 2021, goodwill of a business or profession is not to be considered as a depreciable asset and no depreciation will be allowed in any situation for assessment years beginning on April 1, 2020. Depreciation on goodwill was one of the larger components contributing to accumulation of losses until the foreseeable future for our Company. Given this proposed change in law, our Company has revised its estimate with respect to utilization of certain portions of our brought forward losses and unabsorbed depreciation relating to earlier years, to the extent it can be offset against future taxable profits, and has accordingly recorded a DTA of ₹645.50 million during the financial year 2021, in view of reasonable certainty based on revised estimates due to change in law. Further, our Company has also recognised net deferred tax liability of ₹54.00 million for the financial year 2021, which was previously not recognised due to the lack of reasonable certainty of realizability of brought forward losses and unabsorbed depreciation.

Total Current Assets

Our total current assets increased by 89.18% to ₹7,864.55 million for the financial year 2021, from ₹4,157.10 million for the financial year 2020, primarily on account of an increase in current investments. During the financial year 2021, our purchase of current investments amounted to ₹6,029.68 million, which was partly offset by our proceeds from sale of current investments of ₹2,724.01 million. Also, we recorded net gain on investment carried at fair value through profit and loss for the financial year 2021 of ₹201.80 million.

Other Equity

Our other equity increased by 33.85% to ₹16,381.93 million for the financial year 2021 from ₹12,238.82 million for the financial year 2020, primarily on account of increase in securities premium. During the financial year 2021, our Company issued 3,897,225 series H preference share at a premium of ₹815.13 per share and 85,000 equity shares at a premium of ₹1 per share.

Financial Indebtedness

As of March 31, 2021, we did not have any indebtedness.

Capital and Other Commitments

As of March 31, 2021, our estimated amount of contracts remaining to be executed on capital account and not provided for was ₹8.34 million.

The following table sets forth a summary of the maturity profile of our contractual obligations as of March 31, 2021:

(₹ in million)

As of March 31, 2021	Payments due by period		
	Total	**Less than 1 year**	**1 to 5 years**

Trade Payables	222.40	222.40	–
Other Financial Liabilities	586.97	586.97	–
Lease Liabilities	545.51	81.52	463.99
Total	**1,354.88**	**890.89**	**463.99**

Capital Expenditure

The table below summarizes our capital expenditure (which is calculated as additions to property and equipment and other intangible assets excluding additions pursuant to business combination) for the financial years ended March 31, 2021, 2020 and 2019:

(₹ in million)

Particulars	**Financial Year ended March 31**		
	2021	**2020**	**2019**
Additions			
Property, plant and equipment	42.16	55.02	19.26
Other intangible assets	8.35	3.06	5.17
Total	**50.51**	**58.08**	**24.43**

During the financial year 2022, we do not expect to incur any material capital expenditure.

Contingent Liabilities

The following table sets forth our contingent liabilities as per Ind AS 37 as of March, 31, 2021:

(₹ in million)

Particulars	**Amount**
Service Tax	4.86
Maharashtra Value Added Tax	7.53

Off-Balance Sheet Commitments and Arrangements

We do not have any off-balance sheet arrangements, derivative instruments, swap transactions or relationships with affiliates or other unconsolidated entities or financial partnerships that would have been established for the purpose of facilitating off-balance sheet arrangements.

Quantitative and Qualitative Analysis of Market Risks

We are exposed to various types of market risks during the normal course of business. Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency risk and other price risk such as equity price.

Foreign Exchange Risk

We undertake transactions denominated in foreign currencies, and are consequently exposed to foreign exchange fluctuations. We do not hedge exchange rate exposures considering the small quantum and short period of such exposure.

Credit Risk

Credit risk is the risk that a counterparty will not meet its obligations under a customer contract, leading to a financial loss. We have adopted a policy of dealing only with creditworthy counterparties, as a means of mitigating the risk of financial loss from defaults and we obtain market feedback on the creditworthiness of the customer concerned. We review outstanding receivables on a monthly basis and where necessary, we adjust the credit allowed to particular customers for subsequent sales in line with their past payment performance.

Liquidity Risk

We manage our liquidity needs by continuously monitoring forecast and actual cash flows. We have established an appropriate liquidity risk management framework for our short-term, medium-term and long-term funding and liquidity management requirements.

Known Trends or Uncertainties

Our business has been affected and we expect that it will continue to be affected by the trends identified above in "*Significant Factors Affecting Our Results of Operations and Financial Condition*" and the uncertainties described in the section "*Risk Factors*" on pages 253 and 22, respectively. To our knowledge, except as disclosed in this Red Herring Prospectus, there are no known factors which we expect to have a material adverse effect on our income.

Future Relationship between Cost and Revenue

Other than as described in "*Risk Factors*" on page 22 and this section, there are no known factors that might affect the future relationship between cost and revenue.

Competitive Conditions

We expect competition in our industry from existing and potential competitors to intensify. For details, please refer to the discussions of our competition in the sections "*Risk Factors*" and "*Our Business*" on pages 22 and 122, respectively.

Significant Developments Occurring after March 31, 2021

Our Company, in compliance with applicable listing rules, will prepare and publish quarterly and annual financial statements, which prior to such publication will be reviewed or audited by our Company's auditors, as applicable, and expects the first such financial statements to be published as of and for the six months ended September 30, 2021.

Except as set out in this Red Herring Prospectus, to our knowledge, no circumstances have arisen since the date of the last financial statements as disclosed in this Red Herring Prospectus which materially or adversely affect or are likely to affect, our operations, trading or profitability, or the value of our assets or our ability to pay our liabilities within the next 12 months.

For our key operational metrics for the three months ended June 30, 2021, see *"– Overview"* on page 250.

Recent Accounting Pronouncements

The change in the accounting policies of our Company during the financial years 2021, 2020 and 2019, is as follows:

Ind AS 116 - Leases has been notified and effective for financial statements from April 01, 2019 which prescribes the accounting of the lease contracts entered in the capacity of the lessee and a lessor. We have applied Ind AS 116 for preparing the Ind AS audited financial statements for the period beginning from April 01, 2019. For the purpose of preparing these Restated Ind AS Consolidated Summary Statements, Ind AS 116 has been applied retrospectively with effect from April 01, 2017.

FINANCIAL INDEBTEDNESS

As on March 31, 2021, our Company and our Subsidiaries do not have any outstanding financial indebtedness on a consolidated level.

CAPITALISATION STATEMENT

The following table sets forth our capitalization as at March 31, 2021, derived from Restated Consolidated Financial Information, and as adjusted for the Offer. This table should be read in conjunction with the "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Risk Factors*" on pages 250 and 22, respectively.

(*₹ in million except ratios*)

Particulars	Pre-Offer as at March 31, 2021	As adjusted for the proposed Offer*
Borrowings		
- Short-term debt	-	-
- Long-term debt	-	-
- Current maturities of long-term debt	-	-
Total Debt	**-**	**-**
Shareholders' Funds		
- Share Capital		
- Equity share capital	35.84	-
- Instruments in the nature of equity	388.01	-
- Other equity	16,381.93	-
Equity attributable to equity holders of the parent	**16,805.78**	-
Total Debt/ Equity Ratio	**-**	**-**
Long-term Debt/ Equity Ratio[1]	**-**	**-**

** The corresponding post Offer capitalisation data for each of the amounts given in the above table is not determinable at this stage pending the completion of the Book Building Process and hence, the same have not been provided in this statement.*

Notes:

1) *Long-term debt includes current maturities of long-term debt*
2) *The amounts disclosed above are derived from Restated Consolidated Financial Information of our Company.*
3) *The Company has made further allotments of Equity Shares post March 31, 2021. Subsequent to March 31, 2021, 1,716,752 Equity Shares were allotted to Vinay Vinod Sanghi pursuant to conversion of warrants held by him. Further, the Company has allotted 580,485 Equity Shares to Malabar India Fund, 105,543 Equity Shares to Malabar Select Fund, 94,988 Equity Shares Malabar Value Fund, 10,554 Equity Shares to Malabar Midcap Fund and 544,740 Equity Shares IIFL Special Opportunities Fund – Series 8 on April 8, 2021. For details, see "Capital Structure" on page 67.*
4) *The corresponding post-Offer capitalisation data for each of the amounts given in the above table is not determinable at this stage pending the completion of Book Building Process and hence the same has not been provided in the above statement. The pre-Offer and pre-Offer equity share capital will be the same.*

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as disclosed in this section, there is no outstanding (i) criminal proceeding; (ii) action or proceedings taken by regulatory or statutory authorities; (iii) claim related to direct and indirect taxes (in a consolidated manner); and (iv) other pending litigation as determined to be material as per the materiality policy adopted pursuant to the Board resolution dated May 13, 2021 and July 13, 2021, in each case involving our Company, its Subsidiaries and Directors ("**Relevant Parties**").*

For the purpose of identification of material litigation in (iv) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigation to be disclosed by our Company in this Red Herring Prospectus pursuant to the Board resolutions dated May 13, 2021 and July 13, 2021.

All outstanding litigation, including any litigation involving the Relevant Parties, other than criminal proceedings, actions or proceedings by regulatory authorities and statutory authorities and tax matters (direct or indirect), would be considered 'material' if: (i) the monetary amount of claim by or against the entity or person in any such pending proceeding is in excess of 1.00% of the consolidated profit after tax of our Company for the last completed Fiscal as per the Restated Consolidated Financial Information i.e. 1.00% of the consolidated profit after tax of our Company for the Fiscal 2021 (i.e. ₹10.10 million); or (ii) where monetary liability is not quantifiable, however the outcome of any such pending proceedings may have a material bearing on the business, operations, performance, prospects or reputation of our Company.

It is clarified that for the above purposes, pre-litigation notices received by Relevant Parties (excluding statutory/ regulatory/ tax authorities or notices threatening criminal action), have not been considered as litigation until such time that the Relevant Parties are not impleaded as a defendant in the litigation proceedings before any judicial forum.

Except as stated in this section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board has pursuant to the Board resolution dated May 13, 2021, considered and adopted a policy of materiality for identification of material outstanding dues to creditors. In terms of this materiality policy, outstanding dues to any creditor of our Company having a monetary value which exceeds 5.00% of the Company's trade payables based on the Restated Consolidated Financial Information of our Company as March 31, 2021, disclosed in this Red Herring Prospectus, shall be considered as 'material'. Accordingly, as on March 31, 2021, any outstanding dues exceeding ₹11.12 million have been considered as material outstanding dues for the purposes of disclosure in this section.

Litigation involving our Company

Litigation by our Company

Civil Litigation

Nil

Criminal Litigation

1. A criminal complaint dated April 17, 2018 and bearing reference number 1335/SS/2018 ("**Complaint**") has been filed by our Company before the Court of the Metropolitan Magistrate at Bhoiwada, Dadar, Mumbai ("**Court**") against Kapil Dhingra ("**Accused**"), for dishonour of cheque under Section 138 of the Negotiable Instruments Act, 1881. The Accused approached our Company for financial assistance to purchase certain vehicles. Pursuant to an agreement dated March 28, 2017, our Company had advanced a sum of ₹1.28 million to the Accused for purchase of such vehicles. A sum of of ₹0.33 million was due to the Company on behalf of the Accused. The Accused had drawn a cheque, in favour of our Company for an amount of ₹0.31 million, dated March 5, 2018. The cheque was dishonoured due to the Accused's account having insufficient funds and the same was intimated by the bank to our Company on March 9, 2018. Our Company had subsequently served a legal demand notice dated March 16, 2018 upon the Accused, notifying him of the dishonour of the Cheque and demanding repayment of the amount due. Given that the sums were not repaid, our Company has filed the Complaint. This matter is currently pending.

Litigation against our Company

Civil Litigation

Nil

Criminal Litigation

Nil

Actions by regulatory/statutory authorities

Nil

Litigation involving our Directors

Litigations against our Directors

Nil

Other litigation which may have an impact on our Company

Nil

Litigations by our Directors

Nil

Actions by regulatory/statutory authorities

Nil

Litigation involving our Subsidiaries

Litigation involving SAMIL

Litigation against SAMIL

Criminal Litigation

Nil

Civil Litigation

1. Ammonia Supply Company **(“Plaintiff”)** filed a civil suit for recovery of a sum of ₹4.90 million before the Court of District Judge, Tis Hazari Court, Delhi on March 23, 2016 (“**Plaint**”) against ICICI Bank Limited (“**ICICI**”) and SAMIL. The Plaintiff had served upon SAMIL and ICICI a legal notice dated February 20, 2016 to which SAMIL had responded on March 8, 2016. Subsequently, the Plaintiff filed the Plaint. The Plaintiff alleged that SAMIL, on behalf of ICICI, had invited an online tender for the sale of three trucks which were mentioned to be in a good condition and have clear title. The Plaintiff stated that they had successfully secured the bid and received a confirmation of the same pursuant to an email dated December 30, 2013. Pursuant to securing the bid, the Plaintiff had deposited a sum of ₹2.50 million with ICICI under the contract. Further, the Plaintiff claimed to have paid a sum of ₹49,000 to SAMIL towards the tender and auction charges which were not refunded. The Plaintiff also claims to have paid the outstanding road tax, purchased an insurance for the trucks, and carried out repairs. The repairs and road tax amounted to ₹ 0.32 million. The Plaintiff states, apart from the expenses highlighted above, they have paid a sum of ₹0.17 million towards insurance of the vehicles for the two years that they have been in their possession. SAMIL has filed a written statement dated June 7, 2016 denying the allegations made and further stating that since there was no privity of contract subsisting between SAMIL and the Plaintiff. This matter is currently pending.

