

This is an abridged prospectus containing salient features of the red herring prospectus dated September 2, 2020 (the “RHP” or the “Red Herring Prospectus”). You are encouraged to read greater details available in the RHP.

THE ABRIDGED PROSPECTUS CONSISTS OF EIGHT PAGES OF BID CUM APPLICATION FORM ALONG WITH INSTRUCTIONS AND SIX PAGES OF THE ABRIDGED PROSPECTUS. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

Please ensure that you have read the RHP, this abridged prospectus and the general information document for investing in public issues (“GID”) undertaken through the Book Building Process before applying in the Offer (as defined below). You may obtain a physical copy of the Bid cum Application Form and the RHP from Stock Exchanges (as defined below), Members of the Syndicate, Registered Brokers, Collecting Depository Participants (“CDPs”), Registrar to the Offer, Registrar and Share Transfer Agents (“RTAs”), Bankers to the Offer, Investors’ associations or Self Certified Syndicate Banks (“SCSBs”). You may also download the RHP from the websites of the Securities and Exchange Board of India (“SEBI”) at www.sebi.gov.in and websites of the Book Running Lead Managers (“BRLMs”) i.e., www.icicisecurities.com, www.axiscapital.co.in, www.edelweissfin.com, www.idbicapital.com and on websites of BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) at www.bseindia.com and www.nseindia.com, respectively. Unless otherwise specified, all capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

Restrictions: This Abridged Prospectus may only be accessed by investors outside of India that have read the Preliminary Offering Memorandum of the Company dated September 2, 2020, a copy of which is available to eligible investors from the BRLMs.



ROUTE MOBILE LIMITED

Route Mobile Limited (“our Company” or “the Company” or “the Issuer”) was incorporated as ‘Routesms Solutions Private Limited’, a private limited company under the Companies Act, 1956 on May 14, 2004 at Mumbai, Maharashtra. Subsequently, upon conversion to a public limited company pursuant to a special resolution of the shareholders of our Company dated February 15, 2007 the name of our Company was changed to ‘Routesms Solutions Limited’ and a fresh certificate of incorporation was issued by the RoC on April 17, 2007. The name of our Company was subsequently changed to ‘Route Mobile Limited’ pursuant to a special resolution of the shareholders of our Company dated March 8, 2016, and a fresh certificate of incorporation was issued by the RoC on March 16, 2016. For further details, including details of change in registered office of our Company, see “History and Certain Corporate Matters” on page 156 of the RHP.

Registered and Corporate Office: 4th Dimension, 3rd Floor, Mind Space, Malad (West), Mumbai 400 064, Maharashtra, India. **Contact Person:** Rathindra Das, Head Legal, Company Secretary and Compliance Officer, **Telephone:** +91 22 4033 7676; **E-mail:** investors@routemobile.com; **Website:** www.routemobile.com; **Corporate Identity Number:** U72900MH2004PLC146323

OUR PROMOTERS: SANDIPKUMAR GUPTA AND RAJDIPKUMAR GUPTA

OFFER DETAILS, LISTING AND PROCEDURE

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE ₹ 10 EACH (“EQUITY SHARES”) OF OUR COMPANY FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A PREMIUM OF ₹ [●] PER EQUITY SHARE (“OFFER PRICE”), AGGREGATING UP TO ₹ 6,000.00 MILLION (“OFFER”). THE OFFER COMPRISES A FRESH ISSUE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 2,400.00 MILLION (“FRESH ISSUE”) AND AN OFFER FOR SALE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 3,600.00 MILLION BY THE SELLING SHAREHOLDERS BEING THE PROMOTERS, INCLUDING UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 1,800.00 MILLION BY SANDIPKUMAR GUPTA AND UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 1,800.00 MILLION BY RAJDIPKUMAR GUPTA (“OFFER FOR SALE”). THE OFFER SHALL CONSTITUTE UP TO [●] % OF THE FULLY DILUTED POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY

