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**UNICOMMERCE ESOLUTIONS LIMITED**

Our Company was originally incorporated as 'Unicommerce eSolutions Private Limited' at New Delhi as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated February 2, 2012, issued by the Registrar of Companies, Delhi and Haryana ("RoC"). Our Company was converted from a private limited company to a public limited company pursuant to a special resolution passed by our Shareholders on December 19, 2023, and the name of our Company was changed to 'Unicommerce eSolutions Limited'. A fresh certificate of incorporation dated December 26, 2023, consequent upon change of name on conversion to a public limited company was issued by the RoC. For further details on the changes in the name and registered office of our Company, see "History and Certain Corporate Matters" on page 158 of the Draft Red Herring Prospectus dated January 5, 2024 ("Draft Red Herring Prospectus" or "DRHP")

**Registered Office:** Mezzanine Floor, A-83, Okhla Industrial Area, Ph-II, New Delhi 110 020, India;  
**Corporate Office:** Landmark House, Plot Number 65, 6<sup>th</sup> and 7<sup>th</sup> Floor, Sector 44, Gurgaon, 122 003, Haryana, India;  
**Tel:** +91 9311749240; **Website:** www.unicommerce.com;  
**Contact Person:** Monish Pal, Compliance Officer; **E-mail:** complianceofficer@unicommerce.com  
**Corporate Identity Number:** U74140DL2012PLC230932

| NOTICE TO INVESTORS: ADDENDUM TO THE DRAFT RED HERRING PROSPECTUS DATED JANUARY 5, 2024 ("ADDENDUM")  |   |  |
|---|---|--|
| THE PROMOTERS OF OUR COMPANY: ACEVECTOR LIMITED (FORMERLY KNOWN AS SNAPDEAL LIMITED), STARFISH I PTE. LTD., KUNAL BAHL AND ROHIT KUMAR BANSAL   |   |  |
| <p><b>INITIAL PUBLIC OFFER OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹1 EACH ("EQUITY SHARES") OF UNICOMMERCE ESOLUTIONS LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) AGGREGATING UP TO ₹[●] THOUSAND (THE "OFFER"), THROUGH AN OFFER FOR SALE OF UP TO 2,98,40,486 EQUITY SHARES AGGREGATING UP TO ₹[●] THOUSAND ("OFFER FOR SALE") BY THE SELLING SHAREHOLDERS (AS DEFINED BELOW), COMPRISING UP TO 1,14,59,840 EQUITY SHARES AGGREGATING UP TO ₹[●] THOUSAND BY ACEVECTOR LIMITED (FORMERLY KNOWN AS SNAPDEAL LIMITED) ("PROMOTER SELLING SHAREHOLDER"), UP TO 22,10,406 EQUITY SHARES AGGREGATING UP TO ₹[●] THOUSAND BY B2 CAPITAL PARTNERS* ("PROMOTER GROUP SELLING SHAREHOLDER") AND UP TO 1,61,70,240 EQUITY SHARES AGGREGATING UP TO ₹[●] THOUSAND BY SB INVESTMENT HOLDINGS (UK) LIMITED* ("INVESTOR SELLING SHAREHOLDER") (THE PROMOTER SELLING SHAREHOLDER, PROMOTER GROUP SELLING SHAREHOLDER AND INVESTOR SELLING SHAREHOLDER ARE TOGETHER REFERRED TO AS THE "SELLING SHAREHOLDERS" AND SUCH EQUITY SHARES OFFERED BY THE SELLING SHAREHOLDERS, THE "OFFERED SHARES")</b></p>  |   |  |
| <p><i>* The Equity Shares being offered by SB Investment Holdings (UK) Limited as part of the Offer for Sale includes a portion of Equity Shares which will result upon conversion of 9,858 Series A Preference Shares and 2,775 Series B Preference Shares held by SB Investment Holdings (UK) Limited.</i></p> <p><i>@ Held indirectly by our Individual Promoters, namely, Kunal Bahl and Rohit Kumar Bansal, on behalf of B2 Capital Partners as its partners. The Equity Shares are held indirectly and jointly by Kunal Bahl and Rohit Kumar Bansal.</i></p>  |   |  |
| <p>Potential Bidders may note the following:</p> <ol style="list-style-type: none"> <li>At the time of filing of the DRHP, our Company had identified AceVector Limited (formerly known as Snapdeal Limited) ("AceVector") as the promoter of the Company. Our Company has, in consultation with the relevant stakeholders and pursuant to the circular resolution passed by our Board on May 29, 2024, decided to also identify Starfish I Pte. Ltd. (together with AceVector referred to as the "Corporate Promoters"), Kunal Bahl, and Rohit Kumar Bansal (together with Kunal Bahl, referred to as the "Individual Promoters", and the Corporate Promoters and Individual Promoters, collectively, referred to as the "Promoters") as promoters of the Company, with effect from May 29, 2024.</li> <li>Pursuant to the (i) share purchase agreement dated May 21, 2024 entered into amongst the Company, AceVector, and Absolute Returns Scheme ("Absolute Returns Scheme SPA"); and (ii) the share purchase agreement dated May 21, 2024 amongst the Company, AceVector, and Siddharth Sundar Iyer ("Siddharth Sundar Iyer SPA"), AceVector has sold an aggregate of 19,80,197 Equity Shares to Absolute Returns Scheme and Siddharth Sundar Iyer on May 22, 2024.</li> </ol> <p>Please note that the Equity Shares transferred by AceVector pursuant to the (i) Absolute Returns Scheme SPA; and (ii) Siddharth Sundar Iyer SPA do not form part of the Equity Shares proposed to be offered for sale by it in the Offer. Further, the Equity Shares transferred by AceVector to Absolute Returns Scheme and Siddharth Sundar Iyer shall be subject to lock-in in accordance with Regulation 17 of the SEBI ICDR Regulations, as applicable.</p> <ol style="list-style-type: none"> <li>Pursuant to the exercise of options under ESOS 2019, an aggregate of 4,78,720 Equity Shares were allotted to Prateek Mahajan, Girish Poojari, Sachin Dev, Abhinav Gupta, Harsh Mishra and Adarsh Bajpai, on March 15, 2024, resulting in an increase in the paid-up subscribed Equity Share capital of our Company from ₹ 5,84,08,960 comprising 5,84,08,960 Equity Shares to ₹ 5,88,87,680 comprising 5,88,87,680 Equity Shares.</li> </ol> <p>Accordingly, the Draft Red Herring Prospectus including the relevant portions of the cover page and sections titled "Definitions and Abbreviations", "Summary of the Offer Document", "Risk Factors", "Capital Structure", "History and Certain Corporate Matters", "Our Management", "Our Promoters and Promoter Group", "Outstanding Litigation and Material Developments" and "Other Regulatory and Statutory Disclosures" on pages 2, 19, 26, 71, 158, 164, 181, 280 and 287 of the Draft Red Herring Prospectus have been suitably updated and Potential Bidders may note that in order to assist the Bidders to get a complete understanding of the updated information, the updated relevant portions have been included in this Addendum. All references to the term "Promoters" in the Draft Red Herring Prospectus, will include AceVector, Starfish I Pte. Ltd., Kunal Bahl, and Rohit Kumar Bansal, as applicable.</p> <p>The abovementioned changes are to be read in conjunction with the Draft Red Herring prospectus and accordingly, their references in the Draft Red Herring Prospectus stand updated pursuant to this Addendum. The information in this Addendum supplements the Draft Red Herring Prospectus, as applicable. However, this Addendum does not reflect all the changes that have occurred between the date of filing of the Draft Red Herring Prospectus and the date hereof, and accordingly does not include all the changes and/or updates that will be included in the Red Herring Prospectus and the Prospectus. Please note that all other details / information included in the Draft Red Herring Prospectus will be suitably updated, including to the extent stated in this Addendum, along with other factual updates, as may be applicable, in the Red Herring Prospectus and the Prospectus, as and when filed with the RoC, SEBI and the Stock Exchanges. Investors should not rely on the Draft Red Herring Prospectus or this Addendum for any investment decision, and should read the Red Herring Prospectus, as and when it is filed with the RoC, SEBI and the Stock Exchanges before making an investment decision with respect to the Offer.</p> <p>The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or any other Applicable Laws of the United States, and unless so registered, may not be offered or sold with the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in 'offshore transactions' as defined in and in reliance upon Regulation S under the U.S. Securities Act and the Applicable Laws of the jurisdictions where such offers and sales are made.</p> <p>This Addendum which has been filed with SEBI and the Stock Exchanges shall be made available to the public for comments, if any, for a period of at least 21 days, from the date of such filing with SEBI and the Stock Exchanges and will be available on their website www.sebi.gov.in, the websites of the Stock Exchanges i.e., www.nseindia.com, www.bseindia.com, the website of the Company i.e. www.unicommerce.com and the website of the BRLMs, i.e., IIFL Securities Limited at www.iiflcap.com and CLSA India Private Limited at www.india.clsa.com. All capitalized terms used in this Addendum shall, unless the context otherwise requires, have the meaning ascribed to them in the Draft Red Herring Prospectus.</p> |   |  |
| <p>For Unicommerce eSolutions Limited<br/>On behalf of the Board of Directors</p> <p align="right">Sd/-<br/>Monish Pal<br/>Compliance Officer</p>   |   |  |
| BOOK RUNNING LEAD MANAGERS  | REGISTRAR TO THE OFFER  |  |
| <br><b>IIFL SECURITIES</b>  | <br><b>CLSA</b> A CITIC Securities Company  | <br><b>LINKIntime</b>  |
| <b>IIFL Securities Limited</b><br>24 <sup>th</sup> Floor, One Lodha Place,<br>Senapati Bapat Marg, Lower Parel (West)<br>Mumbai 400 013   | <b>CLSA India Private Limited</b><br>8/F Dalamal House<br>Nariman Point<br>Mumbai 400 021 | <b>Link Intime India Private Limited</b><br>C-101, 247 Park, 1 <sup>st</sup> Floor<br>L.B.S. Marg, Vikhroli<br>West Mumbai 400 083 |

|   |   |   |
|---|---|---|
| Maharashtra, India<br>Tel: +91 22 4646 4728<br>E-mail: unicommer.ipo@iiflcap.com<br>Investor Grievance E-mail: ig.ib@iiflcap.com<br>Website: www.iiflcap.com<br>Contact Person: Mukesh Garg/ Pawan Jain<br>SEBI Registration Number: INM000010940 | Maharashtra, India<br>Tel: +91 22 6650 5050<br>E-mail: unicommer.ipo@cls.com<br>Investor Grievance E-mail: investor.helpdesk@cls.com<br>Website: www.india.cls.com<br>Contact Person: Prachi Chandgothia/ Siddhant Thakur<br>SEBI Registration Number: INM000010619 | Maharashtra, India<br>Tel: +91 810 811 4949<br>E-mail: unicommer.ipo@linkintime.co.in<br>Investor Grievance E-mail: unicommer.ipo@linkintime.co.in<br>Website: www.linkintime.co.in<br>Contact Person: Shanti Gopalkrishnan<br>SEBI Registration Number: INR000004058 |
|---|---|---|

| BID/ OFFER SCHEDULE |                    |                    |                     |
|---------------------|--------------------|--------------------|---------------------|
| ANCHOR BIDDING DATE | INVESTOR           | [●] <sup>(1)</sup> | [●] <sup>(2)</sup>  |
|                     | BID/OFFER OPENS ON | [●] <sup>(1)</sup> |                     |
|                     |                    |                    | BID/OFFER CLOSES ON |