2. Rajeev Kumar Gupta and others (“**Claimants**”) filed a claim petition for recovery of arrears of rent aggregating ₹7.4 million from SAMIL for certain periods between June 2012 to January 31, 2016 before J.N. Paras (Sole Arbitrator), Civil Court Compound, Kanpur bearing arbitration case no. 01 of 2013. The Claimants are owners/landlords of a building taken on rent by SAMIL for a monthly rent of ₹0.12 million with effect from February 1, 2011 for a period of five years with an increase of five per cent per year on the existing rent, pursuant to a lease agreement dated February 1, 2011 (“**Lease Agreement**”). SAMIL issued a notice on November 1, 2011 to the Claimants stating that it wanted to quit and vacate the building and return the possession by January 1, 2012. Further, SAMIL demanded a refund of the security money deposited with the Claimants. The Claimants alleged that since the Lease Agreement was for a period of five years from the commencement of the Lease Agreement, the premature determination of the Lease Agreement was not valid and was illegal, thereby not accepting the notice served by SAMIL. The Claimants further brought the issue of premature determination of the Lease Agreement before a sole arbitrator (jointly agreed upon by the Claimants and SAMIL). The Claimants alleged, that SAMIL has not paid rent since June, 2012 and demand notices for the same have been sent to them. The sole arbitrator passed an order dated August 13, 2013 (“**Order**”), rejecting SAMILs challenge to appointment of arbitrator and constitution of arbitral tribunal. SAMIL filed a petition under section 14 read with section 37(2) of the Arbitration and Conciliation Act, 1996 (“**Petition**”) before the Court of District Judge of Kanpur Nagar (“District Court”) against the Order stating that the arbitrator appointed was partial. The District Court in its order dated September 26, 2015 found the Petition to not be maintainable. Thereafter the Claimants filed a caveat application in the High Court of Judicature at Allahabad (“**HC Allahabad**”). Lastly, SAMIL by way of the written statement dated April 23, 2016 submitted before the sole arbitrator contested the facts and prayed for a stay on such arbitral proceedings until final decision is passed by the HC Allahabad. The matter is currently pending.

3. Mona Shirish Oswal (“**Plaintiff**”) filed a civil suit for recovery of a sum of ₹1.18 million along with damages of ₹3.81 million and a suit for temporary injunction, before the Civil Judge, Senior Division, Pune on January 20, 2018, against SAMIL and HDFC Limited (“**HDFC**”). The Plaintiff had partially licensed the property to Samyak Shashikant Lalwani (“**Licensee**”) for

a period of 60 months from January 16, 2013, who had commenced business in the premises. Plaintiff alleged that HDFC had pasted a legal notice dated May 20, 2016 in the name of the earlier owner of the property, for taking possession of such property. Further the Licensee communicated to the Plaintiff that HDFC had unlawfully encroached and trespassed on the property on June 6, 2017 and locked the premises after forcefully evicting the Licensee. The Plaintiff further alleges that the property was handed over by HDFC to SAMIL who are claimed to be encroaching and trespassing the property. This matter is currently pending.

4. Shaji K.M. **("Plaintiff")** filed a complaint for deficiency in service against the employees of SAMIL before the State Consumer Disputes Redressal Commission at Thiruvananthapuram on July 5, 2018. The Plaintiff seeks recovery of the purchase amount along with mental agony, cost of repairs, insurance etc. the total amounting to ₹7.38 million. The Plaintiff has purchased two vehicles for the amount of ₹2.38 million. However, the Plaintiff faced difficulties in procuring the registration certificate from the RTO due to a notice received by the RTO from the High Court of Kerala directing the RTO to not issue a fresh or duplicate registration certificate for the vehicles purchased by the Plaintiff. While remitting the amount the Plaintiff was assured that within 3 months all formalities would be completed and a fresh registration certificate will be issued within six months and if not, the amount would be refunded to the Plaintiff. This matter is currently pending.

5. Sunita and others ("**Plaintiff**") filed a claim petition under section 140 and 166 of the Motor Vehicle Act, 1988 before the Motor Vehicle Accident Claim Tribunal, Shriganganagar for the amount of ₹13.17 million. The Plaintiff's husband had met with an accident and subsequently died. The tractor which collided with the vehicle in which the Plaintiff's husband was seated, was insured by SAMIL. The Plaintiff has made this petition to recover the amount payable by SAMIL. This matter is currently pending.

Litigation by SAMIL

Criminal Litigation

1. SAMIL filed a case for criminal breach of trust and cheating by fabricating/forging documents, under 190(1) and 200 of Code of Criminal Procedure, 1973 for offences punishable under Sections 323, 506, 406, 397, 420 read with Section 34 of the Indian Penal Code, 1860 before the Court of the Principal Civil Judge (Jr. Dn.) and J.M.F.C. at Hassan, Karnataka, against, Mr. Narayana ("**Accused**") on the grounds that the Accused along with 50 members threatened the gate keepers and forcefully entered the property of SAMIL where the car purchased by the Accused was held due to default in repayment of the loan undertaken by him. This matter is currently pending.

2. Bineesh K.K and Sree Kumar, employees of SAMIL ("**Employees**") have filed an application for regular bail under section 439 of the Code of Criminal Procedure, 1973 before the High Court of Kerala, Ernakulam ("**Court**"). The Employees were accused of hoisting our national flag lower than flags of SAMIL on either side at an auction of vehicles, which allegedly signified dishonour and disrespect towards the national flag. The Court passed an order granting the bail for the Employees via order dated September 14, 2015 ("**Order**") on certain conditions such as the Employees were required to execute a bond for ₹25,000 with two solvent sureties and appear before the investigating officer as required, among others. This matter is currently pending.

3. A private complaint was filed by SAMIL before the First Additional Judicial Magistrate 1st class court Davanagere against M. Nagendrappa and others ("**Accused**"), under Section 200 of Code of Criminal Procedure, 1973. SAMIL has alleged that the Accused along with 60-70 other people trespassed into SAMIL's yard ("**Yard**") by breaking the locks and forcefully took a vehicle which was kept in the Yard by L&T due to Nagendrappa,having defaulted in repayment of loan and thereby committed offence under Sections 448, 504, 506, 457 and 380 read with 149 of the Indian Penal Code, 1860.

4. Mahash, Jaswindersing and Vijay, the employees of SAMIL have filed a criminal revision petition 36 of 2016 ("**Revision Petition**") before the District and Session Judge, Akola ("**Court**") against the order passed by the Third J.M.F.C. Court, Akola, ("**J.M.F.C**.") under Section 420 and 468 of the Indian Penal Code, 1860. The respondent in the matter is Wasim Khan ("**Respondent**") who has filed a complaint alleging that the chassis of vehicle sold to him in an auction held by SAMIL has been tampered with. SAMIL has contended that there has been no tempering with the chassis of the vehicle sold to the Respondent. SAMIL has also presented numerous evidence, such as the report of the police investigation which was conducted twice on the respondents request showed that there was no alleged tampering. SAMIL also stated that the previous owner of the vehicle has corroborated the chassis number and there seems to be no tampering as alleged. Therefore, SAMIL has prayed before the court to set aside the order of the J.M.F.C. passed on September 18, 2015. SAMIL has also filed an application for grant of stay dated February 11, 2015 before this Court for a stay order in the matter pending before the J.M.F.C. until the decision of the Revision Petition is declared.

5. SAMIL filed a case for a dishonour of cheque under section 138 of the Negotiable Instruments Act, 1881 before the Chief Judiciary Magistrate First Class of Solapur for the amount ₹0.59 million, against Suryakant Vishnu Gavasane ("**Accused**"). The Accused had sold a vehicle which he later attempted to repurchase from SAMIL. He issued three cheques in favour of SAMIL after taking a loan from Shri Ram City Union Finance Limited. All the three cheques were dishonoured. Subsequently

a legal notice dated September 27, 2014 demanding the payment due to SAMIL was made to the Accused. After no response within the stipulated time, SAMIL filed the compliant dated November 8, 2014. This matter is currently pending.

Civil Litigation

Nil

Actions by regulatory/statutory authorities

Nil

Tax Claims

Tax litigation against our Company

1. Our Company has received a demand show cause notice ("**SCN**") under section 73(1) of the Central Goods and Services Tax Act, 2017 ("**CGST Act**") dated July 23, 2020. Our Company had sought to transit the eligible credits of erstwhile service tax law through various tables of Trans-1 return in terms of Rule 117 of the CGST Rules, 2017. After scrutiny of the said transitional credits, it has been alleged under the SCN that the Company has (a) wrongly availed credit of ₹0.21 million; (b) wrongly transited education cess, higher education cess and Krishi Kalyan cess amounting to ₹1.94 million; and (c) wrongly transited credit of ₹0.44 million on health insurance services and catering services on which Cenvat Credit is not available; and (d) wrongly transited credit ₹3.84 million on services received prior to July 1, 2017 which was in contravention of provisions of Section 140(5) of the CGST Act. The SCN has proposed recovery of the said amounts in the abovementioned points (a) to (d) along with applicable interest and penalty that might be levied under section 73(1) read with 122(1)(vii) of the CGST Act and penalty under Section 122(2)(a) of the CGST Act. Our Company has reversed the ITC impugned in points (a) to (c) above but contested the interest and penalties proposed. Further, the entire amount involved in point (d) above is contested by our Company along with related interest and penalty. A total of ₹ 3.84 million excluding interest and penalty is to be recovered from the Company. This matter is currently pending for adjudication.

Tax litigation against SAMIL

1. SAMIL had received a show cause notice dated January 23, 2015 issued by the Office of the Commissioner of Service Tax, asking them to show cause as to why proportionate CENVAT credit of ₹1.74 million for the period 2010-2011 to 2011-2012 along with ineligible CENVAT credit availed on input services amounting to ₹0.09 million and ₹2.37 million wrongly availed credit on capital goods, should not be recovered from them under proviso to section 73(1) of Finance Act, 1994 made applicable under Rule 14, of the CENVAT Credit Rules, 2004. SAMIL has made the part payment of tax / CENVAT credit of ₹ 3.60 million but contested the interest and penalties thereon, the aforesaid demands have been confirmed by the Adjudicating Authority as well as by the first appellant authority. SAMIL has filed the second appeal before the Customs, Excise and Service Tax Appellate Tribunal, Chennai on June 27, 2017. This matter is currently pending.

2. SAMIL filed appeals for the periods, April 1, 2011-March 31, 2012 ("**Period 1**") and April 1, 2013-September 30, 2013 ("**Period 3**") before the Deputy Commissioner of Sales Tax (Appeals) Mumbai and April 1, 2012-March 31, 2013 ("**Period 2**") and October 1, 2013 – March 31, 2014 ("**Period 4**") the Maharashtra State Sales Tax Tribunal, Mumbai. The appeals are filed against the demands of ₹0.72 million for Period 1, ₹0.51 million for Period 2, ₹0.80 million for Period 3 and ₹8.55 million for Period 4, arising out of the order dated July 31, 2015("**2015 Order**") issued by the Sales Tax Officer. It was alleged that SAMIL was conducting auction sale of motor vehicles repossessed by financing companies, this is taxable under the Maharashtra Value Added Tax, 2002 ("**MVAT Act**"). SAMIL does not hold a registration under the MVAT Act. The authorities suggest that SAMIL would qualify as a 'dealer' as defined under Section 2(8) of the MVAT Act and activity of selling/auctioning of repossessed vehicles qualifies as 'sale' under MVAT Act. While the appeals for Period 1 and Period 3 have been directly filed against the 2015 Order. For Period 2 and Period 4, the appeals have been filed against the orders dated March 28, 2018 and October 25, 2017 ("**Orders**"), respectively. Part payments of disputed tax has been made by SAMIL of ₹ 0.60 million for period 2, ₹ 0.20 million for period 3 and ₹ 8.20 million for period 4 (including ₹ 6.53 million paid directly by vendors concerned in the matter which are to be adjusted against the final demand against SAMIL). These matters are pending before the aforesaid Appellant Authority.

3. Except as disclosed below, there are no claims related to direct and indirect taxes involving our Company, Directors and Subsidiaries.

Nature of case	Number of cases	Amount involved (₹ in million)
Litigation involving our Company		
Direct Tax	2	2.37
Indirect Tax	2	4.06
Litigation involving SAMIL		
Direct Tax	2	1.88
Indirect Tax	5	2.20
Litigation involving the Directors		

Nature of case	Number of cases	Amount involved (₹ in million)
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil

Outstanding dues to Creditors

As of March 31, 2021, our Company has 172 creditors, and the aggregate outstanding dues to these creditors by our Company are ₹ 67.90 million. Further, our Company owes an amount of ₹0.57 million to micro, small and medium enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006.

As per the materiality policy, creditors of our Company to whom an amount having a monetary value which exceeds 5% of the of the Company's trade payables as of March 31, 2021, as disclosed in this Red Herring Prospectus, shall be considered as 'material' i.e., creditors of our Company to whom our Company owes an amount exceeding ₹11.12 million have been considered material. As of March 31, 2021, there are two material creditors to whom our Company owes an aggregate amount of ₹51.32 million.

Details of outstanding dues owed to material creditors, MSMEs and other creditors as of March 31, 2021 by our Company are set out below:

	Number of Creditors	Amount involved (₹ in million)
Micro, Small and Medium Enterprises	12	0.57
Material Creditors	2	51.32
Other Creditors	158	16.01
Total Outstanding Dues	172	**67.90**

The details pertaining to net outstanding dues towards our material creditors are available on the website of our Company at https://www.cartradetech.com/material-creditors.html.

It is clarified that such details available on our website do not form a part of this Red Herring Prospectus.

Material Developments

There have not arisen, since the date of the last financial statement disclosed in this Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our trading, our profitability or the value of our assets or our ability to pay our liabilities within the next 12 months, other than as disclosed in "*Management's Discussion and Analysis of Financial Condition and Results of Operations- Recent Developments*" on page 253.

GOVERNMENT AND OTHER APPROVALS

We have set out below an indicative list of material consents, licenses, permissions, registrations, and approvals from the Government of India, various governmental agencies and other statutory and/ or regulatory authorities obtained by our Company and our Material Subsidiary which are considered necessary for the purpose of undertaking our business activities. In view of these material approvals, our Company can undertake this Offer and our Company and our Material Subsidiary can undertake their respective business activities. In addition, certain of our material approvals may have expired or may expire in the ordinary course of business and our Company or our Material Subsidiary, as the case may be, 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.

I. Incorporation details

1. Certificate of incorporation dated April 28, 2000 issued by the RoC to our Company, in its former name Kaymo Fastener Company Private Limited.

2. Fresh certificate of incorporation dated August 12, 2009 issued by the RoC, consequent upon change of name of our Company from Kaymo Fastener Company Private Limited to MXC Solutions India Private Limited.