THE PRICE BAND WILL BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDERS, IN CONSULTATION WITH THE BRLMs AND THE MINIMUM BID LOT SIZE WILL BE DETERMINED BY OUR COMPANY IN CONSULTATION WITH THE BRLMs, AND WILL BE ADVERTISED IN ALL EDITIONS OF THE ENGLISH NATIONAL DAILY NEWSPAPER BUSINESS STANDARD, ALL EDITIONS OF THE HINDI NATIONAL DAILY NEWSPAPER BUSINESS STANDARD, AND MUMBAI EDITIONS OF THE MARATHI DAILY NEWSPAPER TARUN BHARAT (MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA, WHERE OUR REGISTERED OFFICE IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (“SEBI ICDR REGULATIONS”) AND SHALL BE MADE AVAILABLE TO BSE LIMITED (“BSE”) AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED (“NSE”, AND TOGETHER WITH BSE, THE “STOCK EXCHANGES”) FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES.

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

PROCEDURE

If you wish to know about processes and procedures applicable to public issues, you may request for a copy of the GID from the BRLMs or download it from the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com or from the websites of the BRLMs at www.icicisecurities.com, www.axiscapital.co.in, www.edelweissfin.com and www.idbicapital.com respectively.

ELIGIBILITY FOR THE OFFER – REGULATION 6(1) OF THE SEBI ICDR REGULATIONS

The Offer is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process and in compliance with Regulation 6(1) of the SEBI ICDR Regulations. Whether our Company is compulsorily required to allot at least 75% of the Net Offer to qualified institutional buyers – No

INDICATIVE TIMELINE

Bid/Offer Opening Date *	September 9, 2020	Initiation of refunds (if any, for Anchor Investors)/ unblocking of funds from ASBA Account**	On or about September 17, 2020
Bid/Offer Closing Date	September 11, 2020	Credit of Equity Shares to demat accounts of Allottees	On or about September 18, 2020
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about September 16, 2020	Commencement of trading of the Equity Shares on the Stock Exchanges	On or about September 21, 2020

* The Anchor Investor Bidding Date was one Working Day prior to the Bid/Offer Opening Date i.e. September 8, 2020.

**In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the Red Herring Prospectus. Specific attention of the investors is invited to “Risk Factors” on page 23 of the RHP and “Internal Risk Factors” on page 7 of this Abridged Prospectus.