<sup>(1)</sup> Our Company in consultation with the BRLMs and subject to Applicable Law, the Selling Shareholders, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.

<sup>(2)</sup> Our Company in consultation with the BRLMs and subject to Applicable Law, the Selling Shareholders, 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.

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**SECTION I: GENERAL  
DEFINITIONS AND ABBREVIATIONS**

*This Addendum uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below.*

**Offer Related Terms**

| Term     | Description  |
|----------|--|
| Addendum | This addendum dated May 31, 2024 to the Draft Red Herring Prospectus dated January 5, 2024 filed by our Company with SEBI. |

**Company-Related Terms**

| Term  | Description  |
|---|--|
| “Additional Corporate Promoter” or “Starfish” | Starfish I Pte. Ltd.   |
| Additional Promoters                          | The newly identified promoters of our Company, namely, Starfish I Pte. Ltd., Kunal Bahl and Rohit Kumar Bansal                                     |
| Additional Promoter Group                     | Individuals and entities, as applicable, constituting the Starfish Promoter Group, Kunal Bahl Promoter Group and Rohit Kumar Bansal Promoter Group |

*The following definitions shall be included in the Red Herring Prospectus or modified with the definitions in the Draft Red Herring Prospectus, as applicable:*

**Company-Related Terms**

| Term                               | Description   |
|------------------------------------|---|
| AceVector Promoter Group           | Entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, by virtue of AceVector Limited ( <i>formerly known as Snapdeal Limited</i> ) being identified as a promoter, and as disclosed in “ <i>Our Promoters and Promoter Group - Promoter Group</i> ” on page 181 of the Draft Red Herring Prospectus.                                  |
| Corporate Promoters                | The corporate promoters of our Company, namely, AceVector Limited ( <i>formerly known as Snapdeal Limited</i> ) and Starfish I Pte. Ltd.  |
| Individual Promoters               | The individual promoters of our Company, namely, Kunal Bahl and Rohit Kumar Bansal, who are also Non-Executive and Non-Independent Directors of our Company   |
| Investor Selling Shareholder       | SB Investments Holdings (UK) Limited  |
| Kunal Bahl Promoter Group          | Individuals and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, by virtue of Kunal Bahl being identified as a promoter, and as disclosed in “ <i>Our Promoters and Promoter Group - Promoter Group</i> ” on page 18 of this Addendum  |
| Rohit Kumar Bansal Promoter Group  | Individuals and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, by virtue of Rohit Kumar Bansal being identified as a promoter, and as disclosed in “ <i>Our Promoters and Promoter Group - Promoter Group</i> ” on page 18 of this Addendum  |
| Promoters                          | Collectively, the Corporate Promoters of our Company, namely, AceVector Limited ( <i>formerly known as Snapdeal Limited</i> ) and Starfish I Pte. Ltd., and Individual Promoters of our Company, namely, Kunal Bahl, and Rohit Kumar Bansal. For details, see “ <i>Our Promoters and Promoter Group</i> ” on page 181 of the Draft Red Herring Prospectus and page 16 of this Addendum                |
| Promoter Group                     | Collectively, individuals and entities constituting the AceVector Promoter Group, Kunal Bahl Promoter Group, Rohit Kumar Bansal Promoter Group, and Starfish Promoter Group, in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations. For details, see “ <i>Our Promoters and Promoter Group - Promoter Group</i> ” on page 181 of the Draft Red Herring Prospectus and page 18 of this Addendum |
| Promoter Group Selling Shareholder | B2 Capital Partners   |
| Selling Shareholders               | Collectively, the Promoter Selling Shareholder, the Promoter Group Selling Shareholder and the Investor Selling Shareholder   |
| Starfish Promoter Group            | Entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, by virtue of Starfish I Pte. Ltd. being identified as a promoter and as disclosed in “ <i>Our Promoters and Promoter Group - Promoter Group</i> ” on page 18 of this Addendum   |

## Offer Related Terms

| Term                                     | Description  |
|--|--|
| Addendum                                 | The addendum dated May 31, 2024 to the Draft Red Herring Prospectus dated January 5, 2024 filed by our Company with SEBI   |
| “Draft Red Herring Prospectus” or “DRHP” | The draft red herring prospectus dated January 5, 2024, read with the Addendum, 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 |

## Conventional and General Terms or Abbreviations

| Term | Description  |
|------|--------------|
| JPY  | Japanese Yen |

*All capitalised terms used in this Addendum shall, unless the context otherwise requires, have the meaning ascribed to them in the Draft Red Herring Prospectus.*

## SUMMARY OF THE OFFER DOCUMENT

The disclosures in the section “*Summary of the Offer Document*” on page 19 of the Draft Red Herring Prospectus shall be read with the following additional details pertaining to our Corporate Promoters and Individual Promoters:

### Name of our Promoters

AceVector Limited (formerly known as Snapdeal Limited), Starfish I Pte. Ltd., Kunal Bahl and Rohit Kumar Bansal are the Promoters of our Company. For further details, see “*Our Promoters and Promoter Group*” on page 16 of this Addendum.

### Aggregate pre-Offer shareholding of our Promoters, Selling Shareholders, Promoter Group as percentage of our paid-up Equity Share capital

The aggregate pre-Offer shareholding of our Promoters, the Selling Shareholders and members of the Promoter Group as a percentage of the paid-up Equity Share capital of our Company is set out below:

| Name of shareholder  | Number of Equity Shares held | Percentage of pre-Offer paid-up Equity Share Capital (%) | Number of Equity Shares, including upon conversion of CCPS | Percentage of the pre- Offer paid-up Equity Share capital (on a fully diluted basis)(%)^ |
|--|------------------------------|--|--|--|
| <b>Corporate Promoters</b>   |                              |  |  |  |
| AceVector Limited (formerly known as Snapdeal Limited) (also Promoter Selling Shareholder) | 4,02,64,219**                | 68.37**  | 4,02,64,219**  | 36.27**  |
| Starfish I Pte. Ltd.   | Nil                          | Not applicable   | Not applicable   | Not applicable   |
| <b>Individual Promoters</b>  |                              |  |  |  |
| Kunal Bahl   | Nil                          | Not applicable   | Not applicable   | Not applicable   |
| Rohit Kumar Bansal   |                              |  |  |  |
| <b>Promoter Group Selling Shareholder</b>  |                              |  |  |  |
| B2 Capital Partners*   | 46,84,800@                   | 7.96   | 1,10,13,120  | 4.22   |
| <b>Investor Selling Shareholder</b>  |                              |  |  |  |
| SB Investment Holdings (UK) Limited  | Nil                          | 0.00   | 3,23,40,480  | 29.13  |
| <b>Total</b>   | <b>4,49,49,019</b>           | <b>76.33</b>   | <b>8,36,17,819</b>   | <b>69.62</b>   |

\* As on the date of this Addendum, (i) B2 Capital Partners holds 2,472 Series B Preference Shares which will be converted to 63,28,320 Equity Shares and (ii) SB Investment Holdings (UK) Limited holds 9,858 Series A Preference Shares and 2,775 Series B Preference Shares which will be converted to 3,23,40,480 Equity Shares, and the conversion shall be undertaken prior to filing of the Red Herring Prospectus with the RoC.

\*\* Inclusive of 2,56,000 Equity Shares held by Bharat Venishetti as a nominee shareholder of AceVector Limited.

^ Calculated on the basis of total Equity Shares held, 4,24,88,320 Equity Shares which will result upon conversion of outstanding Preference Shares and 96,35,840 vested options under the ESOS 2019.

@ Held indirectly by our Individual Promoters, namely, Kunal Bahl and Rohit Kumar Bansal, on behalf of B2 Capital Partners as its partners. The Equity Shares are held indirectly and jointly by Kunal Bahl and Rohit Kumar Bansal. As on the date of this Addendum, except for Equity Shares held as partners of B2 Capital Partners, our Individual Promoters do not hold any Equity Shares in their individual capacity.

Except as disclosed above, none of the members of the Promoter Group hold any Equity Shares in our Company as on the date of this Addendum.

### Summary table of outstanding litigations

A summary of outstanding litigations involving our Additional Promoters as on the date of this Addendum, is provided below:

| Name of Entity                   | Criminal proceedings | Tax proceedings | Statutory or regulatory proceedings | Disciplinary actions by the SEBI or Stock Exchanges against our Promoter | Material civil litigations | Aggregate amount involved# (₹ in thousand)* |
|----------------------------------|----------------------|-----------------|-------------------------------------|--|----------------------------|---|
| <b>Additional Promoters</b>      |                      |                 |                                     |  |                            |   |
| By the Additional Promoters      | Nil                  | Not applicable  | Not applicable                      | Not applicable   | Nil                        | Nil   |
| Against the Additional Promoters | 2**                  | 3***            | 1****                               | Nil  | Nil                        | Nil   |

# Determined in accordance with the Materiality Policy.

\* To the extent quantifiable.