3. Fresh certificate of incorporation dated April 20, 2021 issued by the RoC, consequent upon change from MXC Solutions India Private Limited to CarTrade Tech Private Limited

4. Fresh certificate of incorporation dated May 12, 2021 issued by the RoC, consequent upon change of name from 'CarTrade Tech Private Limited' to 'CarTrade Tech Limited', pursuant to conversion of our Company from a private limited company to a public limited company.

5. The CIN of our Company is U74900MH2000PLC126237.

6. Certificate of incorporation dated February 11, 2010 issued by the Registrar of Companies, Tamil Nadu at Chennai to our Material Subsidiary, being SAMIL.

II. Approvals in relation to the Offer

For details regarding the approvals and authorisations obtained by our Company in relation to the Offer, see "*Other Regulatory and Statutory Disclosures - Authority for the Offer*" on page 283.

III. Material approvals in relation to our Company and Material Subsidiary

Tax related registrations

1. The permanent account number of our Company and Material Subsidiaryare provided below:

Sr. No.	Company Name	Registration Number
1.	Company	AABCK6981G
2.	Shriram Automall India Limited	AANCS8571L

2. The tax deduction account number of our Company and its Material Subsidiary are provided below:

Sr. No.	Company Name	Registration Number
1.	Company	MUMK19473G.
2.	Shriram Automall India Limited	CHES33679C

3. We have obtained GST registrations with the relevant authorities for all the states in which our Company and our Material Subsidiary operate.

Material Labour related approvals

Our Company and Material Subsidiary have obtained registrations under various employee and labour related laws including the EPFMP Act, ESIC Act, and registrations for the labour welfare fund and professional tax, under the specific states they operate in.

Material approvals obtained for business operations

In order to operate as a commercial establishment in India, our Company and its Material Subsidiary have obtained the necessary registrations under the state specific shops and establishment acts under each state they operate in.

Material approvals obtained for yards operated by our Material Subsidiary

Our Material Subsidiary owns yards for which it has obtained registrations in the normal course of business across various states in India including fire licenses for locations of business issued by relevant municipal authorities under applicable laws, shops and establishments registrations issued under relevant state legislations, registrations under the Factories Act, 1948, licenses issued by state pollution control boards and no objection certificates issued by gram panchayats of which the material approvals for our yards are factory licenses issued under the state wise amendments of the Factories Act, 1948 and authorisations received from state level pollution control boards. Certain approvals may have lapsed in their normal course and our Material Subsidiary has either made an application to the appropriate authorities for renewal of such registration or is in the process of making such applications. In addition, our application for certain licenses have been rejected by appropriate authorities, for which the Material Subsidiary has made fresh applications.

IV. ***Material approvals applied for but not received***

Except for applications that are pending before the Maharashtra Pollution Control Board for the renewal of the authorisation of the SAMIL yards situated at Nagpur, Maharashtra and Panvel Maharashtra as on the date of this Red Herring Prospectus, there are no other material approvals that have been applied for by our Company or our Material Subsidiary that have not been received.

V. ***Material approvals expired and renewal to be applied for***

As on the date of this Red Herring Prospectus, there are no key approvals that have expired but have not been renewed by our Company or Material Subsidiary, other than as described above.

VI. ***Material approvals required but not obtained or applied for***

As on the date of this Red Herring Prospectus, there are no material approvals which our Company or Material Subsidiary were required to obtain or apply for, but which have not been obtained or been applied.

VII. ***Material Approvals obtained by the Company and expiring within two years from the date of this Red Herring Prospectus***

Set forth below are the details of the material approvals obtained by our Company which are expiring within two years from the date of filing of this Red Herring Prospectus:

Sr. No.	Location	Government Approval/ License	Expiry date
Company			
1.	Prabhadevi, Maharashtra	Registration certificate of establishment under Maharashtra Shops & Establishments (Regulation of Employment and Conditions of Service) Act, 2017	December 12, 2021
2.	Vashi, Maharashtra	Registration certificate of establishment under Maharashtra Shops & Establishments (Regulation of Employment and Conditions of Service) Act, 2017	December 15, 2021
Shriram Automall India Limited			
3.	Ghaziabad, Uttar Pradesh	Registration certificate of establishment under Uttar Pradesh Shops and Commercial Establishment Act, 1962	March 31, 2022

With respect to the material approvals obtained by the yards maintained by SAMIL, among others, certain factory licenses for three yards expire between March 31, 2022 and December 31, 2022 and no objection certificate from one of the pollution control boards for one yard is expiring on July 22, 2023. In addition, with regard to other approvals, the shops and establishments licenses for 21 yards will expire between December 31, 2021 and December 31, 2022 and the fire license for one of our yards expire by March 18, 2022. further one of the no objection certificates issued by the local gram panchayat is due to expire on February2, 2022.

VIII. ***Intellectual property***

As on the date of this Red Herring Prospectus, our Company and Material Subsidiary we have 75 trademark registrations in India, including “CarWale”, “BIKEWALE”, “CarTrade”, “ADROIT AUTO”, “CARTRADE.COM”, “Car Trade exchange” and “Shriram Automall” as a trademark is registered under classes 9,16, 35, 36, 37, 38, 41, 42 and 45 of the Trade Mark Act, 1999 in the name of our Company and its Material Subsidiary. We also have five applications that have been presently accepted and advertised. The abovementioned trademarks are widely used for computer softwares, marketing, advertising, among its other uses. In addition, our Company has one copyright "CarWale.com". Furthermore, our trademark 'BIKEWALE's underclass 35, CarTrade exchange under class 36 has been objected and CarTrade Tech Limited under class 35, 36, 38 and 42. Our Company made 16 applications since its change in name to CarTrade Tech Limited under various classes including under class 35, 36, 38 and 42 to trademark its new logo CarTradeTech, the application is still pending.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer has been authorised by our Board of Directors pursuant to the resolution passed at its meeting dated May 13, 2021 and the DRHP was approved by our Board pursuant to a resolution passed on May 13, 2021 and the IPO Committee pursuant to a resolution passed on May 15, 2021. Further, our Board has taken on record the consent for the Offer for Sale by the Selling Shareholders pursuant to its resolution dated May 13, 2021. Our Board has approved this Red Herring Prospectus pursuant to its resolution dated July 28, 2021.

Each of the Selling Shareholders have, severally and not jointly, confirmed and approved its participation in the Offer for Sale in relation to its portion of Offered Shares. For details, see "*The Offer*" on page 51.

Our Company has received in-principle approval from BSE and NSE for the listing of the Equity Shares pursuant to letter dated June 11, 2021 and June 22, 2021, respectively.

Prohibition by SEBI, RBI or other Governmental Authorities

Our Company, Directors and the Selling Shareholders are not prohibited from accessing the capital market 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.

None of the companies with which our Directors are associated with as promoters, directors or persons in control have been debarred from accessing capital markets under any order or direction passed by SEBI or any other authorities.

None of our Directors are associated with securities market related business, in any manner and there has been no outstanding actions initiated by SEBI against our Directors in the five years preceding the date of this Red Herring Prospectus.

Our Company or Directors have not been declared as wilful defaulters by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the RBI.

Confirmation under Companies (Significant Beneficial Ownership) Rules, 2018

Our Company and Selling Shareholders are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, to the extent applicable, as on the date of this Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with the Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

- Our Company has net tangible assets of at least ₹30 million, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each);

- Our Company has an average operating profit of at least ₹150 million, calculated on a restated and consolidated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years;

- Our Company has a net worth of at least ₹10 million in each of the preceding three full years (of 12 months each), calculated on a restated and consolidated basis; and

- Our Company has changed its name from 'MXC Solutions Private Limited' to 'CarTrade Tech Private Limited'and subsequently to 'CarTrade Tech Limited' in the last one year and at least fifty per cent of the revenue, calculated on a restated and consolidated basis, for last financial year, has been earned by it from the activity indicated by its new name. For more details, please see "*History and Certain Corporate Matters – Brief history of our Company*" on page 151.

Our Company's operating profit, net worth and net tangible assets derived from the Restated Consolidated Financial Information included in this Red Herring Prospectus as at, and for the last three Financial Years are set forth below:

Derived from Restated Consolidated Financial Information

(₹ in million)

Particulars	Fiscal 2021	Fiscal 2020	Fiscal 2019
Net Tangible Assets(1)	10,068.59	5,411.15	4,916.83
Operating Profit(2)	194.34	222.41	142.85
Net Worth(3)	16,805.78	12,622.34	12,314.45

(1) Net tangible assets have been computed as the sum of all net assets of the Company excluding intangible assets as defined in Indian Accounting Standard (Ind AS) 38 'Intangible Assets' i.e. Goodwill, Other intangible assets and Intangible assets under development.

(2) Operating Profit / (Loss) has been computed as Restated profit / (loss) before tax after excluding Finance cost and Other income.

(3) Net worth is the aggregate value of the paid-up share capital including instruments in the nature of equity and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, share based payment reserve, money received against share warrants, capital reserve on consolidation, other reserves after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

Our Company is in compliance with the conditions specified in Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. Our Company confirms that it is also 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. The status of compliance of our Company with the conditions as specified under Regulations 5 and 7(1) of the SEBI ICDR Regulations are as follows:

(i) Our Company, the Selling Shareholders and our Directors are not debarred from accessing the capital markets by SEBI;

(ii) The companies with which our Directors are associated as promoter or director are not debarred from accessing the capital markets by SEBI;

(iii) Neither our Company, nor our Directors have been identified as a wilful defaulter (as defined in the SEBI ICDR Regulations);

(iv) None of our Directors has been declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018;

(v) Except employee stock options granted pursuant to the ESOP Plans, there are no outstanding convertible securities of our Company or any other right which would entitle any person with any option to receive Equity Shares of our Company as on the date of filing of this Red Herring Prospectus;

(vi) Our Company along with the Registrar to our Company, has entered into tripartite agreements dated April 10, 2021 and April 6, 2021 with NSDL and CDSL, respectively, for dematerialization of the Equity Shares;

(vii) The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Red Herring Prospectus; and

(viii) Since the Offer is through an Offer for Sale, Regulation 7(1)(e) (which requires firm arrangements of finance through verifiable means for 75% of the stated means of finance, excluding the amount to be raised through the Offer and existing identifiable internal accruals) shall not apply.

Each of the Selling Shareholders confirm severally and not jointly that the Equity Shares being offered by such Selling Shareholder in the Offer for Sale have been held by such Selling Shareholder for a period of at least one year prior to the filing of the Draft Red Herring Prospectus with SEBI and are eligible for sale in the Offer in accordance with Regulation 8 of the SEBI ICDR Regulations. Our Company shall not make an Allotment if the number or prospective allottees is less than 1,000 in accordance with Regulation 49(1) 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 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 BRLMs, BEING AXIS CAPITAL LIMITED, CITIGROUP GLOBAL MARKETS INDIA PRIVATE LIMITED, KOTAK MAHINDRA CAPITAL COMPANY LIMITED AND NOMURA FINANCIAL ADVISORY AND SECURITIES (INDIA) PRIVATE LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI ICDR REGULATIONS. 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 BRLMs ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLMs HAVE FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED MAY 15, 2021 IN ACCORDANCE WITH SEBI (MERCHANT BANKERS) REGULATIONS, 1992, IN THE FORMAT PRESCRIBED UNDER SCHEDULE V (FORM A) OF THE SEBI ICDR REGULATIONS.

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 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 BRLMs ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to this Offer will be complied with at the time of filing of this Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act. All legal requirements pertaining to this Offer will be complied with at the time of filing of the Prospectus with the RoC in terms of sections 26, 32, 33(1) and 33(2) of the Companies Act.

Disclaimer from our Company, our Directors and BRLMs

Our Company, our Directors and the BRLMs accept no responsibility for statements made otherwise than in this Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website www.cartradetech.com, or the websites of any affiliate of our Company would be doing so at his or her own risk.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement.

All information shall be made available by our Company, and the BRLMs to the Bidders and the public at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at the Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, the Selling Shareholders, their respective directors and officers, group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, and their respective directors, officers, agents, group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer from the Selling Shareholders

The Selling Shareholders accept no responsibility for statements made otherwise than in this Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website www.cartradetech.com, or the websites of any affiliate of our Company would be doing so at his or her own risk. Each of the Selling Shareholder, its respective directors, affiliates, associates, and officers accept no responsibility for any statements made in this Red Herring Prospectus other than those specifically made or confirmed by such Selling Shareholder in relation to itself as a Selling Shareholder and its proportion of the Offered Shares.

Bidders will be required to confirm and will be deemed to have represented to the Selling Shareholders and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. The Selling Shareholders and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

Disclaimer in respect of Jurisdiction

This Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, 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, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in equity shares, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, systemically important NBFCs registered with the RBI) and permitted Non-Residents including FPIs and Eligible NRIs and AIFs that they are eligible under all applicable laws and regulations to purchase the Equity Shares. The Draft Red Herring Prospectus did not constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Red Herring Prospectus comes is required to inform him or herself about, and to observe, any such restrictions. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai, Maharashtra, India only.

Neither the delivery of this Red Herring Prospectus nor the Offer of the Offered Shares shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or any of the Selling Shareholders since the date of this Red Herring Prospectus or that the information contained herein is correct as of any time subsequent to this date.

Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to this Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises this Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India.

No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

Eligibility and Transfer Restrictions

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any 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 applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside of the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur; and (ii) to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act), pursuant to the private placement exemption set out in Section 4(a) of the U.S. Securities Act.

We intend to rely on an exception from the definition of investment company under the U.S. Investment Company Act of 1940, as amended, in connection with this Offer.

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.

Until the expiry of 40 days after the commencement of this Offer, an offer or sale of Equity Shares within the United States by a dealer (whether or not it is participating in this Offer) may violate the registration requirements of the U.S. Securities Act.