PRICE INFORMATION OF PAST ISSUES HANDLED BY THE BRLMs

Sr. No.	Issue Name	Name of the Merchant Bank	+/- % change in closing price, [+/- % change in closing benchmark]		
			30th calendar days from listing	90th calendar days from listing	180th calendar days from listing
1	Sandhar Technologies Limited	ICICI Securities and Axis Capital	+18.09% [+5.17%]	+15.95% [+4.92%]	-4.20% [+7.04%]
2	HDFC Asset Management Company Limited	ICICI Securities and Axis Capital	+58.04% [+1.17%]	+30.61% [-7.32%]	+23.78% [-4.33%]
3	Creditaccess Grameen Limited	ICICI Securities	-21.16% [-3.80%]	-14.91% [-8.00%]	-5.71% [-8.13%]
4	Aavas Financiers Ltd	ICICI Securities and Edelweiss	-19.32% [+1.76%]	+2.42% [+3.67%]	+38.82% [+12.74%]
5	IndiaMart InterMesh Ltd ⁽¹⁾	ICICI Securities and Edelweiss	+26.36% [-7.95%]	+83.82% [-4.91%]	+111.64% [+2.59%]
6	Affle (India) Limited	ICICI Securities	+12.56% [-0.78%]	+86.32% [+8.02%]	+135.49% [+6.12%]
7	Spandana Sphoorty Financial Limited	ICICI Securities and Axis Capital	-0.56% [-2.14%]	+52.76% [+7.61%]	+17.32% [+9.59%]
8	Sterling and Wilson Solar Limited	ICICI Securities and Axis Capital	-21.88% [-1.60%]	-48.63% [+7.97%]	-64.78% [+9.95%]
9	Rossari Biotech Limited	ICICI Securities and Axis Capital	+87.25% [+1.39%]	NA	NA
10	ICICI Securities Limited	Edelweiss	-27.93% [5.44%]	-37.26% [5.22%]	-44.39% [7.92%]
11	Fine Organic Industries Limited	Edelweiss	+5.72% [+6.56%]	+35.20% [+2.56%]	+50.21% [+1.90%]
12	Polycab India Limited ⁽²⁾	Edelweiss and Axis Capital	+15.36% [-5.35%]	+14.70% [-1.99%]	+23.76% [-4.09%]
13	Prince Pipes and Fittings Limited	Edelweiss	0.14% [-1.63%]	-44.33% [-29.34%]	-35.00% [-15.28%]
14	Indian Railway Catering and Tourism Corporation Limited ⁽³⁾	IDBI Capital Markets & Securities Limited	+191.27% [+2.10%]	+193.48% [+6.32%]	+303.38% [-22.44%]
15	Rail Vikas Nigam Limited ⁽⁴⁾	IDBI Capital Markets & Securities Limited	+19.47% [-2.74%]	+40.26% [-0.35%]	+20.53% [-4.06%]
16	Garden Reach Shipbuilders & Engineers Limited ⁽⁵⁾	IDBI Capital Markets & Securities Limited	-23.05% [+1.20%]	-19.11% [+2.98%]	-16.82% [+10.94%]
17	IRCON International Limited ⁽⁶⁾	IDBI Capital Markets & Securities Limited and Axis Capital	-27.04% [-8.24%]	-6.60% [-1.84%]	-15.71% [+5.06%]
18	RITES Limited ⁽⁷⁾	IDBI Capital Markets & Securities Limited	+34.97% [+6.56%]	+33.54% [+3.29%]	+49.70% [+1.90%]
19	Mishra Dhatu Nigam Limited ⁽⁸⁾	IDBI Capital Markets & Securities Limited	+67.89% [+5.44%]	+40.44% [+5.22%]	+26.39% [+8.69%]
20	SBI Cards and Payment Services Limited ⁽⁹⁾	Axis Capital	-33.05% [-2.23%]	-21.79% [+8.41%]	NA
21	CSB Bank Limited	Axis Capital	+8.36% [+2.03%]	-12.18% [-7.51%]	-36.95% [-20.41%]
22	Chalet Hotels Limited	Axis Capital	+1.14% [-0.31%]	+24.41% [+3.87%]	+10.77% [-1.87%]

Source: www.nseindia.com

Notes 1 : ⁽¹⁾ Discount of ₹ 97 per equity share offered to eligible employees. All calculations are based on Offer Price of ₹ 973.00 per equity share. ⁽²⁾ Employee discount of ₹53 per equity share to the offer price was offered to the eligible employees bidding in the employee reservation portion. All calculations are based on the offer price of ₹538 per equity share; ⁽³⁾ Discount of ₹ 10 per equity share to the offer price was offered to Retail Individual Bidders and Eligible Employees. All calculations are based on Offer Price of ₹ 320 per equity share; ⁽⁴⁾ Discount of ₹ 0.50 per equity share to the offer price was offered to Retail Individual Bidders and Eligible Employees. All calculations are based on Offer Price of ₹ 19 per equity share; ⁽⁵⁾ Discount of ₹ 5 per equity share to the offer price was offered to Retail Individual Bidders and Eligible Employees. All calculations are based on Offer Price of ₹ 118 per equity share; ⁽⁶⁾ Discount of ₹ 10 per equity share to the offer price was offered to Retail Individual Bidders and Eligible Employees. All calculations are based on Offer Price of ₹ 475 per equity share; ⁽⁷⁾ Discount of ₹ 6 per equity share to the offer price was offered to Retail Individual Bidders and Eligible Employees. All calculations are based on Offer Price of ₹ 185 per equity share; ⁽⁸⁾ Discount of ₹ 3 per equity share to the offer price was offered to Retail Individual Bidders and Eligible Employees. All calculations are based on Offer Price of ₹ 90 per equity share; ⁽⁹⁾ Discount of ₹ 75 per equity share to the offer price was offered to Eligible Employees.