\*\* This includes one criminal proceeding initiated against, inter alia, both our Individual Promoters and one criminal proceeding initiated against Kunal Bahl, who is one of our Individual Promoters, which has also been reflected in the “*Outstanding Litigation and Material Developments – Litigation against our Directors – Criminal Litigation*” on page 282 of the Draft Red Herring Prospectus.

\*\*\* These pertain to three notices in the name of Kunal Bahl, who is one of our Individual Promoters, in his capacity as director and principal officer of AceVector Limited, one of our Corporate Promoters, which has also been reflected in the outstanding direct tax matters involving Directors in the table on page 283 of the Draft Red Herring Prospectus.

\*\*\*\* This pertains to a letter from the Ministry of Corporate Affairs addressed to, inter alia, both our Individual Promoters, in their capacity as directors of AceVector Limited.

For further details of the outstanding litigation proceedings involving our Additional Promoters, see “Outstanding Litigation and Material Developments” beginning on page 20 of this Addendum.

**Details of all financing arrangements whereby the Additional Promoters, members of the Additional Promoter Group, and directors of our Additional Corporate Promoter 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 this Addendum**

Our Additional Promoters, members of our Additional Promoter Group and directors of our Additional Corporate Promoter have not financed the purchase by any other person of securities of our Company during the period of six months immediately preceding the date of this Addendum.

**Weighted average cost of acquisition at which specified securities were acquired by our Promoters and the Selling Shareholders in the one year preceding the date of this Addendum**

The weighted average cost of acquisition at which Equity Shares and/or Preference Shares were acquired by our Promoters and the Selling Shareholders in the one year preceding the date of this Addendum are as follows:

| Name of the Promoters/Selling Shareholders   | Number of Equity Shares acquired in last one year | Weighted average cost of acquisition per Equity Share (in ₹)^ | Number of Preference Shares acquired in last one year | Weighted average cost of acquisition per Preference Share (in ₹)* |
|--|---|---|---|---|
| <b>Corporate Promoters</b>   |   |   |   |   |
| AceVector Limited (formerly known as Snapdeal Limited) (also Promoter Selling Shareholder) | 5,34,99,000**                                     | Nil*  | Nil   | Not applicable  |
| Starfish I Pte. Ltd.   | Nil   | Not applicable  | Nil   | Not applicable  |
| <b>Individual Promoters</b>  |   |   |   |   |
| Kunal Bahl   | Nil   | Not applicable  | Nil   | Not applicable  |
| Rohit Kumar Bansal   |   |   |   |   |
| <b>Promoter Group Selling Shareholders</b>   |   |   |   |   |
| B2 Capital Partners®   | 46,66,500   | Nil*  | Nil   | Not applicable  |
| <b>Investor Selling Shareholder</b>  |   |   |   |   |
| SB Investment Holdings (UK) Limited  | -   | -   | Nil   | Not applicable  |

\* Acquisition price of Equity Shares issued pursuant to bonus issue is Nil.

\*\* Includes 2,55,000 Equity Shares acquired by Bharat Venishetti as nominee shareholder of AceVector Limited (formerly known as Snapdeal Limited).

^ As certified by B.B & Associates, Chartered Accountants pursuant to the certificate dated May 31, 2024.

@ Held indirectly by our Individual Promoters, namely, Kunal Bahl and Rohit Kumar Bansal, on behalf of B2 Capital Partners as its partners. The Equity Shares are held indirectly and jointly by Kunal Bahl and Rohit Kumar Bansal. As on the date of this Addendum, except for Equity Shares held as partners of B2 Capital Partners, our Individual Promoters do not hold any Equity Shares in their individual capacity.

**Weighted average cost of acquisition of all specified securities transacted in the last three years, 18 months and one year**

The weighted average cost of acquisition of all shares transacted in the last three years, 18 months and one year:

## 1. Equity Shares

| Period         | Weighted Average Cost of Acquisition (in Rs.)***^ | Cap Price/upper end of Price Band is 'X' times the Weighted Average Cost of Acquisition^ | Range of acquisition price: Lowest Price - Highest Price (in Rs.)^ |
|----------------|---|--|--|
| Last 1 year    | 13.04   | ~*   | Nil** -95.95   |
| Last 18 months | 13.04   | ~*   | Nil** -95.95#  |
| Last 3 years   | 15.05   | ~*   | Nil** -30.87#  |

\* To be updated on finalisation of the Price Band

\*\* Acquisition price of Equity Shares issued pursuant to bonus issue of Equity Shares is Nil.

# Adjusted for sub-division of equity shares from face value of ₹10 each to face value of ₹1 each and bonus issue of Equity Shares in the ratio of 255 Equity Shares for one Equity Share held.

^ As certified by B.B & Associates, Chartered Accountants pursuant to the certificate dated May 31, 2024.

## 2. Preference Shares

| Period      | Weighted Average Cost of Acquisition (in Rs.)***^ | Cap Price/upper end of Price Band is 'X' times the Weighted Average Cost of Acquisition^ | Range of acquisition price: Lowest Price - Highest Price (in Rs.)***^ |
|-------------|---|--|---|
| Last 1 year | 65.42   | ~*   | 65.42-65.42   |



|                |       |     |              |
|----------------|-------|-----|--------------|
| Last 18 months | 65.42 | - * | 65.42 -65.42 |
| Last 3 years   | 33.72 | -*  | 30.87-65.42  |

\* To be updated on finalisation of the Price Band

\*\* Pursuant to the sub-division and the bonus issue of Equity Shares, appropriate adjustments to the conversion ratio of outstanding Preference Shares have been made and the conversion ratio accordingly stands adjusted to 2,560:1, i.e., 2,560 Equity Shares for every Preference Share held by the Preference Shareholder.

^ As certified by B.B & Associates, Chartered Accountants pursuant to the certificate dated May 31, 2024.

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

The average cost of acquisition per Equity Shares and/or Preference Shares acquired by our Promoters and the Selling Shareholders, as on the date of this Addendum is:

| Name of Selling Shareholders   | Number of Equity Shares held* | Average cost of acquisition per Equity Share (in ₹) <sup>^</sup> |
|--|-------------------------------|--|
| <b>Corporate Promoters</b>   |                               |  |
| AceVector Limited (formerly known as Snapdeal Limited) (also Promoter Selling Shareholder) | 4,02,64,219**                 | 23.52  |
| Starfish I Pte. Ltd.   | Nil                           | Not applicable   |
| <b>Individual Promoters</b>  |                               |  |
| Kunal Bahl   | Nil                           | Not applicable   |
| Rohit Kumar Bansal   |                               |  |
| <b>Promoter Group Selling Shareholder</b>  |                               |  |
| B2 Capital Partners <sup>@</sup> ***   | 46,84,800                     | 30.87  |
| <b>Investor Selling Shareholder</b>  |                               |  |
| SB Investment Holdings (UK) Limited <sup>^^</sup>  | -                             | 30.87  |

\* Our Company has pursuant to the Board resolution and Shareholders' resolution, each dated October 27, 2023, sub-divided equity shares having face value of ₹10 each into 10 Equity Shares having face value of ₹1 each. Further, our Company has pursuant to the Board and Shareholders' resolutions, both dated October 27, 2023 approved the issuance of 5,81,80,800 bonus Equity Shares ("Bonus Equity Shares") at a ratio of 255 Equity Shares for one Equity Share held by our Shareholders. Further, pursuant to the sub-division and the bonus issuance, appropriate adjustments to the conversion ratio of outstanding Preference Shares have been made and the conversion ratio accordingly stands adjusted to 2,560:1, i.e., 2,560 Equity Shares for every Preference Share held by such Preference Share holder.

\*\* Includes 2,56,000 Equity Shares held by Bharat Venishetti as nominee shareholder of AceVector Limited (formerly known as Snapdeal Limited).

\*\*\* SB Investment Holdings (UK) Limited holds 9,858 Series A Preference Shares and 2,775 Series B Preference Shares which will be converted to 32,340,480 Equity Shares and B2 Capital Partners holds 2,472 Series B Preference Shares which will be converted to 6,328,320 before filing of the RHP with the RoC which are considered for calculation of average cost of acquisition.

@ Held indirectly by our Individual Promoters, namely Kunal Bahl and Rohit Kumar Bansal, on behalf of B2 Capital Partners as its partners. The Equity Shares are held indirectly and jointly by Kunal Bahl and Rohit Kumar Bansal. As on the date of this Addendum, except for Equity Shares held as partners of B2 Capital Partners, our Individual Promoters do not hold any Equity Shares in their individual capacity.

^ As certified by B.B & Associates, Chartered Accountants pursuant to the certificate dated May 31, 2024.

## Details of price at which specified securities were acquired in the last three years preceding the date of this Addendum

Except as disclosed below, our Promoters and members of the Additional Promoter Group have not acquired any Equity Shares and/or Preference Shares in the last three years preceding the date of this Addendum:

### 1. Equity Shares

| Name of the acquirer/ shareholder                     | Date of acquisition of Equity Shares | Number of Equity Shares | Price of acquisition per Equity Share * (in ₹) |
|---|--------------------------------------|-------------------------|--|
| <b>Corporate Promoters</b>                            |                                      |                         |  |
| AceVector Limited (also Promoter Selling Shareholder) | November 2, 2023                     | 5,34,99,000**           | Nil <sup>^</sup>                               |
| Starfish I Pte. Ltd.                                  | Not applicable                       | Nil                     | Not applicable                                 |
| <b>Individual Promoters</b>                           |                                      |                         |  |
| Kunal Bahl  | Not applicable                       | Nil                     | Not applicable                                 |
| Rohit Kumar Bansal                                    |                                      |                         |  |
| <b>Promoter Group Selling Shareholder</b>             |                                      |                         |  |
| B2 Capital Partners                                   | September 12, 2022                   | 18,300 <sup>^^</sup> @  | 7,903.00 <sup>^^</sup>                         |
|   | November 2, 2023                     | 46,66,500 <sup>@</sup>  | Nil <sup>^</sup>                               |

<sup>^</sup> Acquisition price of Equity shares issued pursuant to bonus issue is Nil.