Bidders are 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. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Disclaimer Clause of BSE

BSE Limited ("**the Exchange**") has given vide its letter dated June 11,2021 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 NSE

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/1030 dated June 22, 2021 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 this Red Herring Prospectus are proposed to be listed on the BSE and NSE. Application will be made to the BSE and NSE for obtaining permission for listing and trading of the Equity Shares. NSEwill be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

Consents

Consents in writing of: (a) each of the Selling Shareholders, our Directors, our Company Secretary, our CFO, Banker(s) to the Company, legal counsel to the Company as to Indian Law, Legal Counsel to the BRLMs as to Indian Law, U.S. Federal Securities Laws Counsel to the BRLMs, legal counsel to the Selling Shareholders as to Indian law, the BRLMs, the Registrar to the Offer, in their respective capacities, have been obtained; and (b) the Syndicate Member, the Banker to the Offer and Banker to the Company, to act in their respective capacities, have been obtained and filed along with a copy of this Red Herring Prospectus with the RoC as required under the Companies Act and such consents shall not be withdrawn up to the time of delivery of this Red Herring Prospectus with the RoC.

Expert to the Offer

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

Our Company has received written consent dated July 28, 2021 from S.R.Batliboi & Associates LLP, Chartered Accountants, to include their name as required under section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated July 13, 2021 on our Restated Consolidated Financial Information; and (ii) their report dated May 14, 2021 on the Statement of Special Tax Benefits in this Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the 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, subsidiaries or associate entity during the last three years

Other than as disclosed in "*Capital Structure*" on page 67, our Company has not made any capital issues during the three years preceding the date of this Red Herring Prospectus. We do not have any listed Subsidiaries.

Our Company does not have any group companies or associate entities.

Commission and Brokerage paid on previous issues of the Equity Shares in the last five years

Since this is the initial public issue of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since our Company's incorporation.

Performance vis-à-vis objects – Public/ rights issue of our Company

Our Company has not undertaken any public or rights issue in the five years preceding the date of this Red Herring Prospectus.

Performance vis-à-vis objects – Public/ rights issue of the listed subsidiaries of our Company

The securities of our Subsidiaries are not listed on any stock exchange.

Price information of past issues handled by the BRLMs

A. Axis Capital Limited

1. Price information of past issues handled by Axis Capital Limited:

Sr. No.	Issue name	Issue size (₹ millions)	Issue price(₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Clean Science And Technology Limited	15,466.22	900.00	19-Jul-21	1,755.00	-	-	-
2	India Pesticides Limited	8,000.00	296.00	5-Jul-21	350.00	-	-	-
3	Krishna Institute Of Medical Sciences Limited[!]	21,437.44	825.00	28-Jun-21	1,009.00	+48.10%, [-0.43%]	-	-
4	Dodla Dairy Limited	5,201.77	428.00	28-Jun-21	550.00	+44.94%, [-0.43%]	-	-
5	Shyam Metalics And Energy Limited[@]	9,085.50	306.00	24-Jun-21	380.00	-+40.95%, [+0.42%]	-	-
6	Macrotech Developers Limited	25,000.00	486.00	19-April-21	436.00	+30.22%, [+5.21%]	+75.43%, [+10.89%]	-
7	Barbeque – Nation Hospitality Limited	4,528.74	500.00	07-April-21	489.85	+18.77%, [-0.64%]	+76.97%, [+6.85%]	-
8	Suryoday Small Finance Bank Limited[$]	5,808.39	305.00	26-Mar-21	292.00	-18.38%, [-1.14%]	-26.87%, [+8.13%]	-
9	Kalyan Jewellers India Limited[#]	11,748.16	87.00	26-Mar-21	73.95	-24.60%, [-1.14%]	-7.07%, [+8.13%]	-
10	Craftsman Automation Limited	8,236.96	1,490.00	25-Mar-21	1,359.00	-13.82%, [+0.11%]	+16.81%, [+10.11%]	-

Source: www.nseindia.com
$ Offer Price was ₹275.00 per equity share to Eligible Employees
 # Offer Price was ₹79.00 per equity share to Eligible Employees
@ Offer Price was ₹291.00 per equity share to Eligible Employees
! Offer Price was ₹785.00 per equity share to Eligible Employees

Notes:

a. *Issue Size derived from Prospectus/final post issue reports, as available.*
b. *The CNX NIFTY is considered as the Benchmark Index.*
c. *Price on NSE is considered for all of the above calculations.*
d. *In case 30th/90th/180th day is not a trading day, closing price on NSE of the previous trading day has been considered.*
e. *Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available*

2. Summary statement of price information of past issues handled by Axis Capital Limited

Financial Year	Total no. of IPOs	Total funds raised (` in Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days 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%

2021-2022*	7	88,719.67	-	-	-	-	4	1	-	-	-	-	-	-
2020-2021	11	93,028.90	-	-	6	2	1	2	-	-	-	2	1	1
2019-2020	5	161,776.03	-	1	2	-	-	2	1	1	-	-	-	3

** The information is as on the date of the document*
The information for each of the financial years is based on issues listed during such financial year.
Note: Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

B. Citigroup Global Markets India Private Limited

1. Price information of past issues handled by Citigroup Global Markets India Private Limited

S.No.	Issue Name	Issue Size (₹ million)	Issue Price (₹)	Listing Date	Opening Price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Zomato Limited	93,750.00	76.00	July 23, 2021	116.00	NA	NA	NA
2	Kalyan Jewellers India Limited	11,748.16	87.00	March 26, 2021	73.95	-24.60%[-1.14%]	-7.07%[+8.13%]	NA
3	Gland Pharma Limited	64,795.45	1,500.00	November 20, 2020	1,710.00	+48.43%[+7.01%]	+57.27%[+18.27%]	+104.17%[+17.49%]
4	UTI Asset Management Company Limited	21,598.84	554.00	October 12, 2020	500.00	-10.43%[+5.87%]	-0.60%[20.25%]	+5.81%[+24.34%]
5	Polycab India Limited	13,452.60	538.00	April 16, 2019	633.00	+15.36%[-5.35%]	+14.70%[-1.99%]	+23.76%[-4.09%]

Source: www.nseindia.com
Notes:
(1) Nifty is considered as the benchmark index.
(2) % of change in closing price on 30th / 90th/ 180th calendar day from listing day is calculated vs. Issue Price. % change in closing benchmark.
index is calculated based on closing index on listing day vs. closing index on 30th / 90th / 180th calendar day from listing day.
(3) 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 closing price on NSE of a trading day immediately prior to the 30th / 90th / 180th day, is considered.

2. Summary statement of price information of past issues handled by Citigroup Global Markets India Private Limited

Financial Year	Total no. of IPOs	Total amount of funds raised (₹mn.)	No. of IPOs trading at discount – 30th calendar days from listing			No. of IPOs trading at premium – 30th calendar days from listing			No. of IPOs trading at discount – 180th calendar days from listing			No. of IPOs trading at premium – 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2021-22	1	93,750.00	-	-	-	-	-	-	-	-	-	-	-	-
2020-21	3	98,142.45	-	-	2	-	1	-	-	-	-	1	-	1
2019-20	1	13,452.6	-	-	-	-	-	1	-	-	-	-	-	1

Source: www.nseindia.com
Notes:
(1) The information is as on the date of the document.
(2) The information for each of the financial years is based on issues listed during such financial year.
(3) Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

C. Kotak Mahindra Capital Company Limited

1. Price information of past issues handled by Kotak Mahindra Capital Company Limited

S. No.	Issue name	Issue size (₹ million)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Zomato Limited	93,750.00	76	July 23, 2021	116.00	-	-	-
2.	Clean Science and Technology Limited	15,466.22	900	July 19, 2021	1,755.00	-	-	-
3.	G R Infraprojects Limited	9,623.34	837[1]	July 19, 2021	1,715.85	-	-	-
4.	Krishna Institute of Medical Sciences Limited	21,437.44	825[2]	June 28, 2021	1,009.00	+48.10%,[-0.43%]	-	-
5.	Sona BLW Precision Forgings Limited	55,000.00	291	June 24, 2021	301.00	+45.45%, [+0.42%]	-	-
6.	Macrotech Developers Limited	25,000.00	486	April 19, 2021	436.00	+30.22%[+5.21%]	+75.43%[+10.89%]	-
7.	Home First Finance Company India Limited	11,537.19	518	February 3, 2021	618.80	+4.98%[+1.97%]	-5.64%[-1.05%]	-
8.	Indigo Paints Limited	11,691.24	1,490[3]	February 2, 2021	2,607.50	+75.72%[+4.08%]	+55.40%[-0.11%]	-
9.	Burger King India Limited	8,100.00	60	December 14, 2020	115.35	+146.50%[+7.41%]	+135.08%[+10.86%]	+168.25%[+16.53%]
10.	Gland Pharma Limited	64,795.45	1,500	November 20, 2020	1,710.00	+48.43%[+7.01%]	+57.27%[+18.27%]	+104.17%[+17.49%]

Notes:

1. *In G R Infraprojects Limited, the issue price to eligible employees was ₹ 795 after a discount of ₹ 42 per equity share*
2. *In Krishna Institute of Medical Sciences Limited, the issue price to eligible employees was ₹ 785 after a discount of ₹ 40 per equity share*
3. *In Indigo Paints Limited, the issue price to eligible employees was ₹ 1,342 after a discount of ₹ 148 per equity share*
4. *In the event any day falls on a holiday, the price/index of the immediately preceding trading day has been considered.*
5. *The 30th, 90th, 180th calendar days from listed day have been taken as listing day plus 29, 89 and 179 calendar days.*
6. *Restricted to last 10 equity initial public issues.*

2. Summary statement of price information of past issues handled by Kotak Mahindra Capital Company Limited

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2021-22	6	220,277.00	-	-	-	-	3	-	-	-	-	-	-	-
2020-21	6	140,143.77	-	-	1	2	1	2	-	-	-	2	1	1
2019-20	4	136,362.82	-	1	-	-	1	2	-	-	1	-	1	2

Notes:
1. *The information is as on the date of this Red Herring Prospectus.*
2. *The information for each of the financial years is based on issues listed during such financial year.*

D. Nomura Financial Advisory and Securities (India) Private Limited

1. Price information of past issues handled by Nomura Financial Advisory and Securities (India) Private Limited

Sr. No.	Issue name	Issue size (₹ millions)	Issue price(₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Sona BLW Precision Forgings	55,500	291	June 24, 2021	301.00	+45.45% [+0.47%]	*Not applicable*	*Not applicable*
2	Nazara Technologies	5,826.91	1,101[1]	March 30, 2021	1,990.00	+62.57% [+0.13%]	*+38.22% [+6.84%]*	*Not applicable*
3	Gland Pharma	64,795.45	1,500	November 20, 2020	1,710.00	+48.43% [+7.01%]	+57.27% [+18.27%]	+104.17% [17.49%]
4	Computer Age Management Services Limited[1]	22,421.05	1,230[2]	October 1, 2020	1,518.00	+5.43%[+2.37%]	+49.52%[+23.04%]	+43.80%[+26.65%]
5	Happiest Minds Technologies	7,020.16	166	September 17, 2020	350.00	+96.05% [+2.14%]	+93.25% [+17.82%]	+221.27% [+29.64%]
6	SBI Cards & Payment Services Limited[2]	103,407.88	755[3]	March 16, 2020	661.00	-33.05%, [-2.21%]	-21.79%, [+8.43%]	+12.50% [+24.65%]
7	Affle (India) Limited	4,590.00	745	August 8, 2019	926.00	+12.56%, [-0.78%]	+86.32%, [+8.02%]	+135.49%,[+6.12%]

Source: www.nseindia.com

1. *Discount of INR110.00 per Equity Share was offered to eligible employees bidding in the Employee Reservation Portion*
2. *Discount of INR122.00 per Equity Share was offered to eligible employees bidding in the Employee Reservation Portion*
3. *Price for Eligible Employees bidding in the Employee Reservation Portion was INR680.00 per equity share*

Notes:

a. *Nifty is considered as the benchmark index except for Computer Age Management Services Limited where SENSEX is considered as benchmark index*
b. *Price on NSE is considered for all of the above calculations except for Computer Age Management Services Limited.*
c. *In case 30th/90th/180th day is not a trading day, closing price on NSE of the previous trading day has been considered.*
d. *Not applicable – Period not completed*

2. Summary statement of price information of past issues handled by Nomura Financial Advisory and Securities (India) Private Limited

Financial Year	Total no. of IPOs	Total funds raised (₹ in millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days 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%
2021-2022	1	55,500.00	-	-	-	-	1	-	-	-	-	-	-	-
2020-2021	4	100,063.57	-	-	-	2	1	1	-	-	-	2	1	-
2019-2020	2	107,997.88	-	1	-	-	-	1	-	-	-	1	-	1

Source*:* www.nseindia.com

Notes*:*

a) *The information is as on the date of this document.*
The information for each of the financial years is based on issues listed during such financial year.

Track record of the Book Running Lead Managers

For details regarding the track record of the BRLMs, as specified in circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, see the websites of the BRLMs, as set forth in the table below:

S. No.	Name of BRLM	Website
1.	Axis Capital Limited	http://www.axiscapital.co.in
2.	Citigroup Global Markets India Private Limited	www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm
3.	Kotak Mahindra Capital Company Limited	www.investmentbank.kotak.com
4.	Nomura Financial Advisory and Securities (India) Private Limited	www.nomuraholdings.com/company/group/asia/india/index.html

Stock Market Data of Equity Shares

This being an initial public offer of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The 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 BSE and NSE, subject to agreement with our Company for storage of such records for longer period, 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/2018/22 dated February 15, 2018, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and 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 an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the Book Running Lead Managers shall compensate the investors at the rate higher of ₹ 100 or 15% per annum of the application amount for the period of such delay.

Investors can contact the Company Secretary and Compliance Officer, the BRLMs 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 orders or non-receipt of funds by electronic mode, etc.

All grievances , other than of Anchor Investors, in relation to the Bidding process may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for RIB who make the payment of Bid Amount through the UPI Mechanism), date of ASBA Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the BRLMs where the Bid cum Application Form was submitted by the Anchor Investor.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders. Our Company, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. 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.

Our Company has obtained authentication on the SCORES and comply with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013 in relation to redressal of investor grievances through SCORES.

Anchor Investors are required to address all grievances in relation to the Offer to the BRLMs.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

Disposal of Investor Grievances by our Company

There have been no investor grievances received by our Company and Subsidiaries in relation to the Equity Shares for the three years prior to the filing of this Red Herring Prospectus. 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.