Notes 2 : a) All data sourced from www.nseindia.com; b) Benchmark index considered is NIFTY; c) 30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the previous trading day.

BRLMs

ICICI Securities Limited Tel: +91 22 2288 2460 E-mail: routemobile ipo@icicisecurities.com	Axis Capital Limited Tel: +91 22 4325 2183 Email: route.ipo@axiscap.in
Edelweiss Financial Services Limited Tel: +91 22 4009 4400 E-mail: routemobile ipo@edelweissfin.com	IDBI Capital Markets & Securities Limited Tel: +91 22 2217 1700 Email: ipo.routemobile@idbicapital.com

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

Name of Syndicate Member	Edelweiss Securities Limited
Registrar to the Offer	KFin Technologies Private Limited Tel: +91 40 6716 2222 E-mail: einward.ris@kfintech.com
Statutory Auditor of the Company	Walker Chandiok & Co LLP, Chartered Accountants
Self Certified Syndicate Banks	The list of banks that have been notified by SEBI to act as SCSBs under the BTI Regulations for the ASBA process is provided on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 , as applicable, or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI Mechanism), a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 and updated from time to time. For details of the list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries and as updated from time to time, please refer to the above-mentioned link.
Registered Brokers	The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of BSE and NSE at www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx And www.nseindia.com/products/content/equities/ipo/ipo_mem_terminal.htm , respectively, as updated from time to time.
Details regarding website address(es)/ link(s) from which the investor can obtain a list of RTAs, CDPs and stock brokers who can accept applications from investors, as applicable	The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the websites of BSE and NSE at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and www.nseindia.com/products/content/equities/ipo/asba_procedures.htm , respectively, or such other websites as updated from time to time

PROMOTERS OF OUR COMPANY

Sandipkumar Gupta, aged 46 years, is the Non-Executive Director of our Company. He holds a bachelor's degree in commerce from University of Mumbai. He is also a qualified chartered accountant and a member of the Institute of Chartered Accountants of India. He is a SAP certified solution consultant – mySAP Financials – Managerial and Financial Accounting. He is also the Promoter of our Company and has been associated with our Company since inception. Prior to incorporating our Company, he has worked with Covansys (India) Private Limited. He has worked with PricewaterhouseCoopers Private Limited. He has over 19 years of experience in audit and accounts and business analysis, and over 15 years of experience in SAP configuration and software system consulting.

Rajdipkumar Gupta, aged 45 years, is the Managing Director and Group Chief Executive Officer of our Company. He holds a bachelor's degree in science (physics) from University of Mumbai and master's diploma in software engineering from Aptech Computer Education. He is also a certified HTML programmer Perl programmer and active server pages programmer from Brainbench. He is the Promoter of our Company and has been associated with our Company since inception. Prior to incorporating our Company, he has worked with Approved Information Systems (I) Private Limited and GurukulOnline Learning Solutions Private Limited. He has more than 18 years of experience in the field of software designing and development. He is responsible for our Company's growth and business development.

BUSINESS MODEL / BUSINESS OVERVIEW AND STRATEGY

BUSINESS OVERVIEW: We provide cloud-communication platform as a service ("CPaaS") to enterprises, over-the-top ("OTT") players and mobile network operators ("MNOs"). Our range of enterprise communication services include A2P / P2A / 2Way Messaging, Rich Communication Services ("RCS"), OTT business messaging, voice, email, and omni-channel communication. Further, we also offer SMS analytics, firewall, filtering and monetization, SMS hubbing and Instant Virtual Number ("IVN") solutions to MNOs across the globe.