<sup>^^</sup> Adjusted for sub-division of equity shares from face value of ₹10 each to face value of ₹1 each.

\* As certified by B.B & Associates, Chartered Accountants pursuant to the certificate dated May 31, 2024.

\*\* Includes 255,000 Equity Shares held by Bharat Venishetti as nominee shareholder of AceVector Limited.

@ Held indirectly by our Individual Promoters, namely, Kunal Bahl and Rohit Kumar Bansal, on behalf of B2 Capital Partners as its partners. The Equity Shares are held indirectly and jointly by Kunal Bahl and Rohit Kumar Bansal. As on the date of this Addendum, except for Equity Shares held as partners of B2 Capital Partners, our Individual Promoters do not hold any Equity Shares in their individual capacity.

### 2. Preference Shares

| Name of the acquirer/ shareholder | Date of acquisition of Preference Shares | Number of Preference Shares | Acquisition Price per Preference Share |
|-----------------------------------|--|-----------------------------|--|
| <b>Corporate Promoters</b>        |  |                             |  |

| <b>Name of the acquirer/ shareholder</b>                  | <b>Date of acquisition of Preference Shares</b> | <b>Number of Preference Shares</b> | <b>Acquisition Price per Preference Share</b> |
|---|---|------------------------------------|---|
| AceVector Limited (also the Promoter Selling Shareholder) | Not applicable                                  | Nil                                | Not applicable                                |
| Starfish I Pte. Ltd.                                      | Not applicable                                  | Nil                                | Not applicable                                |
| <b>Individual Promoters</b>                               |   |                                    |   |
| Kunal Bahl  | Not applicable                                  | Nil                                | Not applicable                                |
| Rohit Kumar Bansal  |   |                                    |   |
| <b>Promoter Group Selling Shareholder</b>                 |   |                                    |   |
| B2 Capital Partners                                       | September 12, 2022                              | 2,472*                             | 79,030.04                                     |

\* Held indirectly by our Individual Promoters, namely, Kunal Bahl and Rohit Kumar Bansal, on behalf of B2 Capital Partners as its partners. The Preference Shares are held indirectly and jointly by Kunal Bahl and Rohit Kumar Bansal. As on the date of this Addendum, except for Preference Shares held as partners of B2 Capital Partners, our Individual Promoters do not hold any Preference Shares in their individual capacity.

## SECTION II – RISK FACTORS

The following risk factors shall be updated / replaced with the existing risk factors in the section “*Risk Factors*” on page 26 of the Draft Red Herring Prospectus.

**29. *Our Additional Promoters are involved in outstanding legal proceedings. Any adverse outcome in such proceedings may have an adverse impact on our reputation, business, results of operations, financial condition and cash flows.***

There are outstanding legal proceedings against our Additional Promoters, which are pending at various levels of adjudication before various courts, tribunals, and other authorities. Below is a summary of outstanding matters involving our Additional Promoters:

| Name of Entity                     | Criminal proceedings | Tax proceedings | Statutory or regulatory proceedings | Disciplinary actions by the SEBI or Stock Exchanges against our Promoter | Material civil litigations | Aggregate amount involved# (₹ in thousand)* |
|------------------------------------|----------------------|-----------------|-------------------------------------|--|----------------------------|---|
| <b><i>Additional Promoters</i></b> |                      |                 |                                     |  |                            |   |
| By the Additional Promoters        | Nil                  | Not applicable  | Not applicable                      | Not applicable   | Nil                        | Nil   |
| Against the Additional Promoters   | 2**                  | 3***            | 1****                               | Nil  | Nil                        | Nil   |

# Determined in accordance with the Materiality Policy.

\* To the extent quantifiable.

\*\* This includes one criminal proceeding initiated against, inter alia, both our Individual Promoters and one criminal proceeding initiated against, inter alia, Kunal Bahl, who is one of our Individual Promoters, which has also been reflected in the “*Outstanding Litigation and Material Developments – Litigation against our Directors – Criminal Litigation*” on page 282 of the Draft Red Herring Prospectus.

\*\*\* These pertain to three notices in the name of Kunal Bahl, who is one of our Individual Promoters, in his capacity as director and principal officer of AceVector Limited, one of our Corporate Promoters, which has also been reflected in the outstanding direct tax matters involving Directors in the table on page 283 of the Draft Red Herring Prospectus.

\*\*\*\* This pertains to a letter from the Ministry of Corporate Affairs addressed to, inter alia, both our Individual Promoters, in their capacity as directors of AceVector Limited.

There can be no assurance that these legal proceedings will be decided in favour of Additional Promoters. In addition, we cannot assure you that no additional liability will arise out of these proceedings that could divert our management’s time and attention and consume financial resources. Any adverse order or direction in these cases by the concerned authorities even though not quantifiable, may have an adverse effect on our business, results of operations, financial condition and cash flows. For further information, see “*Outstanding Litigation and Other Material Developments*” on page 20 of this Addendum.

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

**48. *After the completion of the Offer, one of our Corporate Promoters, namely, AceVector will continue to exercise significant influence over our Company.***

After the completion of the Offer, one of our Corporate Promoters, AceVector, will hold more than 20% of the issued, subscribed and paid-up share capital of our Company and will continue to exercise significant influence over our business policies and affairs and in all matters requiring shareholders’ approval, including the composition of our Board, the adoption of amendments to our constitutional documents, the approval of mergers, strategic acquisitions or joint ventures or the sale of substantially all of our assets, and the policies for dividend, lending, investments and capital expenditures. This exercise of significant influence by AceVector over our Company may delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of these shareholders. The interests of AceVector as our majority shareholder could conflict with our interests or the interests of its other shareholders. We cannot assure you that AceVector will act to resolve any conflicts of interest in our favour and any such conflict may adversely affect our ability to execute our business strategy or to operate our business.

**58. *The average cost of acquisition of Equity Shares by the Selling Shareholders may be less than the Offer Price.***

The average cost of acquisition of Equity Shares by the Selling Shareholders may be less than the Offer Price. The details of the average cost of acquisition of Equity Shares held by the Selling Shareholders are set out below:

| Name of Selling Shareholders                                   | Number of Equity Shares held* | Average cost of acquisition per Equity Share (in ₹)^ |
|--|-------------------------------|--|
| <b><i>Promoter (also the Promoter Selling Shareholder)</i></b> |                               |  |
| AceVector Limited (formerly known as Snapdeal Limited)         | 4,02,64,219                   | 23.52  |
| <b><i>Promoter Group Selling Shareholder</i></b>               |                               |  |

| <b>Name of Selling Shareholders</b>        | <b>Number of Equity Shares held*</b> | <b>Average cost of acquisition per Equity Share (in ₹)^</b> |
|--|--------------------------------------|---|
| B2 Capital Partners@**                     | 46,84,800                            | 30.87   |
| <b><i>Investor Selling Shareholder</i></b> |                                      |   |
| SB Investment Holdings (UK) Limited**      | -                                    | 30.87   |

\* Represents equity shares post subdivision of face value of equity shares and allotment bonus issue of equity shares.

^ As certified by B.B & Associates, Chartered Accountants pursuant to the certificate dated May 31, 2024.

\*\* SB Investment Holdings (UK) Limited holds 9,858 Series A Preference Shares and 2,775 Series B Preference Shares which will be converted to 32,340,480 Equity Shares and B2 Capital Partners holds 2,472 Series B Preference Shares which will be converted to 6,328,320 before filing of the RHP with the RoC which are considered for calculation of average cost of acquisition.

@ Held indirectly by our Individual Promoters, namely, Kunal Bahl and Rohit Kumar Bansal, on behalf of B2 Capital Partners as its partners. The Equity Shares are held indirectly and jointly by Kunal Bahl and Rohit Kumar Bansal. As on the date of this Addendum, except for Equity Shares held as partners of B2 Capital Partners, our Individual Promoters do not hold any Equity Shares in their individual capacity.

**SECTION III: INTRODUCTION  
CAPITAL STRUCTURE**

A. The sub-sections titled “*Equity share capital history of our Company*” and “*History of the share capital held by our Promoter*” on page 71 and 77 of the Draft Red Herring Prospectus, respectively, shall be read with the following additional details:

**Equity share capital history of our Company**

| Date of allotment of Equity Shares | Name of allottee  | Nature of allotment             | Face value per Equity Share (“Face Value”) (in ₹) | Issue price per Equity Share (in ₹) | Total number of Equity Shares allotted | Nature of consideration | Cumulative number of Equity Shares |
|------------------------------------|---|---------------------------------|---|-------------------------------------|--|-------------------------|------------------------------------|
| March 15, 2024                     | Allotment of 35,840 Equity Shares to Prateek Mahajan, 3,35,360 Equity Shares to Girish Poojari, 15,360 Equity Shares to Sachin Dev, 17,920 Equity Shares to Abhinav Gupta, 64,000 Equity Shares to Harsh Mishra and 10,240 Equity Shares to Adarsh Bajpai | Allotment pursuant to ESOS 2019 | 1   | 1                                   | 4,78,720                               | Cash                    | 58,887,680                         |

**History of the share capital held by our Promoters**

As on the date of this Addendum, one of our Corporate Promoters, AceVector Limited (*formerly known as Snapdeal Limited*) holds in aggregate 4,02,64,219 Equity Shares (*inclusive of 2,56,000 Equity Shares held by Bharat Venishetti as nominee shareholder of AceVector Limited*), representing 68.37% of the issued, subscribed and paid-up Equity Share capital and 36.27% of the Equity Share capital on a fully diluted basis, respectively, of our Company.

As on the date of this Addendum, Starfish I Pte. Ltd., one of our Corporate Promoters, does not hold any Equity Shares in our Company.