Our Company and Subsidiaries have not received any investor grievances in the last three Financial Years prior to the filing of this Red Herring Prospectus.

We estimate that the average time required by our Company and/or the Registrar to the Offer for the redressal of routine investor grievances shall 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.

Our Company and Subsidiaries have not received any investor grievances which were not resolved. As at the date of this Red Herring Prospectus there are no outstanding investor grievances.

Our Company has appointed Lalbahadur Pal, as the Compliance Officer for the Offer and he may be contacted in case of any pre-Offer or post-Offer related problems. For details, see "*General Information*" on page 59.

Our Company has also constituted a Stakeholders' Relationship Committee comprising of Lakshminarayanan Subramanian (Chairman) Vinay Vinod Sanghi, Aneesha Menon and Chip Perry as members, to review and redress shareholder and investor grievances. For details, see "*Our Management*" on page 163.

Disposal of Investor Grievances by Our Listed Group Company

Our Company does not have any group companies. For details, see "*Our Group Companies*" on page 179.

SECTION VII: OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being Allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, the MoA, AoA, Listing Regulations, the terms of this Red Herring Prospectus, the Prospectus, the Abridged Prospectus, Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, BSE, NSE, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Offer.

Ranking of the Equity Shares

The Allottees upon Allotment of Equity Shares under the Offer, will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. The Equity Shares issued in the Offer shall be pari passu with the existing Equity Shares in all respects including dividends. For further details, see "*Description of Equity Shares and Terms of Articles of Association*" on page 314.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders as per the provisions of the Companies Act, our MoA, AoA, the Listing Regulations and other applicable laws including guidelines or directives that may be issued by the GoI in this respect. All dividends, declared by our Company after the date of Allotment (pursuant to the Allotment of Equity Shares), will be payable to the Allottees, for the entire year, in accordance with applicable law. For further details in relation to dividends, see "*Dividend Policy*" and "*Description of Equity Shares and Terms of the Articles of Association*" on pages 180 and 314, respectively.

Face Value, Offer Price and Price Band

The face value of each Equity Share is ₹[●] and the Offer Price at Floor Price is ₹[●] per Equity Share and at Cap Price is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹[●] per Equity Share.

The Price Band, the minimum Bid Lot size will be decided by our Company, the Major Shareholders and the Investor Selling Shareholders in consultation with the BRLMs, and will be advertised, at least two Working Days prior to the Bid/ Offer Opening Date, in all editions of Financial Express, an English national daily newspaper and all editions of Janasatta, a Hindi national daily newspaper and Mumbai edition of Navshakti, a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located) each with wide circulation and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the respective websites of the Stock Exchanges.

At any given point of time, there shall be only one denomination for the Equity Shares.

The Offer

The Offer comprises an Offer for Sale by the Selling Shareholders.

Expenses for the Offer shall be shared amongst our Company and the Selling Shareholders in the manner specified in "*Objects of the Offer - Offer Expenses*" on page 89.

Compliance with Disclosure and Accounting Norms

Our Company shall comply with all disclosure and accounting norms as specified by the SEBI from time to time.

Rights of the Shareholders

Subject to applicable laws, rules, regulations and guidelines and the AoA, 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, in accordance with the provisions of the Companies Act;

- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the Listing Regulations and the AoA of our Company and other applicable laws.

For a detailed description of the main provisions of the AoA of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "*Description of Equity Shares and Terms of Articles of Association*" on page 314.

Market Lot and Trading Lot

Pursuant to Section 29 of the Companies Act and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations and the Listing Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been entered into amongst our Company, the respective Depositories and Registrar to the Offer:

- Tripartite agreement dated April 10, 2021 amongst our Company, NSDL and Registrar to the Offer.
- Tripartite agreement dated April 6, 2021 amongst our Company, CDSL and Registrar to the Offer.

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in this Offer will be in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares. For the method of basis of allotment, see "*Offer Procedure*" on page 301.

Joint Holders

Where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, read with the Companies (Share Capital and Debentures) Rules, 2014, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination/ cancel nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered and Corporate 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 shall upon the production of such evidence as may be required by the Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or

b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized mode, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant.

Withdrawal of the Offer

Our Company, the Major Shareholders and the Investor Selling Shareholders in consultation with the BRLMs, reserve the right not to proceed with the Offer, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the

Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges simultaneously. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank, to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Banker 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 Equity Shares are proposed to be listed. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared and the Stock Exchanges will also be informed promptly.

If our Company withdraws the Offer after the Bid/ Offer Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI. Notwithstanding the foregoing, this Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and the final RoC approval of the Prospectus after it is filed with the RoC.

Bid/ Offer Programme

BID/ OFFER OPENS ON	Monday, August 9, 2021(1)
BID/ OFFER CLOSES ON	Wednesday, August 11, 2021(2)

(1) Our Company, the Major Shareholders and the Investor Selling Shareholders in consultation with the BRLMs, consider participation by Anchor Investors. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date in accordance with the SEBI ICDR Regulations

(2) Our Company, the Major Shareholders and the Investor Selling Shareholders in consultation with the BRLMs, consider closing the Bid/ Offer Period for QIBs one day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Bid/ Offer Closing Date	Wednesday, August 11, 2021
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about Tuesday, August 17, 2021
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about Wednesday, August 18, 2021
Credit of Equity Shares to demat accounts of Allottees	On or about Friday, August 20, 2021
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about Friday, August 23, 2021

** In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Bidder shall be compensated 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 multipe 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 four 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 four Working Days from the Bid/ Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The post Offer BRLMs shall be liable for compensating the Bidder at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked.*

The above timetable is indicative and does not constitute any obligation or liability on our Company, the Selling Shareholders, or the BRLMs.

Whilst the Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within six Working Days of the Bid/ Offer Closing Date, the timetable may be extended due to various factors, such as extension of the Bid/ Offer Period by our Company, the Major Shareholders and the Investor Selling Shareholders in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing and trading approval from the BSE, NSE and delay in respect of final certificates from SCSBs. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws.

Submission of Bids (other than Bids from Anchor Investors):

Bid/ Offer Period (except the Bid/ Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("**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 shall be at 12.00pm on Thursday, August 12, 2021.*

On the Bid/ Offer Closing Date, the Bids shall be 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 RIBs.

On Bid/ Offer Closing Date, extension of time will be granted by the Stock Exchanges only for uploading Bids received by Retail Individual Bidders, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such applications by the closing hours of the Working Day.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs 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 are advised to submit their Bids one day prior to the Bid/ Offer Closing Date, and in any case no later than 3:00 p.m. IST on the Bid/ Offer Closing Date. Any time mentioned in this Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under this Offer. Bids will be accepted only during Working Days, during the Bid/ Offer Period. Bids will be accepted only during Monday to Friday (excluding any public holiday), during the Bid/Offer period. Bids and revisions shall not be accepted on Saturdays and public holidays.

Our Company, the Major Shareholders and the Investor Selling Shareholders in consultation with the BRLMs reserve the right to revise the Price Band during the Bid/ Offer Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price will not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be less than or equal to 120% of the Floor Price.

In case of any revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, strike or similar circumstances, our Company, the Major Shareholders and the Investor Selling Shareholders in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the terminals of the Syndicate Member and by intimation to the Designated Intermediaries. In case of revision of price band, the Bid lot shall remain the same.

In case of discrepancy in data entered in the electronic book vis-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Minimum Subscription

The requirement of minimum subscription is not applicable to the Offer in accordance with the SEBI ICDR Regulations. However, if our Company does not (i) make the minimum Allotment as specified under terms of the Rule 19(2)(b) of the SCRR, including devolvement of Underwriters, if any, within 60 days from the date of Bid/ Offer Closing Date or (ii) receive subscription as is required to ensure that no shareholder will hold more than 25% of the post-Offer Equity Share capital of the Company the Selling Shareholders, to the extent applicable, and our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI circular bearing no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021. If there is a delay beyond the prescribed time, the Selling Shareholders, to the extent applicable, and our Company shall pay interest prescribed under the applicable law. If there is a delay beyond four days after our Company becomes liable to pay the amount, our Company and every Director of our Company, who are officers in default, shall pay interest at the rate of 15% per annum.

Further, the Selling Shareholders and 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 in compliance with Regulation 49(1) of the SEBI ICDR Regulations failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, the Selling Shareholders and our Company shall be liable to pay interest on the application money in accordance with applicable laws. In case of an undersubscription in the Offer, the Equity Shares proposed for sale by each Selling Shareholder shall be in proportion to the Offered Shares by such Selling Shareholder.

The Selling Shareholders shall reimburse, severally and not jointly, and only to the extent of the Equity Shares offered by such Selling Shareholder in the Offer, any expenses and interest incurred by our Company on behalf of the Selling Shareholders for any delays in making refunds as required under the Companies Act and any other applicable law, provided that the Selling Shareholders shall not be responsible or liable for payment of such expenses or interest, unless such delay is solely and directly attributable to an act or omission such Selling Shareholder in relation to its / his portion of the Offered Shares.

Arrangements for Disposal of Odd Lots

There are no arrangements for disposal of odd lots since our Equity Shares will be traded in dematerialised form only and market lot for our Equity Shares will be one Equity Share.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for lock-in of the pre-Offer capital of our Company, lock-in of the Anchor Investor lock-in as provided in "*Capital Structure*" on page 67 and except as provided under the AoA, there are no restrictions on transfer of the Equity Shares. Further, there are no restrictions on transmission of any shares of our Company and on their consolidation or splitting, except as provided in the AoA. For details, see "*Description of Equity Shares and terms of Articles of Association*" beginning on page 314.

OFFER STRUCTURE

Offer of up to 18,532,216 Equity Shares for cash at price of ₹[●] per Equity Share (including a premium of ₹[●] per Equity Share) aggregating up to ₹[●] million comprising of an Offer for Sale of up to 18,532,216 Equity Shares aggregating up to ₹[●] million by the Selling Shareholders. The Offer shall constitute 40.43% of the post-Offer paid-up Equity Share capital of our Company.

The face value of the Equity Shares is ₹10 each.

The Offer is being made through the Book Building Process.

Particulars	QIBs(1)	Non Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment/allocation(2)	Not more than 9,266,107 Equity Shares	Not less than 2,779,833 Equity Shares available for allocation or Offer less allocation to QIB Bidders and Retail Individual Bidders	Not less than 6,486,276 Equity Shares available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer Size available for Allotment/allocation	Not more than 50% of the Offer shall be available for allocation to QIBs. However, up to 5% of the Net QIB Portion (i.e. excluding the Anchor Investor Portion) shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the Net QIB Portion (i.e. excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs	Not less than 15% of the Offer or the Offer less allocation to QIBs and Retail Individual Bidders will be available for allocation	Not less than 35% of the Offer or Offer less allocation to QIBs and Non-Institutional Bidders will be available for allocation
Basis of Allotment/allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): a) up to 185,323 Equity Shares shall be available for allocated on a proportionate basis to Mutual Funds only; and b) 9,266,107 Equity Shares shall be allotted on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to 60% of the QIB Portion Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to domestic Mutual Funds only, subject to valid Bid received from domestic Mutual Funds at or above the Anchor Investor Allocation Price	Proportionate	Allotment to each Retail Individual Bidder shall not be less than the maximum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares is any, shall be allotted on a proportionate basis. For details see, "*Offer Procedure*" on page 301.
Minimum Bid	Such number of Equity Shares and in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹200,000	Such number of Equity Shares and in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹200,000	[●] Equity Shares
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Offer, subject to applicable limits, applicable to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Offer, (excluding the QIB Portion), subject to applicable limits, applicable to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹200,000

<table>
<tr><th>Particulars</th><th>QIBs[1]</th><th>Non Institutional Bidders</th><th>Retail Individual Bidders</th></tr>
<tr><td>Mode of Bidding</td><td colspan="3">Only through the ASBA process (except for Anchor Investors)</td></tr>
<tr><td>Bid Lot</td><td colspan="3">[●] Equity Shares and in multiples of [●] Equity Shares thereafter</td></tr>
<tr><td>Mode of Allotment</td><td colspan="3">Compulsorily in dematerialized form</td></tr>
<tr><td>Allotment Lot</td><td colspan="3">A minimum of [●] Equity Shares and thereafter in multiples of one Equity Share</td></tr>
<tr><td>Trading Lot</td><td colspan="3">One Equity Share</td></tr>
<tr><td>Who can apply[4]</td><td>Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, mutual funds registered with SEBI, FPIs other than individuals, corporate bodies and family offices, FVCIs, VCFs, AIFs, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹250 million, pension fund with minimum corpus of ₹250 million 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 Systemically Important NBFCs.</td><td>Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies and trusts, family offices and FPIs who are individuals, corporate bodies and family offices</td><td>Resident Indian individuals, Eligible NRIs and HUFs (in the name of Karta)</td></tr>
<tr><td>Terms of Payment</td><td colspan="3">In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[4]

In case of all other Bidders: Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (other than Anchor Investors) that is specified in the ASBA Form at the time of submission of the ASBA Form</td></tr>
</table>

* *Assuming full subscription in the Offer.*

(1) *Our Company, the Major Shareholders and the Investor Selling Shareholders in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being made to other Anchor Investors. For details, see "Offer Procedure" beginning on page 301.*

(2) *Subject to valid Bids being received at or above the Offer Price. This Offer is made in accordance with the Rule 19(2)(b) of the SCRR and is being made through the Book Building Process, in compliance with Regulation 6(1) of the SEBI ICDR Regulations.*

(3) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms, provided that any difference between the price at which Equity Shares are allocated to the Anchor Investors and the Anchor Investor Offer Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN.*

(4) *In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder is required in the Bid cum Application Form and such First Bidder will be deemed to have signed on behalf of the joint holders. Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.*

The Bids by FPIs with certain structures as described under "*Offer Procedure - Bids by FPIs*" on page 304 and having the same PAN may 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) may be proportionately distributed.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholder, 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 being 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, the Major Shareholders and the Investor Selling Shareholders in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be 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 294.

OFFER PROCEDURE

All Bidders should read 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 available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer especially in relation to the process for Bids by 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/Applicants; (v)Issuance of CAN and allotment in the Offer; (vi) General instructions (limited to instructions for completing the Bid Form); (vii) submission of Bid cum Application Form; (viii) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (ix) applicable provisions of the Companies Act relating to punishment for fictitious applications; (x) mode of making refunds; (xi) interest in case of delay in allotment or refund; and (xii) disposal of application.

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“**UPI**”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“**UPI Phase I**”). The UPI Phase I was effective till June 30, 2019.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“**UPI Phase II**”). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, has decided to continue with the UPI Phase II till further notice. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on or after May 1, 2021 and the provisions of this circular are deemed to form part of this Red Herring Prospectus. Further, SEBI vide its 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, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular is effective for initial public offers opening on /or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular, as amended, are deemed to form part of this Red Herring Prospectus.*

*The final reduced timeline of T+3 days will be made effective using the UPI Mechanism for applications by RIBs (“**UPI Phase III**”), as may be prescribed by SEBI. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time.*

Our Company, the Selling Shareholders and the BRLMs do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document which are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Red Herring Prospectus and the Prospectus.

Book Building Procedure

The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Offer shall be allocated on a proportionate basis to QIBs, provided that our Company, the Major Shareholders and the Investor Selling Shareholders in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% 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.

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, the Major Shareholders and the Investor Selling Shareholders in consultation with the BRLMs, and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Offer Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories. In case of an undersubscription in the Offer, the Equity Shares proposed for sale by each Selling Shareholder shall be in proportion to the Offered Shares by such Selling Shareholder.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchnages.

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' bank account number, depository account, including DP ID, Client ID, PAN and UPI ID, as applicable, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialised subsequent to Allotment of the Equity Shares in the IPO, in compliance with applicable law.

Phased implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of, *inter alia*, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020 decided to continue Phase II of UPI with ASBA 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 is replaced by the UPI Mechanism. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase.

Phase III: The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing is proposed to be reduced to three Working Days. Accordingly, upon commencement of Phase III, the reduced time duration shall be applicable for the Offer.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Bidders using the UPI.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the respective websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com) at least one day prior to the Bid/ Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Anchor Investors are not permitted to participate in the Offer through the ASBA process. The RIBs can additionally Bid through the UPI Mechanism.

RIBs bidding using the UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected.

ASBA Bidders (using UPI Mechanism) must provide bank account details and authorisation to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected or the UPI ID, as applicable, in the relevant space provided in the ASBA Form. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. RIBs using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB at the time of submitting the Bid.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	White
Eligible NRIs, FVCIs, FPIs and registered bilateral and multilateral institutions applying on a repatriation basis	Blue
Anchor Investors	White

* *Excluding electronic Bid cum Application Forms*

Notes:

(1) Electronic Bid cum Application forms and the abridged prospectus will also be available for download on the respective websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com).

(2) Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLMs.

In case of ASBA forms, the relevant Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges. For ASBA Forms (other than RIBs using UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

For RIBs using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. the Sponsor Bank shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate RIBs (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/investor complaints to the Sponsor Banks and the issuer bank. The Sponsor Banks and the Banker to the Offer shall provide the audit trail to the Managers for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall 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.

Participation by the BRLMs and the Syndicate Member

The BRLMs and the Syndicate Member shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLMs and the Syndicate Member may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Member, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

No BRLMs or any associates of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs, FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associates of the BRLMs) shall apply in the Offer under the Anchor Investor Portion.

Further, an Anchor Investor shall be deemed to be an associate of the BRLMs, if: (a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, amongst the Anchor Investor and the BRLMs.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company and the Selling Shareholders, reserve the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their respective SCSB to block their Non-Resident External ("**NRE**") accounts (including UPI ID, if activated), or Foreign Currency Non-Resident ("**FCNR**") Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSB to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

Participation by Eligible NRIs in the Offer shall be subject to the FEMA Non-Debt Instruments Rules. Only Bids accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment.

Bids by HUFs

Hindu Undivided Families or HUFs, in the individual name of the *karta*. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *karta*". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals.

Bids by FPIs

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.

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 is 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). To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 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.

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. 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

With effect from April 1, 2020, the aggregate limit shall be the sectoral caps applicable to Indian company as prescribed in the FEMA Rules with respect to its paid-up equity capital on a fully diluted basis.. Accordingly, the aggregate limits for FPI investmnets in our Company is the sectoral cap applicable to our Company (i.e 100% under the automatic route).

An FPI issuing offshore derivate instruments is also required to ensure that any transfer of offshore derivative instrument is made by, or on behalf of it subject to, *inter alia*, the following conditions:

(a) each offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids:

- FPIs which utilise the multi investment manager ("**MIM**") structure;
- Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
- Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
- 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;
- Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- Government and Government related investors registered as Category 1 FPIs; and
- Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN). In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

The FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for non-residents.

Bids by SEBI registered VCFs, AIFs and FVCIs

The SEBI VCF Regulations as amended, *inter alia*, prescribe the investment restrictions on VCFs, registered with SEBI. The SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. The SEBI FVCI Regulations prescribe the investment restrictions on FVCIs.

Accordingly, the holding in any company by any individual VCF or FVCIs registered with SEBI should not exceed 25% of the corpus of the VCF of FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in an initial public offering.

Category I and II AIFs cannot invest more than 25% of the investible funds in one investee company. A category III AIF cannot invest more than 10% of the investible funds in one investee company. A VCF registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up.

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, must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason, subject to applicable laws.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended, (the "**Banking Regulation Act**"), and the Master Directions - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the bank's own paid-up share capital and reserves, whichever is lower. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services cannot exceed 20% of the banks paid up share capital and reserves.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if 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; (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company; (iii) hold 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.**Bids by SCSBs**

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars (Nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013) dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 as amended are broadly set forth below:

(a) equity shares of a company: the lower of 10%* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;

(b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

(c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

* *The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000 million or more but less than ₹2,500,000 million.*

Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserves the right to reject any Bid, without assigning any reason thereof.

Bids under power of attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable law) and pension funds with a minimum corpus of ₹250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company in consultation with the BRLMs in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form subject to the terms and conditions that our Company in consultation with the BRLMs may deem fit.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor, and (iii) such other approval as may be required by the Systemically Important NBFCs, are required to be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof. Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

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 Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in this Red Herring Prospectus and the Prospectus.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in this Offer.

General Instructions

***Do's*:**

1. Check if you are eligible to apply as per the terms of this Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

2. Ensure that you have Bid within the Price Band;

3. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;

4. Ensure that you (other than Anchor Investors) have mentioned the correct ASBA Account number if you are not an RIB bidding using the UPI Mechanism in the Bid cum Application Form and if you are an RIB using the UPI Mechanism ensure that you have mentioned the correct UPI ID in the Bid cum Application Form;

5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time;

6. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;

7. If the first applicant is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;

8. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

9. Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

10. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;

11. RIBs bidding in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for RIBs using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

12. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

13. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of RIBs submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

14. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

15. Ensure that the Demographic Details are updated, true and correct in all respects;

16. 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;

17. Ensure that the category and the investor status is indicated;

18. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;

19. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;

20. Ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;

21. Ensure that when applying in the Offer using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the mobile application and the UPI handle being used for making the application in the Offer is also appearing in the "list of mobile applications for using UPI in public issues" displayed on the SEBI website;

22. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;

23. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid/ Offer Closing Date;

24. RIBs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RIB may be deemed to have verified the attachment containing the application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form; and

25. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and RIBs bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in).

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

3. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

4. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

5. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

6. Do not submit the Bid for an amount more than funds available in your ASBA account.

7. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;

8. In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;

9. If you are a RIB and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;

10. Anchor Investors should not Bid through the ASBA process;

11. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

12. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

13. Do not submit the General Index Register (GIR) number instead of the PAN;

14. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;

15. 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;

16. 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);

17. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;

18. Do not submit a Bid using UPI ID, if you are not a RIB;

19. Do not Bid on another ASBA Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

20. Do not Bid for Equity Shares in excess of what is specified for each category;

21. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for, exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of this Red Herring Prospectus;

22. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders can revise or withdraw their Bids on or before the Bid/ Offer Closing Date;

23. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;

24. If you are an RIB which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third party bank account or third party linked bank account UPI ID;

25. Do not Bid if you are an OCB.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-Offer or post Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to our Company Secretary and Compliance Officer. For details of Company Secretary and Compliance Officer, see "*General Information*" on page 59.

Further, helpline details of the BRLMs pursuant to the SEBI/HO/CFD/DIL2/CIR/P/2021/2481/1/M dated March 16, 2021 are set forth in the table below:

S. No.	Name of BRLM	Helpline	Telephone
1.	Axis Capital Limited	ctpl.ipo@axiscap.in	+91 22 4325 2183
2.	Citigroup Global Markets India Private Limited	cartradeipo@citi.com	+91 22 6175 9999
3.	Kotak Mahindra Capital Company Limited	cartrade.ipo@kotak.com	+91 22 4336 0000
4.	Nomura Financial Advisory and Securities (India) Private Limited	cartradeipo@nomura.com	+91 22 4037 4037

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 Offer Document 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 applicants other than to the Retail Individual Bidders and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Bidders Portion, and the remaining available shares, if any, shall be allotted on a proportionate basis.

Payment into Escrow Account(s) for Anchor Investors

Our Company, the Major Shareholders and the Investor Selling Shareholders in consultation with the BRLMs, in their absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account(s) should be drawn in favour of:

(a) In case of resident Anchor Investors: "CarTrade Tech Limited – Anchor Investor – R"

(b) In case of Non-Resident Anchor Investors: "CarTrade Tech Limited – Anchor Investor – NR"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Selling Shareholders, 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, our Company shall, after filing this Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (i) all editions of Financial Express, a widely circulated English national daily newspaper; (ii) all editions of Janasatta, a Hindi national daily newspaper; and (iii) Mumbai edition of Navshakti, a widely circulated Marathi national daily newspaper, Marathi also being the regional language of Maharashtra, where our Registered and Corporate Office is located).

In the pre-Offer advertisement, we shall state the Bid/ Offer Opening Date and the Bid/ Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

The above information is given for the benefit of the Bidders/applicants. Our Company, the Selling Shareholders and the members of the Syndicate are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Signing of the Underwriting Agreement and the RoC Filing

(a) Our Company, the Selling Shareholders and the Syndicate intend to enter into an Underwriting Agreement on or immediately after the finalisation of the Offer Price but prior to the filing of Prospectus.

(b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, Offer size, and underwriting arrangements and will be complete in all material respects.

Undertakings by our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders.
- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at 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 other period as may be prescribed;
- if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and applicable law for the delayed period;
- the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- Except for Equity Shares that may be allotted pursuant to the conversion of employee stock options granted under the Plans, no further issue of Equity Shares shall be made till the Equity Shares offered through this Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc.

Undertakings by the Selling Shareholders

Each Selling Shareholder severally and not jointly undertakes that:

- the Equity Shares being sold by it pursuant to the Offer have been held by it for a period of at least one year prior to the date of filing this Red Herring Prospectus with SEBI, are fully paid-up and are in dematerialised form;
- the Equity Shares offered for sale by the Selling Shareholder are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations;
- it shall provide all reasonable co-operation as requested by our Company in relation to the completion of allotment and dispatch of the Allotment Advice and CAN, if required, and refund orders to the extent of its Offered Equity Shares offered by it pursuant to the Offer;

- it is the legal and beneficial owner of, and has clear and marketable title to, the Equity Shares which are offered by it pursuant to the Offer for Sale;
- that it shall provide such reasonable support and extend such reasonable cooperation as may be required by our Company and the BRLMs in redressal of such investor grievances that pertain to the Equity Shares held by it and being offered pursuant to the Offer; and
- it shall not have recourse to the proceeds of the Offer, which shall be held in escrow in its favour, until final approval for trading of the Equity Shares from Stock Exchanges where listing is sought has been received.

Utilisation of Offer Proceeds

Our Company and the Selling Shareholders, severally and not jointly, specifically confirm that all monies received out of the Offer 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.

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, 2013 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.

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 has from time to time made policy pronouncements on foreign direct investment ("**FDI**") through press notes and press releases.

The DPIIT issued the Consolidated FDI Policy Circular of 2020 ("**FDI Policy**") by way of circular bearing number DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020, which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI policy and transfer does not attract the provisions of the 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 of 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 details, see "*Offer Procedure*" on page 301.

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 applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside of the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur; and (ii) to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act), pursuant to the private placement exemption set out in Section 4(a) of the U.S. Securities Act.

We intend to rely on an exception from the definition of investment company under the U.S. Investment Company Act of 1940, as amended, in connection with this Offer.

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 Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII: DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION

Capitalized terms used in this section have the meanings that have been given to such terms in the Articles of Association of our Company. The Articles of Association of our Company comprise of two parts, Part A and Part B, which parts shall, unless the context otherwise requires, co-exist with each other with each other until the commencement of the listing of equity shares of our Company pursuant to the initial public offering of the equity shares of our Company. In case of inconsistency or contradiction, conflict or overlap between Part A and Part B, the provisions of Part B shall, subject to applicable law, prevail and be applicable. All articles of Part B shall automatically terminate and cease to have any force and effect from the date of listing of Equity Shares of the Company on a recognized stock exchange in India pursuant to the initial public offering of the equity shares of our Company and the provisions of Part A shall continue to be in effect and be in force, without any further corporate or other action, by the Company or by its shareholders.

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:

PART A

Authorised Share Capital

The authorized share capital of the Company shall be such amount, divided into such class(es), denomination(s) and number of shares in the Company as stated in Clause V of the MoA or as altered from time to time, with power to increase or reduce such capital from time to time and power to divide the shares in the capital for the time being into other classes and to attach thereto such preferential, convertible, deferred, qualified, or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with the Articles of the Company, subject to the provisions of applicable law for the time being in force.

Alteration of Capital

Power to sub-divide, consolidate and cancel share certificate.

The Company may, by Ordinary Resolution in its General Meetings, from time to time, alter the conditions of MoA as follows:

a. Increase the share capital by such amount to be divided into shares of such amount as it thinks expedient;

b. Consolidate and divide all or any its share capital into shares of larger amount than its existing shares; provided that any consolidation and division which results in changes in the voting percentage of Members shall require applicable approvals under the Act;

c. Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by MoA;

d. Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person; and

e. Convert all or any one its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination.