As on the date of this Addendum, Kunal Bahl and Rohit Kumar Bansal, indirectly hold 46,84,800 Equity Shares, as partners of B2 Capital Partners, representing 7.96% of the issued, subscribed and paid-up Equity Share capital and 4.22% of the Equity Share capital on a fully diluted basis, respectively, of our Company.

The details regarding our Promoters’ shareholding are set forth below:

**a) Build-up of Promoters’ shareholding in our Company**

**i. Build-up of AceVector’s equity shareholding in our Company**

In addition to “*Capital Structure – History of the Share capital held by our Promoters – Build-up of Promoters’ equity shareholding in our Company*” on page 77 of the Draft Red Herring Prospectus, the build-up of the equity shareholding of one of our Corporate Promoters, AceVector Limited, is set forth below:

| Date of allotment/ transfer | Nature of transaction               | Number of equity shares allotted/ transferred | Nature of consideration | Face value per equity share (₹) | Issue price/ transfer price per equity share (₹) | Percentage of the pre-Offer capital (%) | Percentage of post-Offer capital (%) |
|-----------------------------|-------------------------------------|---|-------------------------|---------------------------------|--|---|--------------------------------------|
| May 22, 2024                | Transfer to Absolute Returns Scheme | (5,21,104)                                    | Cash                    | 1                               | 95.95  | 0.88                                    | [●]                                  |
|                             | Transfer to Siddharth Sundar Iyer   | (14,59,093)                                   | Cash                    | 1                               | 95.95  | 2.48                                    | [●]                                  |

As on the date of this Addendum, AceVector Limited, our Corporate Promoter, does not hold any Preference Shares in our Company.

**ii. Build-up of Starfish I Pte. Ltd.'s equity shareholding in our Company**

As on the date of this Addendum, Starfish I Pte. Ltd., one of our Corporate Promoters, does not hold any Equity Shares or Preference Shares in our Company.

**iii. Build-up of Kunal Bahl and Rohit Kumar Bansal's shareholding in our Company**

(a) Equity shares:

As on the date of this Addendum, Kunal Bahl and Rohit Kumar Bansal, who are Individual Promoters of our Company, indirectly hold 46,84,800 Equity Shares, as partners of B2 Capital Partners. The history of equity shareholding of B2 Capital Partners is set forth below:

| Date of allotment/ transfer | Nature of transaction   | Number of equity shares allotted/ transferred | Nature of consideration | Face value per equity share (₹) | Issue price/ transfer price per equity share (₹) | Percentage of the pre- Offer capital (%) | Percentage of post- Offer capital (%) |
|-----------------------------|---|---|-------------------------|---------------------------------|--|--|---------------------------------------|
| September 12, 2022          | Transfer from AceVector Limited   | 1,830 <sup>^</sup>                            | Cash                    | 10                              | 79,030.04  | 0.03                                     | [●]                                   |
| November 2, 2023            | 46,66,500 Equity Shares were allotted to B2 Capital Partners pursuant to the bonus issue in the ratio of 255 Equity Shares for one Equity Share held by the Shareholders as on the record date i.e., November 1, 2023 | 46,66,500 <sup>^</sup>                        | Cash                    | 1                               | Nil*   | 7.92                                     | [●]                                   |

<sup>^</sup> Held by B2 Capital Partners, where our Individual Promoters, namely, Kunal Bahl and Rohit Kumar Bansal are partners. The Equity Shares are held indirectly and jointly by Kunal Bahl and Rohit Kumar Bansal. As on the date of this Addendum, except for Equity Shares held as partners of B2 Capital Partners, our Individual Promoters do not hold any Equity Shares in their individual capacity.

\*Acquisition price of Equity Shares issued pursuant to bonus issue is Nil

(b) Preference shares:

As on the date of this Addendum, Kunal Bahl and Rohit Kumar Bansal, who are Individual Promoters of our Company, indirectly hold 2,472 Preference Shares, as partners of B2 Capital Partners. The history of Preference Shareholding of B2 Capital Partners is set forth below:

| Date of allotment/ transfer | Nature of transaction                                       | Number of Preference Shares allotted/ transferred | Nature of consideration | Face value per Preference Shares (₹) | Issue price/ transfer price per Preference Share (₹) |
|-----------------------------|---|---|-------------------------|--------------------------------------|--|
| September 12, 2022          | Transfer from AceVector to B2 Capital Partners <sup>^</sup> | 2,472 Series B Preference Shares <sup>^</sup>     | Cash                    | 100                                  | 79,030.04  |

<sup>^</sup> Held by B2 Capital Partners, where our Individual Promoters, namely, Kunal Bahl and Rohit Kumar Bansal are partners. The Preference Shares are held indirectly and jointly by Kunal Bahl and Rohit Kumar Bansal. As on the date of this Addendum, except for the Preference Shares held as partners of B2 Capital Partners, our Individual Promoters do not hold any Preference Shares in their individual capacity.

**b) Shareholding of our Promoters and Promoter Group**

| S. No.                      | Name of the shareholder | Pre-Offer number of Equity Shares | Pre-Offer number of Equity Shares upon conversion of Preference Shares | Percentage of the pre-Offer Equity share capital <sup>^</sup> | Number of Equity Shares for Offer for Sale | Post-Offer number of Equity Shares | Percentage of the post-Offer Equity Share capital (%) |
|-----------------------------|-------------------------|-----------------------------------|--|---|--|------------------------------------|---|
| <b>Corporate Promoters</b>  |                         |                                   |  |   |  |                                    |   |
| 1.                          | AceVector Limited       | 4,02,64,219                       | 4,02,64,219  | 39.72   | Up to 1,14,59,840 Equity Shares            | [●]                                | [●]   |
| 2.                          | Starfish I Pte. Ltd.    | Nil                               | Not applicable   | Not applicable  | Not applicable                             | Nil                                | Not applicable  |
| <b>Individual Promoters</b> |                         |                                   |  |   |  |                                    |   |
| 3.                          | Kunal Bahl              | Nil                               | Not applicable   | Not applicable  | Not applicable                             | Nil                                | Not applicable  |
| 4.                          | Rohit Kumar Bansal      |                                   |  |   |  |                                    |   |
| <b>Promoter Group</b>       |                         |                                   |  |   |  |                                    |   |
| 5.                          | B2 Capital              | 46,84,800*                        | 1,10,13,120 <sup>#</sup>   | 10.86   | Up to                                      | [●]                                | [●]   |

| S. No. | Name of the shareholder | Pre-Offer number of Equity Shares | Pre-Offer number of Equity Shares upon conversion of Preference Shares | Percentage of the pre-Offer Equity share capital <sup>^</sup> | Number of Equity Shares for Offer for Sale | Post-Offer number of Equity Shares | Percentage of the post-Offer Equity Share capital (%) |
|--------|-------------------------|-----------------------------------|--|---|--|------------------------------------|---|
|        | Partners                |                                   |  |   | 22,10,406<br>Equity Shares                 |                                    |   |

<sup>^</sup> Calculated on the basis of total Equity Shares currently held and 4,24,88,320 Equity Shares which will result upon conversion of outstanding Preference Shares.

\* Held indirectly by our Individual Promoters, namely, Kunal Bahl and Rohit Kumar Bansal as partners of B2 Capital Partners. The Equity Shares are held indirectly and jointly by Kunal Bahl and Rohit Kumar Bansal. As on the date of this Addendum, except for Equity Shares held as partners of B2 Capital Partners, our Individual Promoters do not hold any Equity Shares in their individual capacity.

# Includes 63,28,320 Equity Shares which will result upon conversion of 2,472 outstanding Series B Preference Shares prior to filing of the Red Herring Prospectus with the RoC.

Except as disclosed above, none of the members of the Promoter Group hold any Equity Shares in our Company. For further details, see “*Our Promoters and Promoter Group*” beginning on page 16 of this Addendum.

- B. The sub-section titled “*Shareholding Pattern of our Company*” on page 83 of the Draft Red Herring Prospectus, shall be replaced with the following shareholding pattern of our Company:

The table below presents the shareholding pattern of our Company as on the date of filing of this Addendum:

| 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                                       |                    |             | Total as a % of (A+B+C) |   |  | Number (a)                       | As a % of total Shares held (b) | Number (a)  | As a % of total Shares held (b) |   |
|              |                                       |                              |   |   |  |   |  | Class e.g.: Equity Shares                                     | Class e.g.: Others | Total       |                         |   |  |                                  |                                 |   |                                 |   |
| (A)          | Promoters and Promoter Group*         | 3                            | 4,49,49,019                                     | NIL   | NIL  | 4,49,49,019   | 76.33%   | 4,49,49,019   | NIL                | 4,49,49,019 | 76.33%                  | 63,28,320   | 50.58%   | NIL                              | NIL                             | NIL   | NIL                             | 4,49,49,019   |
| (B)          | Public                                | 22                           | 1,39,38,661                                     | NIL   | NIL  | 1,39,38,661   | 23.67%   | 1,39,38,661   | NIL                | 1,39,38,661 | 23.67%                  | 3,61,60,000   | 49.42%   | NIL                              | NIL                             | NIL   | NIL                             | 1,39,38,661   |
| (C)          | Non Promoter-Non Public               | NIL                          | NIL   | NIL   | NIL  | NIL   | NIL  | NIL   | NIL                | NIL         | NIL                     | NIL   | NIL  | NIL                              | NIL                             | NIL   | NIL                             | NIL   |
| (C1)         | Shares underlying depository receipts | NIL                          | NIL   | NIL   | NIL  | NIL   | NIL  | NIL   | NIL                | NIL         | NIL                     | NIL   | NIL  | NIL                              | NIL                             | NIL   | NIL                             | NIL   |
| (C2)         | Shares held by employee trusts        | NIL                          | NIL   | NIL   | NIL  | NIL   | NIL  | NIL   | NIL                | NIL         | NIL                     | NIL   | NIL  | NIL                              | NIL                             | NIL   | NIL                             | NIL   |
|              | <b>Total</b>                          | 25*                          | 5,88,87,680                                     | NIL   | NIL  | 5,88,87,680   | 100%   | 5,88,87,680   | -                  | 5,88,87,680 | 100                     | 4,24,88,320**   | 100  | NIL                              | NIL                             | NIL   | NIL                             | 5,88,87,680   |

\* Inclusive of the shares held by B2 Capital Partners, a member of the Promoter Group and Bharat Venishetti as a nominee shareholder of our Corporate Promoter, AceVector Limited (formerly known as Snapdeal Limited). However, Bharat Venishetti is neither a promoter nor a member of the promoter group.