Allotment of Shares

Subject to the provisions of the Act and these Articles, the shares in the capital of the Company for the time being shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par or at a discount and at such time as they may from time to time think fit and with the sanction of the Company in the General Meeting to give to any person the option or right to call for any shares either at par or premium during such time and for such consideration as the Board think fit, and with the sanction of the Company in General Meeting give to any person the option or right to call for any shares either at par or at a premium during such time and for such consideration as the Board thinks fit.

Lien

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. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien: provide that no sale shall be made until the expiration of 14 days' after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder of the share.

Share Certificate

Every Member of the Company shall be entitled, without payment to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors approve, to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates, unless prohibited by any provision of law or any order of court, tribunal or other authority having jurisdiction, within two (2) months from the date of allotment, or within one (1) month of the receipt of application of registration of transfer, transmission, sub division, consolidation or renewal of any of its shares as the case maybe or within a period of six (6) months from the date of allotment in the case of any allotment of debenture. The provisions of the Act shall be complied with in the issue, reissue, renewal of share certificates and the format, sealing and signing of the certificates and records of the certificates issued shall be maintained in accordance with the said Act.

Every certificate of shares shall be under the Seal of the Company and shall specify the shares to which it relates and the amount paid-up thereon.

If any certificate be defaced, mutilated, torn or old, decrepit, worn- out or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate.

No fee shall be charged for sub-division and consolidation of share / debenture certificates and for sub-division of letters of allotment, split and consolidation.

Transfer of Shares

The instrument of transfer of any share shall be in writing and all the provisions of the Act shall be duly complied with in respect of all transfer of shares and registration thereof. The Company shall use the form of transfer, as prescribed under the Act, in all cases. In case of transfer of shares, where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act, 1996 shall apply. The Board may decline to recognize any instrument of transfer unless the instrument of transfer is in the form prescribed under the Act, is in respect of only one class of shares and is accompanied by the certificate of shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer.

Transmission of shares

The executors or administrators or the holders of a succession certificate issued in respect of the shares of a deceased Member and not being one of several joint holders shall be the only person whom the Company shall recognize as having any title to the shares registered in the name of such Members and in case of the death of one or more of the joint holders of any registered share, the survivor or survivors shall be entitled to the title or interest in such shares but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person. Before recognizing any legal representative or heir or a person otherwise claiming title to the shares the Company may require him to obtain a grant of probate or letters of administration or succession certificate or other legal representation as the case may be from a competent court, provided nevertheless that in any case where the Board in its absolute discretion think fit, it shall be lawful for the Board to dispense with production of the probate or letter of administration or a secession certificate or such other legal representation upon such terms as to indemnity or otherwise as the Board may consider desirable.

Any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any Members, or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence as the Board thinks sufficient, that he sustains the character in respect of which he proposes to act under this Article, or of his title, elect to either be registered himself as holder of the shares or elect to have some person nominated by him and approved by the Board, registered as such holder or to make such transfer of the share as the deceased or insolvent member could have made. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. Provided, nevertheless, if such person shall elect to have his nominee registered, he shall testify that election by executing in favour of his nominee an instrument of transfer in accordance with the provision herein contained and until he does so he shall not be freed from any liability in respect of the shares.

Borrowing Powers

The Board may, from time to time and at its discretion, raise or borrow or secure the payment of any sums or sum of money for the purposes of the Company in such manner and upon such terms and conditions in all respects as it thinks fit.

Issue of Bonus Shares

The Company in its General Meeting may resolve to issue the bonus shares to its shareholders subject to the applicable provisions of the Act and other laws as may be applicable in this behalf from time to time.

General Meetings

All General Meetings of the Company other than the Annual General Meeting shall be called an Extra-ordinary General Meeting. The notice of a General Meeting shall be given to the Members of the Company, the persons entitled to a share in consequence of the death or insolvency of a Member, the Directors of the Company and the auditors for the time being of the Company.

Meetings of Directors

The Board of Directors shall meet at least once in every three months with a maximum gap of four months between two meetings of the Board for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit in accordance with the Act, provided that at least four such meetings shall be held in every year. Notice of at least seven days, in writing of every meeting of the Board shall be given to every Director and every alternate Director at his usual address whether in India or abroad. The notice shall include the time, venue and agenda of such meeting.

The quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher and the participation of the Directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum. If within half an hour from the time appointed for a meeting of the Board, a quorum is not present, the meeting, shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine.

Managing Directors

Subject to the provision of the Act, the Board may, from time to time, appoint one or more Directors to be managing director or managing directors of the Company and may, from time to time. The managing director shall not be liable to retirement by rotation as long as he holds office as managing director.

Appointment of Directors

Unless otherwise determined by General Meeting, the number of Directors shall not be less than three (3) and not more than fifteen (15), and at least one (1) Director shall be resident of India in the previous year. Provided that the Company may appoint more than fifteen (15) directors after passing a Special Resolution.

Vinay Vinod Sanghi and Bina Vinod Sanghi shall be entitled to nominate one director on the Board, for so long as Vinay Vinod Sanghi and his relatives in aggregate hold at least 3.00% (calculated assuming conversion or exercise, as applicable, of any, outstanding warrants, convertible securities, and vested and unvested employee stock option or equity shares), of the total paid-up equity share capital of the Company on a fully diluted basis provided, however, that, upon the consummation of the IPO, Vinay Vinod Sanghi and Bina Vinod Sanghi will be entitled to exercise this right only after receipt of approval of the shareholders of the Company, at the first shareholders' meeting held by the Company post consummation of the IPO. It is further clarified that upon Consummation of the IPO, that each investor shall exercise their voting rights in a manner to give effect to this provision and ensure that the articles of association of the Company shall not be amended in a manner depriving Vinay Vinod Sanghi and Bina Vinod Sanghi of the benefit of their rights under the Articles of Association.**Votes of Members**

On a show of hands every Member present in person and being a holder of Equity Shares shall have one vote and every person present either as a Proxy on behalf of a holder of Equity Shares or as a duly authorized representative of a body corporate being a holder of Equity Shares, if he is not entitled to vote in his own right, shall have one vote.

On a poll, the voting rights of holder of Equity Shares shall be in proportion to his share in the paid-up Equity Share capital of the Company. A Member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.

A person becoming entitled to a share shall not before being registered as Member in respect of the share be entitled to exercise in respect thereof any right conferred by membership in relation to meeting of the Company.

No Member shall be entitled to exercise any voting rights either personally or by Proxy at any meeting of the Company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right or lien.

Dividend

The Company in General Meeting may declare the dividends, but no dividend shall exceed the amount recommended by the Board. The Board may from time to time pay to the Members such interim dividends of such amount on such class of shares and at such times as it may think fit.

All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

No dividend shall bear interest against the Company.

Unpaid or Unclaimed Dividend

Any dividend remaining unpaid or unclaimed after having been declared shall be dealt in accordance with the provisions of the applicable law.

Where the Company has declared a dividend but which has not been paid or claimed within 30 days from the date of declaration to any shareholder entitled to the payment of the dividend, the Company shall within seven days from the date of expiry of the said period of 30 days, open a special account in that behalf in any scheduled bank and transfer to such account, the total amount of the dividend which remains unpaid or in relation to which no divided warrant has been posted.

Any money transferred to the said special account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the fund known as "Investor Education and Protection Fund" established under the Act.

No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law and the Company shall comply with the provisions of the applicable laws in respect of such dividend.

Winding Up

Subject to the provisions of applicable law, the assets of the Company shall, on its winding up, be applied in satisfaction of its liabilities *pari passu* and, subject to such application, such assets shall be distributed among the Members according to their rights and interests in the Company.

Indemnity

Subject to the provisions the Act, the Company shall indemnify every Director and Officer of the Company against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in which relief is granted to them by the court or the tribunal. However, such indemnification shall not apply in respect of any cost or loss or expenses to the extent it is finally judicially determined to have resulted from the negligence, willful misconduct or bad faith acts or omissions of such Director.

PART B

Part B of the Articles of Association of the Company provide for the rights and obligations of the parties to the SHA dated January 30, 2020, entered into between the Company, CMDB II, Austin Ligon, Daniel Edward Neary, Highdell Investment Ltd, Springfield Venture International, MacRitchie Investments Pte. Ltd., Manbro P.E. IV, LP, Foundation Investments of Ohio Ltd, MSF Private Equity Fund LLC, MCP3 SPV LLC ("**Investors**") and Vinay Vinod Sanghi and Bina Sanghi ("**Major Shareholders**").

In case of inconsistency or contradiction, conflict or overlap between Part A and Part B, the provisions of Part B shall, subject to applicable law, prevail and be applicable. Part B shall automatically terminate and cease to have any force and effect from the date of listing of Equity Shares of the Company on a recognized stock exchange in India pursuant to the Offer and the provisions of Part A shall continue to be in effect and be in force, without any further corporate or other action, by the Company or by its shareholders.

Article 20.2(e) of Part B of the Articles of Association provides that the Investors shall not be considered as a promoter of the Company. Further, from the date of allotment in/ transfer pursuant to the IPO, the entire pre-IPO share capital of the Company, including the Equity Shares held by Investors which are not offered/ sold in the offer for sale in the IPO, will be subject to lock-in, to the extent not covered under the exceptions provided under the ICDR Regulations, for such period as required under the SEBI ICDR Regulations.

Article 20.2(g) of Part B of the Articles of Association provides that except for the listing fees payable to the Stock Exchanges (which shall be borne by the Company), all costs, charges, fees and expenses associated with and incurred in connection with the Offer will be shared amongst each of the Selling Shareholders in proportion to the Equity Shares sold by them, as applicable, in the Offer, in accordance with applicable Law. The Company agrees to pay the costs and expenses of, and arising in connection with, the Offer in advance and will be reimbursed by the Selling Shareholders for their respective proportion of such costs and expenses upon the consummation of the IPO. Further it is clarified that all intermediaries, agents and managers will be appointed by the Company, Majority Investors and the Major Shareholders (to the extent that such Majority Investors and Major Shareholders are Selling Shareholders) in consultation with the book running lead managers.

Article 33.2 of Part B of the Articles of Association provides that for so long as Vinay Vinod Sanghi and his relatives in aggregate hold at least 3.00% (calculated assuming conversion or exercise, as applicable, of any, outstanding warrants, convertible securities, and vested and unvested employee stock option or equity shares held by the Major Shareholders at the relevant time), of the total paid-up equity share capital of the Company on a fully diluted basis, Major Shareholders shall be entitled to nominate one director on the Board, provided, however, that, upon the consummation of the IPO, the Major Shareholders will be entitled to exercise this right only after receipt of approval of the shareholders of the Company, at the first shareholders' meeting held by the Company post Consummation of the IPO. It is further clarified that upon Consummation of the IPO, that each Investor shall exercise their voting rights in a manner to give effect to this provision and ensure that the articles of association of the Company shall not be amended in a manner depriving the Major Shareholders of the benefit of their rights under the article.

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 (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Red Herring Prospectus) which are or may be deemed material have been attached to the copy of this Red Herring Prospectus and will be attached to the Prospectus which will be delivered to the RoC for filing. Copies of the contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered and Corporate Office between 10 a.m. and 5 p.m. on all Working Days from date of this Red Herring Prospectus until the Bid/ Offer Closing Date.

A. Material Contracts for the Offer

a) Offer Agreement dated May 15, 2021 between our Company, the Selling Shareholders and the BRLMs.

b) Registrar Agreement dated May 14, 2021 between our Company, the Selling Shareholders and the Registrar to the Offer.

c) Escrow and Sponsor Bank Agreement dated July 28, 2021 between our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Syndicate Member, the Escrow Collection Bank, Sponsor Bank, Public Offer Bank and the Refund Bank.

d) Share Escrow Agreement dated July 28, 2021 between our Company, the Selling Shareholders and the Share Escrow Agent.

e) Syndicate Agreement dated July 28, 2021 between our Company, the Selling Shareholders, the BRLMs, the Registrar to the Offer and Syndicate Member.

f) Underwriting Agreement dated [●] between our Company, the Selling Shareholders and the Underwriters.