\*\* To be issued upon conversion of 11,350 Series A Preference Shares and 5,247 Series B Preference Shares prior to filing of the Red Herring Prospectus with the RoC.



- C. The Following confirmations shall replace the confirmation included under “*Capital Structure*” on page 84 of the Draft Red Herring Prospectus
1. As on the date of filing of this Addendum, our Company has 25 shareholders including Bharat Venishetti who holds 2,56,000 Equity Shares as the nominee shareholder of AceVector Limited
  2. Except (i) as disclosed under *Build-up of Promoters’ equity shareholding in our Company*” on page 9 of this Addendum, our Promoters, any member of our Additional Promoter Group, directors of our Additional Corporate Promoter, have not purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Addendum.
  3. There have been no financing arrangements whereby our Additional Promoters, members of our Additional Promoter Group, directors of our Additional Corporate Promoter have financed the purchase by any other person of securities of our Company during a period of six months immediately preceding the date of filing of this this Addendum.
  4. Our Company shall ensure that any transaction in the Equity Shares by the Additional Promoters and the members of the Additional Promoter Group during the period between the date of filing of this Addendum and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of such transaction.
  5. Our Additional Promoters and Additional Promoter Group shall not participate in the Offer, except by way of participation by the Promoter Group Selling Shareholder, namely, B2 Capital Partners, as one of the Selling Shareholders in the Offer for Sale.
  6. No person connected with the Offer, including, but not limited to, members of our Additional Promoter Group and the Additional Promoters, 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.

## SECTION IV: ABOUT OUR COMPANY HISTORY AND CERTAIN CORPORATE MATTERS

The disclosures in the section “*History and Certain Corporate Matters – Shareholders’ agreement and other material agreements*” on page 161 of the Draft Red Herring Prospectus shall be read with the following disclosures.

### **Shareholders’ agreements and other material agreements**

***Indemnity agreement dated May 17, 2024 (“Indemnity Agreement”) entered into by and amongst (i) Kunal Bahl, (ii) Rohit Kumar Bansal (collectively with Kunal Bahl, the “Individual Promoters”), (iii) AceVector Limited (“AceVector”) and (iv) Starfish I Pte. Ltd. (“Starfish”)***

Starfish, AceVector Limited, Kunal Bahl and Rohit Kumar Bansal have entered into the Indemnity Agreement in relation to Starfish, Kunal Bahl and Rohit Kumar Bansal being classified as Promoters of the Company. The Indemnity Agreement was executed for the purposes of indemnifying Starfish against any Claim or Loss (each as defined in the Indemnity Agreement), in its capacity as one of the Corporate Promoters of our Company, by the Individual Promoters and AceVector (collectively with the Individual Promoters, the “**Responsible Promoters**”).

In the event a Loss has arisen out of or on account of a Claim (each as defined in the Indemnity Agreement) against Starfish, its affiliates, its directors, agents, officers, representatives and employees (“**Starfish Indemnified Persons**”), in accordance with the terms of the Indemnity Agreement, among others, in connection with any Claims against the Starfish Indemnified Persons on account of Starfish being classified and named as a Promoter of our Company, the Responsible Promoters will be required to indemnify, defend and hold harmless Starfish Indemnified Persons, in case if such amount arising out of or on account of the Claim has not been paid by the Responsible Promoters in the first instance.

Our Company is not a party to the Indemnity Agreement, which is solely between the Responsible Promoters and Starfish to indemnify the latter in its capacity as one of the Corporate Promoters of our Company.

***Deed of Adherence dated May 21, 2024 entered into by and amongst (i) AceVector and (ii) Absolute Returns Scheme (“Absolute Returns Deed of Adherence”)***

Pursuant to the share purchase agreement dated May 21, 2024 executed between our Company, AceVector and Absolute Returns Scheme, AceVector has transferred 5,21,104 Equity Shares to Absolute Returns Scheme. Simultaneously, AceVector and Absolute Returns Scheme entered into the Absolute Returns Deed of Adherence, pursuant to which, Absolute Returns Scheme became bound by the Amended and Restated Shareholders’ Agreement dated December 20, 2023 (“**SHA**”) as if it was an original party to the same. For further details on the SHA, see “*Shareholders’ agreements and other material agreements – Key terms of subsisting shareholders’ agreements*” on page 161 of the Draft Red Herring Prospectus.

In accordance with the terms of the SHA, all rights available to the parties to the SHA, shall automatically fall away upon receipt of listing and trading approvals from the Stock Exchanges for listing of the Equity Shares on the Stock Exchanges pursuant to the Offer.

***Deed of Adherence dated May 21, 2024 entered into by and amongst (i) AceVector and (ii) Siddharth Sundar Iyer (“Siddharth Sundar Iyer Deed of Adherence”)***

Pursuant to the share purchase agreement dated May 21, 2024 executed between our Company, AceVector and Siddharth Sundar Iyer, AceVector has transferred 14,59,093 Equity Shares to Siddharth Sundar Iyer. Simultaneously, AceVector and Siddharth Sundar Iyer entered into the Siddharth Sundar Iyer Deed of Adherence, pursuant to which, the Siddharth Sundar Iyer became bound by the SHA as if he was an original party to the same. For further details on the SHA, see “*Shareholders’ agreements and other material agreements – Key terms of subsisting shareholders’ agreements*” on page 161 of the Draft Red Herring Prospectus.

In accordance with the terms of the SHA, all rights available to the parties to the SHA, shall automatically fall away upon receipt of listing and trading approvals from the Stock Exchanges for listing of the Equity Shares on the Stock Exchanges pursuant to the Offer.

### ***Agreements with Additional Promoters***

As on the date of this Addendum, there are no agreements entered into by the Additional Promoters, either by themselves or on behalf of any other person, with any shareholder or any other third-party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

## OUR MANAGEMENT

The following disclosure shall replace the disclosure in the section “*Our Management - Interests of Directors*” on page 169 of the Draft Red Herring Prospectus.

### **Interests of Directors**

Other than Kunal Bahl and Rohit Kumar Bansal, being the Individual Promoters of our Company, none of our Directors have any interest in the promotion or formation of our Company as of the date of this Addendum. For further details, see “*Our Promoters and Promoter Group – Interests of our Additional Promoters*” on page 17 of this Addendum.

## OUR PROMOTERS AND PROMOTER GROUP

This section beginning on page 181 of the Draft Red Herring Prospectus shall be read with the following additional details pertaining to our Corporate Promoters and Individual Promoters.

### Our Promoters

AceVector Limited (*formerly known as Snapdeal Limited*) and Starfish I Pte. Ltd. are the Corporate Promoters of our Company. Kunal Bahl and Rohit Kumar Bansal are the Individual Promoters of our Company.

As on the date of this Addendum, AceVector Limited (*formerly known as Snapdeal Limited*) holds in aggregate 4,02,64,219 Equity Shares (*inclusive of 2,56,000 Equity Shares held by Bharat Venishetti as nominee shareholder of AceVector Limited*), representing 68.37% of the issued, subscribed and paid-up Equity Share capital and 36.27% of the Equity Share capital on a fully diluted basis, respectively, of our Company.

As on the date of this Addendum, Starfish I Pte. Ltd. does not hold any Equity Shares in our Company.

As on the date of this Addendum, Kunal Bahl and Rohit Kumar Bansal, indirectly hold 46,84,800 Equity Shares, as partners of B2 Capital Partners, representing 7.96% of the issued, subscribed and paid-up Equity Share capital and 4.22% of the Equity Share capital on a fully diluted basis, respectively, of our Company. As on the date of this Addendum, except for Equity Shares held as partners of B2 Capital Partners, our Individual Promoters do not hold any Equity Shares in their individual capacity.

### Details of our Additional Corporate Promoter

Starfish I Pte. Ltd. (“**Starfish**”)

#### *Corporate Information*

Starfish was incorporated on October 1, 2014, as a private limited company under the laws of the Republic of Singapore.

The registered office of Starfish is 9 Raffles Pl, #26-01, Republic Plaza, Singapore 048 619.

#### *Nature of business*

Starfish is authorised under its constitutional documents to engage in any business as its directors think fit. Starfish is currently engaged in the business of investment holdings.

As on the date of this Addendum, Starfish has not changed its principal activities from the date of its incorporation.

#### *Board of Directors of Starfish*

As on the date of this Addendum, the board of directors of Starfish comprises:

| S. No. | Name of the director   | Designation |
|--------|------------------------|-------------|
| 1.     | Stephen Lam            | Director    |
| 2.     | Martin Joseph O’ Regan | Director    |

#### *Shareholding Pattern of Starfish*

As on the date of this Addendum, the paid up, subscribed and issued equity share capital of Starfish is JPY 1,01,53,98,49,700 divided into 36,37,62,82,160 equity shares of the face value of JPY 2.79 each. The shareholding pattern of Starfish as on the date of this Addendum is as provided below:

| S. No. | Name                 | Number of equity shares of face value of JPY 2.79 | Percentage (%) |
|--------|----------------------|---|----------------|
| 1.     | SoftBank Group Corp. | 36,37,62,82,160                                   | 100.00         |

#### *Details of change in control of Starfish*

There has been no change in the control (as defined under Regulation 2(1)(i) of the SEBI ICDR Regulations) of Starfish in the last three years preceding the date of this Addendum.

#### *Promoters of Starfish*

The promoter of Starfish is SoftBank Group Corp.

As on the date of this Addendum, Starfish does not hold any Equity Shares in our Company.

Our Company confirms that the PAN, bank account number(s), company registration number and the address of the registrar of companies where Starfish is registered, to the extent applicable, will be submitted to the Stock Exchanges at the time of filing of this Addendum.

### Details of our Individual Promoters



**Kunal Bahl**, born on August 23, 1983, aged 40 years, is the Non-Executive Director of our Company. He resides at House No. 1, Road No.41, Punjabi Bagh West, New Delhi 110 026. For the complete profile of Kunal Bahl, along with the details of his educational qualifications, experience in the business, posts/positions held in the past, directorships in other entities, his business and financial activities and special achievements, see “*Our Management – Brief Biographies of Directors*” on page 166 of the Draft Red Herring Prospectus.

His permanent account number AFXPB7749F.



**Rohit Kumar Bansal**, born on May 2, 1983, aged 41 years, is the Non-Executive Director of our Company. He resides at Flat-108, DLF Magnolias, DLF City Phase V, Near Golf Course Road, Sector 42, Chakkarpur, Gurugram 122 002, Haryana. For the complete profile of Rohit Kumar Bansal, along with the details of his educational qualifications, experience in the business, posts/positions held in the past, directorships in other entities, his business and financial activities and special achievements, see “*Our Management – Brief Biographies of Directors*” on page 166 of the Draft Red Herring Prospectus.

His permanent account number is ALMPB9018Q.

Our Company confirms that the PAN, bank account number(s), Aadhaar number, driving license number and passport number of our Individual Promoters will be submitted to the Stock Exchanges at the time of filing of this Addendum.

### Interests of our Additional Promoters

As on the date of this Addendum, our Additional Corporate Promoter has no interest in our Company.

Our Individual Promoters are interested in our Company to the extent that (i) they are the promoters of our Company; and (ii) to the extent of their indirect shareholding in our Company through B2 Capital Partners, including the dividend payable, if any, and any other distributions in respect of the Equity Shares indirectly held by them in our Company, from time to time; and (iii) their directorship in our Company and in one of our Corporate Promoters, i.e., AceVector Limited. For details of the shareholding of our Promoters in our Company, see “*Capital Structure – History of the share capital held by our Promoters*” on page 9 of this Addendum.

Our Additional Promoters do not have interest in any property acquired by our Company during the three years immediately preceding the date of this Addendum or proposed to be acquired by our Company, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

### Payment or Benefits to our Additional Promoters

No sum has been paid or agreed to be paid to our Additional Promoters or to the firms or companies in which our Additional Promoters are interested as member in cash or shares or otherwise, for services rendered by our Additional Promoters or by such firms or companies in connection with the promotion or formation of our Company.

Except as disclosed in “*Other Financial Information - Related Party Transactions*” on page 244 of the Draft Red Herring Prospectus, no amount or benefit has been paid or given to our Additional Promoters or any of the members of the Additional Promoter Group during the two years preceding the filing of this Addendum nor is there any intention to pay or give any amount or benefit to our Additional Promoters or any of the members of the Additional Promoter Group other than in the ordinary course of business.

### Other ventures of our Individual Promoters

Other than as disclosed in “- *Kunal Bahl Promoter Group*” and “- *Rohit Kumar Bansal Promoter Group*” on pages 18 and 19 of this Addendum and under “*Our Management*” on page 164 of the Draft Red Herring Prospectus, our Individual Promoters are not involved in any other ventures.

### Change in control of our Company

AceVector is the original Promoter of our Company and continues to be one of the Promoters of our Company. Starfish I Pte. Ltd., Kunal Bahl and Rohit Kumar Bansal have been identified as the Promoters of the Company pursuant to a circular resolution dated May 29, 2024, passed by the Board of Directors.

There has been no change in the control (as defined under Regulation 2(1)(i) of the SEBI ICDR Regulations) of our Company during the last five years preceding the date of this Addendum.

### Material guarantees to third parties with respect to the Equity Shares

As on the date of this Addendum, our Additional Promoters have not given any material guarantees to any third-party with respect to the Equity Shares.

### Companies with which our Additional Promoters have disassociated in the last three years

Except as disclosed below, our Additional Promoters have not disassociated itself from any company during the preceding three years from the date of filing this Addendum:

| Name of Company or firm from which Additional Promoters have disassociated | Reasons and circumstances leading to the disassociation | Date of disassociation | Terms of disassociation |
|--|---|------------------------|-------------------------|
| <b>Starfish I Pte. Ltd.</b>  |   |                        |                         |
| Nil  | Not applicable  | Not applicable         | Not applicable          |
| <b>Kunal Bahl</b>  |   |                        |                         |
| Nil  | Not applicable  | Not applicable         | Not applicable          |
| <b>Rohit Kumar Bansal</b>  |   |                        |                         |
| Nil  | Not applicable  | Not applicable         | Not applicable          |

For other relevant confirmations in relation to our Additional Promoters and Additional Promoter Group, see “*Other Regulatory and Statutory Disclosures – Prohibition by SEBI or other Governmental Authorities*” on page 23 of this Addendum.

### Other confirmations

None of our Additional Promoters have been declared as a Wilful Defaulter or Fraudulent Borrower.

### Promoter Group

Apart from our Additional Promoters, the following entities constitute our Additional Promoter Group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations.

#### I. Individuals forming part of the Promoter Group

| Members of the Promoter Group | Relationship with the Promoter |
|-------------------------------|--------------------------------|
| <b>Kunal Bahl</b>             |                                |
| Yashna Bahl                   | Wife                           |
| Nalin Bahl                    | Father                         |
| Prathibha Bahl                | Mother                         |
| Nitin Bahl                    | Brother                        |
| Aadidev Kunal Bahl            | Son                            |
| Tameera Kunal Bahl            | Daughter                       |
| Alok Diesh                    | Wife’s father                  |
| Ramaish Diesh                 | Wife’s mother                  |
| Shashwat Diesh                | Wife’s brother                 |
| <b>Rohit Kumar Bansal</b>     |                                |

| <b>Members of the Promoter Group</b> | <b>Relationship with the Promoter</b> |
|--------------------------------------|---------------------------------------|
| Parul Bansal                         | Wife                                  |
| Ramesh Kumar                         | Father                                |
| Sushma Rani                          | Mother                                |
| Chinkle Aggarwal                     | Sister                                |
| Twinkle Gupta                        | Sister                                |
| Vyas Bansal                          | Son                                   |
| Ira Bansal                           | Daughter                              |
| Surinder Kumar Bansal                | Wife's father                         |
| Suman Bansal                         | Wife's mother                         |
| Ashish Bansal                        | Wife's brother                        |
| Gunjan Bansal                        | Wife's sister                         |

## **II. Entities forming part of the Promoter Group**

| <b>S. No</b>                             | <b>Name of Promoter Group entities</b>  | <b>Promoter group relation</b>   |
|--|---|--|
| <b>Starfish Promoter Group</b>           |   |  |
| 1.                                       | SoftBank Group Corp.  | Holding company of Starfish I Pte. Ltd.  |
| <b>Kunal Bahl Promoter Group</b>         |   |  |
| 1.                                       | B2 Capital Partners   | Kunal Bahl holds 20% or more in the firm   |
| 2.                                       | B2 Professional Services LLP  | Body corporate in which 20% or more is held by an immediate relative of Kunal Bahl         |
| 3.                                       | PY Ventures Private Limited   | Body corporate in which 20% or more is held by an immediate relative of Kunal Bahl         |
| 4.                                       | Radiant Innovative Manufacturing Private Limited (formerly known as Radiant Polymers Private Limited) | Body corporate in which 20% or more is held by an immediate relative of Kunal Bahl         |
| 5.                                       | Azah Personal Care Private Limited  | Body corporate in which 20% or more is held by an immediate relative of Kunal Bahl         |
| 6.                                       | PH91 Private Limited  | Body corporate in which 20% or more is held by an immediate relative of Kunal Bahl         |
| 7.                                       | PH91 Consumer Goods India Private Limited   | Body corporate in which 20% or more is held by PH91 Private Limited                        |
| 8.                                       | TC Sponsor & Services LLP   | Kunal Bahl holds 20% or more in the body corporate   |
| 9.                                       | Titan Capital Winners Fund I  | Body corporate in which 20% or more is held by TC Sponsor & Services LLP                   |
| 10.                                      | Titan Winners Fund Management LLP   | Kunal Bahl holds 20% or more in the body corporate   |
| <b>Rohit Kumar Bansal Promoter Group</b> |   |  |
| 1.                                       | B2 Capital Partners   | Rohit Kumar Bansal holds 20% or more in the firm   |
| 2.                                       | B2 Professional Services LLP  | Body corporate in which 20% or more is held by an immediate relative of Rohit Kumar Bansal |
| 3.                                       | PY Ventures Private Limited   | Body corporate in which 20% or more is held by an immediate relative of Rohit Kumar Bansal |
| 4.                                       | BSA Jewels  | Firm in which 20% or more is held by an immediate relative of Rohit Kumar Bansal           |
| 5.                                       | Paul Medicose   | Firm in which 20% or more is held by an immediate relative of Rohit Kumar Bansal           |
| 6.                                       | Bagout Estates Private Limited  | Body corporate in which 20% or more is held by an immediate relative of Rohit Kumar Bansal |
| 7.                                       | Aggarwal Rice Mills   | Firm in which 20% or more is held by an immediate relative of Rohit Kumar Bansal           |
| 8.                                       | Dehati Seva Kender  | Firm in which 20% or more is held by an immediate relative of Rohit Kumar Bansal           |
| 9.                                       | Banarsi Dass Surinder Kumar   | Firm in which 20% or more is held by an immediate relative of Rohit Kumar Bansal           |
| 10.                                      | M/s Rajneesh Bansal & Co. Owners  | Firm in which 20% or more is held by an immediate relative of Rohit Kumar Bansal           |
| 11.                                      | Shiv Shakti Commission Agents   | Firm in which 20% or more is held by an immediate relative of Rohit Kumar Bansal           |
| 12.                                      | TC Sponsor & Services LLP   | Rohit Kumar Bansal holds 20% or more in the body corporate                                 |
| 13.                                      | Titan Capital Winners Fund I  | Body corporate in which 20% or more is held by TC Sponsor & Services LLP                   |
| 14.                                      | Titan Winners Fund Management LLP   | Rohit Kumar Bansal holds 20% or more in the body corporate                                 |

**SECTION VI: LEGAL AND OTHER INFORMATION**  
**OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS**

- A. The sub-section titled “*Outstanding Litigation and Material Developments - Litigation involving our Promoter*” on page 281 of the Draft Red Herring Prospectus shall be read with the following additional details in relation to the litigation involving our Individual Promoter:

**Litigation involving our Additional Promoters**

***Litigation against Additional Promoters***

*Criminal Litigation*

***Starfish I Pte. Ltd.***

Nil

***Kunal Bahl***

For criminal litigation involving Kunal Bahl, please see “*Outstanding Litigation and Material Developments – Litigation Involving our Directors – Criminal Litigation*” on page 282 of the Draft Red Herring Prospectus.