B. Material Documents

a) Certified copies of the updated MoA and AoA of our Company as amended from time to time.

b) Certificate of incorporation dated April 28, 2000 issued to our Company, under the name ‘Kaymo Fastener Company Private Limited’ by the RoC.

c) Fresh certificate of incorporation dated August 12, 2009, consequent upon change of name of our Company from ‘Kaymo Fastener Company Private Limited’ to ‘MXC Solutions India Private Limited’ by the RoC.

d) Fresh certificate of incorporation dated April 20, 2021 issued by the RoC, consequent upon change of name of our Company from ‘MXC Solutions India Private Limited’ to ‘CarTrade Tech Private Limited’;

e) Fresh certificate of incorporation dated May 12, 2021 issued by the RoC, consequent upon change of name from ‘CarTrade Tech Private Limited’ to ‘CarTrade Tech Limited’, pursuant to conversion of our Company from a private limited company to a public limited company.

f) Resolution of the Board dated May 13, 2021, authorising the Offer and other related matters, resolution of the Board dated May 13, 2021 approving the DRHP, and resolution of the IPO Committee dated May 15, 2021 approving the DRHP.

g) Resolution of our Board dated July 28, 2021 approving this Red Herring Prospectus for filing with the Registrar of Companies and subsequently with SEBI and the Stock Exchanges.

h) Copies of the annual reports of our Company for the Fiscals 2021, 2020 and 2019.

i) The examination report dated July 13, 2021 of the Statutory Auditor, on our Restated Consolidated Financial Information, includeed in this Red Herring Prospectus along with the Restated Consolidated Financial Information.

j) The report dated May 14, 2021 on the statement of special tax benefits from the Statutory Auditors.

k) Written consent of our Directors, the BRLMs, the Syndicate Member, Domestic Legal Counsel to our Company, Legal Counsel to the BRLMs as to Indian Law, U.S. Federal Securities Laws Counsel to the BRLMs, Legal Counsel to the Selling Shareholders as to Indian Law, Registrar to the Offer, Escrow Collection Bank, Public Offer Bank, Refund Bank, Sponsor Bank, Bankers to our Company, Company Secretary and Compliance Officer as referred to in their specific capacities.

l) Written consent dated July 28, 2021 from S.R.Batliboi & Associates LLP, Chartered Accountants, to include their name as required under section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated July 13, 2021 on our Restated Consolidated Financial Information; and (ii) their report dated May 14, 2021 on the Statement of Special Tax Benefits in this Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

m) Report titled "*Online Auto Portals Market in India*" dated May 13, 2021 (as amended by their report dated July 20, 2021) issued by RedSeer, which has been commissioned by our Company.

n) Following board resolutions/ authorisations and consents from the Selling Shareholders:

Selling Shareholder*	Date of consent	Date of board resolution/ Authorisation
Investor Selling Shareholders		
CMDB	July 21, 2021	July 21, 2021
Highdell	July 21, 2021	July 16, 2021
MacRitchie	July 21, 2021	April 5, 2021
Springfield	July 21, 2021	July 20, 2021
Other Selling Shareholders		
Bina Vinod Sanghi(1)	May 12, 2021	-
Daniel Edward Neary	May 10, 2021	-
Shree Krishna Trust	July 20, 2021	July 20, 2021
Victor Anthony Perry III	May 12, 2021	-
Vinay Vinod Sanghi(2)	July 21, 2021	-

** Our Company has received a withdrawal letter dated July 20, 2021 from Steve Greenfield, a withdrawal letter dated July 21, 2021 from Vinti Rajesh Gajree (jointly with Vinay Vinod Sanghi) and a withdrawal letter dated July 21, 2021 from Viraj Vinod Sanghi (jointly with Niki Viraj Sanghi) stating their respective intentions to not offer equity shares held by them in the Offer.*

(1) *Jointly held with Vinay Vinod Sanghi, who is the second holder.*

(2) *Jointly held with Seena Vinay Sanghi, who is the second holder.*

o) Sixth amended and restated shareholders agreement dated January 30, 2020 entered into amongst MXC Solutions India Private Limited, CMDB II, Austin Ligon, Daniel Edward Neary, Highdell Investment Ltd, Springfield Venture International, MacRitchie Investments Pte. Ltd., Manbro P.E. IV, LP, Foundation Investments of Ohio Ltd, MSF Private Equity Fund LLC, MCP3 SPV LLC and Vinay Vinod Sanghi and Bina Sanghi.

p) Waiver cum amendment agreement dated May 4, 2021 to the sixth amended and restated shareholders agreement dated January 30, 2020 entered into amongst MXC Solutions India Private Limited, CMDB II, Austin Ligon, Daniel Edward Neary, Highdell Investment Ltd, Springfield Venture International, MacRitchie Investments Pte. Ltd., Manbro P.E. IV, LP, Foundation Investments of Ohio Ltd, MSF Private Equity Fund LLC, MCP3 SPV LLC and Vinay Vinod Sanghi and Bina Sanghi.

q) Minority shareholders' agreement dated February 21, 2020, entered into between the Company, Highdell Investment Ltd, CMDB II, Springfield Venture International, Austin Ligon, Daniel Edward Neary, MacRitchie, Manbro P.E. IV, Foundation Investments of Ohio Ltd, MSF Private Equity Fund LLC, MCP 3 SPV LLC, Major Shareholders and, the "Minority Shareholders" who comprise of Shree Krishna Trust, Mohit Dubey, Steve Greenfield, Arun Sinha, Akshay Shankar, Victor Anthony Perry III, Viraj Vinod Sanghi and Niki Viraj Sanghi, Vinti Rajesh Gajree, Patni Wealth Advisors LLP and Raay Global Investments Private Limited ") read with deed of adherence dated April 6, 2021 entered into by Malabar India Fund Limited, Malabar Select Fund, Malabar Value Fund, Malabar Midcap Fund, IIFL Special Opportunities Fund – Series 8, Ashoka India Equity Investment Trust PLC and India Acorn Fund Limited, read with agreement dated February 22, 2021 entered into by Ravi Mehra read with deed of adherence dated October 12, 2020 entered into by Jeremy Nicholas Williams and the letter amendment agreement dated May 4, 2021.

r) Share purchase agreement dated November 10, 2015 entered into amongst Mohit Dubey, Axel Springer Aisa GMBH, Automotive Exchange Private Limited and our Company

s) Share purchase agreement dated January 24, 2018 entered into amongst SAMIL, STFCL and our Company

t) Shareholders agreement dated January 24, 2018 entered into amongst SAMIL, STFCL and our Company

u) Outsourcing Agreement dated January 24, 2018 entered into between SAMIL and our Company

v) Indemnity Agreement dated January 24, 2018 entered into between SAMIL, AISPL and our Company

w) Business agreement dated January 24, 2018 between Shriram Transport Finance Company Limited and SAMIL

x) Share subscription agreement dated May 2, 2017 read with share transfer agreement dated May 2, 2017 entered into amongst Himanshu Lohiya, Mukesh Kumar, Puneet Tyagi, AISPL and our Company and share purchase agreement dated January 12, 2018 entered into amongst Himanshu Lohiya, Mukesh Kumar, Puneet Tyagi, and our Company

y) Share purchase agreement dated January 24, 2018 entered into amongst SAMIL, AISPL and our Company

z) Scheme of Amalgamation between Automotive Exchange Private Limited and our Company

aa) Share subscription agreement dated December 21, 2019 entered into amongst SAMIL, Mukesh Kumar, Puneet Tyagi and AAMPL

bb) License Agreement dated November 21, 2014 entered into between Shriram Ownership Trust and SAMIL read with Addendum No. 1 to the License Agreement entered into between Shriram Ownership Trust and SAMIL read with Deed of Novation cum Amendment to the License Agreement dated May 16, 2019 entered into amongst Shriram Ownership Trust, Shriram Value Services Limited and SAMIL

cc) Agreement dated July 20, 2009 entered into between Nassau IT Services Private Limited and our Company

dd) Employment Letter dated September 1, 2009 read with revised employment letter dated March 31, 2021 between Vinay Vinod Sanghi and the Company.

ee) Due diligence certificate dated May 15, 2021, addressed to SEBI from the BRLMs.

ff) In principle listing approval dated June 11, 2021 issued by BSE.

gg) In principle listing approval dated June 22, 2021 issued by NSE.

hh) Tripartite agreement dated April 10, 2021 between our Company, NSDL and the Registrar to the Offer.

ii) Tripartite agreement dated April 6, 2021 between our Company, CDSL and the Registrar to the Offer.

jj) SEBI observation letter bearing reference number SEBI/CFD/DIL1/2021/15820/1 dated July 20, 2021.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without notice to the shareholders subject to compliance of 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 and the guidelines/regulations/rules issued by the Government of India or the guidelines/regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Vinay Vinod Sanghi
Chairman, Managing Director and Chief Executive Officer

Place: Mumbai

Date: July 28, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines/regulations/rules issued by the Government of India or the guidelines/regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Aneesha Menon
Executive Director

Place: Mumbai

Date: July 28, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines/regulations/rules issued by the Government of India or the guidelines/regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Victor Anthony Perry III
Non-Executive Director

Place: Denver, Co, USA

Date: July 28, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines/regulations/rules issued by the Government of India or the guidelines/regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Kishori Jayendra Udeshi
Independent Director

Place: Mumbai

Date: July 28, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines/regulations/rules issued by the Government of India or the guidelines/regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Vivek Gul Asrani
Independent Director

Place: Mumbai

Date: July 28, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines/regulations/rules issued by the Government of India or the guidelines/regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Lakshminarayanan Subramanian
Independent Director

Place: Delhi

Date: July 28, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines/regulations/rules issued by the Government of India or the guidelines/regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY CHIEF FINANCIAL OFFICER

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Aneesha Menon

Place: Mumbai

Date: July 28, 2021

DECLARATION BY SELLING SHAREHOLDER

The undersigned Selling Shareholder hereby confirms that all statements, disclosures and undertakings made or confirmed by it in this Red Herring Prospectus about or in relation to itself, as one of the Selling Shareholders and its portion of the Offered Shares, are true and correct. The undersigned Selling Shareholder assumes no responsibility for any other statements, disclosures and undertakings, including any statements, disclosures and undertakings, made by, or relating to the Company or any other Selling Shareholder or any other person(s) in this Red Herring Prospectus.

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Signed for and on behalf of **CMDB II**

Name: Teemulsingh Luchowa

Designation: Director

Date: July 28, 2021

Place: C/o Trident Trust Company (Mauritius) Limited, 5th Floor, Barkly Wharf, Le Caudan Waterfront, Port-Louis, Mauritius

DECLARATION BY SELLING SHAREHOLDER

The undersigned Selling Shareholder hereby confirms that all statements, disclosures and undertakings made or confirmed by it in this Red Herring Prospectus about or in relation to itself, as one of the Selling Shareholders and its portion of the Offered Shares, are true and correct. The undersigned Selling Shareholder assumes no responsibility for any other statements, disclosures and undertakings, including any statements, disclosures and undertakings made by, or relating to the Company or any other Selling Shareholder or any other person(s) in this Red Herring Prospectus.

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Signed for and on behalf of **Highdell Investment Ltd**

Name: Sharmila Baichoo

Designation: Director

Date: July 28, 2021

Place: Mauritius

DECLARATION BY SELLING SHAREHOLDER

The undersigned Selling Shareholder hereby confirms that all statements, disclosures and undertakings made or confirmed by it in this Red Herring Prospectus about or in relation to itself, as one of the Selling Shareholders and its portion of the Offered Shares, are true and correct. The undersigned Selling Shareholder assumes no responsibility for any other statements, disclosures and undertakings, including any statements, disclosures and undertakings made by, or relating to the Company or any other Selling Shareholder or any other person(s) in this Red Herring Prospectus.

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Signed for and on behalf of **MacRitchie Investments Pte. Ltd.**

Name: Fock Wai Hoong

Designation: Authorized Signatory

Date: July 28, 2021

Place: Singapore

DECLARATION BY SELLING SHAREHOLDER

The undersigned Selling Shareholder hereby confirms that all statements, disclosures and undertakings made or confirmed by it in this Red Herring Prospectus about or in relation to itself, as one of the Selling Shareholders and its portion of the Offered Shares, are true and correct. The undersigned Selling Shareholder assumes no responsibility for any other statements, disclosures and undertakings, including any statements, disclosures and undertakings made by, or relating to the Company or any other Selling Shareholder or any other person(s) in this Red Herring Prospectus.

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Signed for and on behalf of **Springfield Venture International**

Name: Neeraj Nawaz

Designation: Director

Date: July 28, 2021

Place: Mauritius

DECLARATION BY SELLING SHAREHOLDER

The undersigned Selling Shareholder hereby confirms that all statements, disclosures and undertakings made or confirmed by it in this Red Herring Prospectus about or in relation to itself, as one of the Selling Shareholders and its portion of the Offered Shares, are true and correct. The undersigned Selling Shareholder assumes no responsibility for any other statements, disclosures and undertakings, including any statements, disclosures and undertakings made by, or relating to the Company or any other Selling Shareholder or any other person(s) in this Red Herring Prospectus.

Bina Vinod Sanghi ______________________________

Vinay Vinod Sanghi ______________________________

BINA VINOD SANGHI JOINTLY WITH VINAY VINOD SANGHI

Date: July 28, 2021

Place: Mumbai

DECLARATION BY SELLING SHAREHOLDER

The undersigned Selling Shareholder hereby confirms that all statements, disclosures and undertakings made or confirmed by it in this Red Herring Prospectus about or in relation to itself, as one of the Selling Shareholders and its portion of the Offered Shares, are true and correct. The undersigned Selling Shareholder assumes no responsibility for any other statements, disclosures and undertakings, including any statements, disclosures and undertakings made by, or relating to the Company or any other Selling Shareholder or any other person(s) in this Red Herring Prospectus.

Signed for and on behalf of **Daniel Edward Neary**

Name: Dan Neary

Designation: Shareholder

Date: July 28, 2021

Place: USA

DECLARATION BY SELLING SHAREHOLDER

The undersigned Selling Shareholder hereby confirms that all statements, disclosures and undertakings made or confirmed by it in this Red Herring Prospectus about or in relation to itself, as one of the Selling Shareholders and its portion of the Offered Shares, are true and correct. The undersigned Selling Shareholder assumes no responsibility for any other statements, disclosures and undertakings, including any statements, disclosures and undertakings made by,or relating to the Company or any other Selling Shareholder or any other person(s) in this Red Herring Prospectus.

Signed for and on behalf of **Shree Krishna Trust**

Name: Rajan Mehra

Designation: Trustee

Date: July 28, 2021

Place: Mumbai

DECLARATION BY SELLING SHAREHOLDER

The undersigned Selling Shareholder hereby confirms that all statements, disclosures and undertakings made or confirmed by it in this Red Herring Prospectus about or in relation to itself, as one of the Selling Shareholders and its portion of the Offered Shares, are true and correct. The undersigned Selling Shareholder assumes no responsibility for any other statements, disclosures and undertakings, including any statements, disclosures and undertakings made by, or relating to the Company or any other Selling Shareholder or any other person(s) in this Red Herring Prospectus.

Signed for and on behalf of **Victor Anthony Perry III**

Name: Victor Anthony Perry III

Designation: -

Date: July 28, 2021

Place: USA

DECLARATION BY SELLING SHAREHOLDER

The undersigned Selling Shareholder hereby confirms that all statements, disclosures and undertakings made or confirmed by it in this Red Herring Prospectus about or in relation to itself, as one of the Selling Shareholders and its portion of the Offered Shares, are true and correct. The undersigned Selling Shareholder assumes no responsibility for any other statements, disclosures and undertakings, including any statements, disclosures and undertakings made by, or relating to the Company or any other Selling Shareholder or any other person(s) in this Red Herring Prospectus.

Vinay Vinod Sanghi ____________________________________

Seena Vinay Sanghi ____________________________________

VINAY SANGHI JOINTLY WITH SEENA VINAY SANGHI

Date: July 28, 2021

Place: Mumbai