***Rohit Kumar Bansal***

For criminal litigation involving Rohit Kumar Bansal, please see “*Outstanding Litigation and Material Developments – Litigation Involving our Directors – Criminal Litigation*” on page 282 of the Draft Red Herring Prospectus.

*Civil Litigation*

***Starfish I Pte. Ltd.***

Nil

***Kunal Bahl***

Nil

***Rohit Kumar Bansal***

Nil

*Action taken by Regulatory and Statutory Authorities*

***Starfish I Pte. Ltd.***

Nil

***Kunal Bahl***

The Ministry of Corporate Affairs (“MCA”), through the Office of Regional Director (North Region) has issued a letter dated May 13, 2024 to AceVector Limited (“AceVector”), its directors, including Kunal Bahl (in his capacity as a director of AceVector) and its key managerial personnel under Section 206(5) of the Companies Act, 2013. The MCA has requested for information pertaining to AceVector. Kunal Bahl, *vide* a letter dated May 24, 2024, has undertaken to cooperate in the proceeding and has submitted that the information pertaining to AceVector, that is not in his personal possession, will be provided by AceVector in due course. The matter is currently pending.

***Rohit Kumar Bansal***

The Ministry of Corporate Affairs (“MCA”), through the Office of Regional Director (North Region) has issued a letter dated May 13, 2024 to AceVector Limited (“AceVector”), its directors, including Rohit Kumar Bansal (in his capacity as a director of AceVector) and its key managerial personnel under Section 206(5) of the Companies Act, 2013. The MCA has requested for information pertaining to AceVector. Rohit Kumar Bansal, *vide* a letter dated May 24, 2024, has undertaken to cooperate in the proceeding and has submitted that the information pertaining to AceVector, that is not in his personal possession, will be provided by AceVector in due course. The matter is currently pending.



Disciplinary action taken, including penalty imposed by SEBI or stock exchanges against our Promoters in the five Financial Years preceding the date of this Addendum

**Starfish I Pte. Ltd.**

Nil

**Kunal Bahl**

Nil

**Rohit Kumar Bansal**

Nil

**Litigation by our Promoters**

*Criminal Litigation*

**Starfish I Pte. Ltd.**

Nil

**Kunal Bahl**

Nil

**Rohit Kumar Bansal**

Nil

*Civil Litigation*

**Starfish I Pte. Ltd.**

Nil

**Kunal Bahl**

Nil

**Rohit Kumar Bansal**

Nil

B. The sub-section titled “*Outstanding Litigation and Material Developments – Tax Proceedings*” on page 283 of the Draft Red Herring Prospectus shall be read with or modified, as applicable, with the following details pertaining to tax litigation involving our Additional Promoters:

**Tax Proceedings**

Except as disclosed below, there are no proceedings related to direct and/ or indirect taxes involving our Additional Promoters:

| Nature of case                           | Number of cases | Amount involved (₹ in thousand) |
|--|-----------------|---------------------------------|
| <b>Our Individual Promoters</b>          |                 |                                 |
| Direct Tax                               | 3*              | Nil                             |
| Indirect Tax                             | Nil             | Nil                             |
| <b>Our Additional Corporate Promoter</b> |                 |                                 |
| Direct Tax                               | Nil             | Nil                             |
| Indirect Tax                             | Nil             | Nil                             |

\* These pertain to three notices in the name of Kunal Bahl, who is one of our Individual Promoters, in his capacity as director and principal officer of AceVector Limited, one of our Corporate Promoters, which has also been reflected in the outstanding direct tax matters involving Directors in the table on page 283 of the Draft Red Herring Prospectus.

**Description of tax matters exceeding Materiality Threshold**

*Material tax litigation involving our Additional Promoters*

Direct tax matters

***Starfish I Pte. Ltd.***

Nil

***Kunal Bahl***

Nil

***Rohit Kumar Bansal***

Nil

Indirect tax matters

***Starfish I Pte. Ltd.***

Nil

***Kunal Bahl***

Nil

***Rohit Kumar Bansal***

Nil

## OTHER REGULATORY AND STATUTORY DISCLOSURES

The sub-section titled “*Other Regulatory and Statutory Disclosure*” on page 288 of the Draft Red Herring Prospectus shall be read with the following additional details:

### **Prohibition by SEBI or other governmental authorities**

Our Additional Promoters are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

None of the companies with which our Additional Promoters are associated with as promoters, directors or persons in control have been debarred from accessing the capital markets under any order or direction passed by SEBI or any other authorities.

Our Additional Promoters have not been declared as Wilful Defaulters by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the RBI.

Our Individual Promoters have not been declared as fugitive economic offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.

Our Additional Promoters have not been declared as Fraudulent Borrowers.

### **Confirmation under Companies (Significant Beneficial Owners) Rules, 2018**

Our Additional Promoters and members of the Additional Promoter Group, severally and not jointly, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable to each of them, as on the date of this Addendum.

### **Eligibility for the Offer**

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 Additional Promoters and members of the Additional Promoter Group are not debarred from accessing the capital markets by SEBI;
- (ii) The companies with which our Additional Promoter are associated as a promoter or director are not debarred from accessing the capital markets by SEBI or any other authority;
- (iii) The Equity Shares of our Company held indirectly by our Individual Promoters, on behalf of B2 Capital Partners, are in dematerialised form;
- (iv) Our Additional Promoters are not Wilful Defaulters or Fraudulent Borrowers; and
- (v) Our Individual Promoters have not been declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/regulations issued by the Government of India and the rules, 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 Addendum is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements made in this Addendum are true and correct.

**SIGNED BY CHIEF FINANCIAL OFFICER OF OUR COMPANY**

---

**Anurag Mittal**  
*(Chief Financial Officer)*

**Place:** Gurugram, India  
**Date:** May 31, 2024

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/regulations issued by the Government of India and the rules, 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 Addendum is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements made in this Addendum are true and correct.

**Signed by the Director of our Company**

---

**Manoj Kohli**

*Independent Director and Chairman*

**Place:** London, United Kingdom

**Date:** May 31, 2024

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/regulations issued by the Government of India and the rules, 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 Addendum is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements made in this Addendum are true and correct.

**Signed by the Director of our Company**

---

**Kapil Makhija**  
*Managing Director and CEO*

**Place:** Gurugram, India

**Date:** May 31, 2024

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/regulations issued by the Government of India and the rules, 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 Addendum is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements made in this Addendum are true and correct.

**Signed by the Director of our Company**

---

**Bharat Venishetti**  
*Non-Executive Director*

**Place:** Gurugram, India

**Date:** May 31, 2024

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/regulations issued by the Government of India and the rules, 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 Addendum is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements made in this Addendum are true and correct.

**Signed by the Director of our Company**

---

**Kunal Bahl**

*Non-Executive Director*

**Place:** Orlando, Florida, United States of America

**Date:** May 31, 2024



## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/regulations issued by the Government of India and the rules, 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 Addendum is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements made in this Addendum are true and correct.

**Signed by the Director of our Company**

---

**Rohit Kumar Bansal**

*Non-Executive Director*

**Place:** Gurugram, India

**Date:** May 31, 2024

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/regulations issued by the Government of India and the rules, 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 Addendum is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements made in this Addendum are true and correct.

**Signed by the Director of our Company**

---

**Sairee Chahal**  
*Independent Director*

**Place:** New Delhi, India

**Date:** May 31, 2024

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/regulations issued by the Government of India and the rules, 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 Addendum is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements made in this Addendum are true and correct.

**Signed by the Director of our Company**

---

**Ullas Kamath**  
*Independent Director*

**Place:** Bengaluru, India

**Date:** May 31, 2024

## DECLARATION

We, AceVector Limited (formerly known as Snapdeal Limited), hereby confirm that all statements and undertakings specifically made by us in this Addendum in relation to ourselves, as a Selling Shareholder and our portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings including statements made or confirmed by or relating to the Company or any other person(s) in this Addendum.

**For and on behalf of AceVector Limited (formerly known as Snapdeal Limited)**

**Authorised Signatory**

Name: Smriti Subramanian

Designation: Group General Counsel

Place: Gurugram, India

Date: May 31, 2024

## DECLARATION

We, B2 Capital Partners, hereby confirm that all statements and undertakings specifically made by us in this Addendum in relation to ourselves, as a Selling Shareholder and our portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings including statements made or confirmed by or relating to the Company or any other person(s) in this Addendum.

**For and on behalf of B2 Capital Partners**

**Authorised Signatory**

Name: Kunal Bahl

Designation: Partner

Place: Orlando, Florida, United States of America

Date: May 31, 2024

**For and on behalf of B2 Capital Partners**

**Authorised Signatory**

Name: Rohit Kumar Bansal

Designation: Partner

Place: Gurugram, India

Date: May 31, 2024

## **DECLARATION**

We, SB Investment Holdings (UK) Limited, hereby confirm that all statements and undertakings specifically made by us in this Addendum in relation to ourselves, as a Selling Shareholder and our portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings including statements made or confirmed by or relating to the Company or any other person(s) in this Addendum.

**For and on behalf of SB Investment Holdings (UK) Limited**

**Authorised Signatory**

Name: Adam Westhead

Designation: Director

Place: London, United Kingdom

Date: May 31, 2024