Our competitive strengths: 1) Omni-channel cloud communication platform service provider with diversified service offerings for enterprises, 2) MNO focused suite of products, 3) Global connectivity through established relationships with MNOs, 4) Diversified and global client base across industries serviced locally, 5) Scalable delivery platform supported by robust infrastructure, 6) Robust business model and consistent financial track record, and 7) Experienced Promoters and senior management team

Our strategies: 1) Continue to develop omni-channel digital communication offerings and innovative solutions, 2) Continue to focus on developer community program, 3) Enhance service offerings through inorganic opportunities, 4) Grow presence in additional markets to serve clients locally, and 5) Leverage our CPaaS platform and BPO expertise to deliver virtual contact centre solutions

BOARD OF DIRECTORS

Sr. No.	Name	Designation	Experience including current / past position held in other firms
1	Chandrakant Gupta	Chairman and Non-executive Director	He received the higher secondary school examination certificate from Board of High School and Intermediate Education, Uttar Pradesh. He has been a Director on our Board since 2007.
2	Rajdipkumar Gupta	Managing Director and Group Chief Executive Officer	He holds a bachelor's degree in science (physics) from University of Mumbai and master's diploma in software engineering from Aptech Computer Education. He is also a certified HTML programmer Perl programmer and active server pages programmer from Brainbench. Prior to incorporating our Company, he has worked with Approved Information Systems (I) Private Limited and GurukulOnline Learning Solutions Private Limited.

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3	Sandipkumar Gupta	Non-Executive Director	He holds a bachelor's degree in commerce from University of Mumbai. He is also a qualified chartered accountant and a member of the Institute of Chartered Accountants of India. He is a SAP certified solution consultant – mySAP Financials – Managerial and Financial Accounting. Prior to incorporating our Company, he has worked with Covansys (India) Private Limited. He has worked with PricewaterhouseCoopers Private Limited.
4	Ramachandran Sivathanu	Independent Director	He holds a bachelor's degree in science from University of Madras and holds a master's degree in business administration from Sikkim Manipal University. Prior to joining our Company, he has worked with Loop Telecom Private Limited, Loop Mobile (India) Limited, Meridian Mobile Private Limited, RPG Cellular Services Limited, Red Bottle Telecommunications Consultancy Private Limited, Clothesline Media Private Limited and Eureka Forbes Limited.
5	Nimesh Salot	Independent Director	He holds a bachelor's degree in commerce from University of Mumbai. He is a qualified chartered accountant and a member of the Institute of Chartered Accountants of India. He is also a qualified cost accountant and a member of the the Institute of Cost Accountants of India
6	Sudha Navandar	Independent Director	She is a qualified chartered accountant registered with the Institute of Chartered Accountants of India and a Certified Public Accountant, USA. She is also an insolvency professional

For further details, please see “Our Management” on page 177 of the RHP.

OBJECTS OF THE OFFER

The Offer consists of a Fresh Issue of up to [●] Equity Shares by our Company aggregating up to ₹ 2,400.00 million and an Offer for Sale of up to [●] Equity Shares aggregating up to ₹ 3,600.00 million by the Selling Shareholders.

Objects of the Fresh Issue

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

1. Repayment or pre-payment, in full or part, of certain borrowings of our Company;
2. Acquisitions and other strategic initiatives;
3. Purchase of office premises in Mumbai; and
4. General corporate purposes.

(Collectively, referred to herein as the “Objects”).

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

Net Proceeds

The details of the proceeds of the Fresh Issue are summarized below:

Particulars	Particulars Estimated Amount (in ₹ million)
Gross proceeds from the Fresh Issue	2,400.00
Less: Offer related expenses to be borne by our Company#	[●]
Net Proceeds*	[●]

*Will be incorporated after finalization of the Offer Price and updated in the Prospectus at the time of filing with the RoC.

#Upon the listing and trading of the Equity Shares on the Stock Exchanges, all Offer related expenses shall be shared in the proportion mutually agreed between the Company and the Selling Shareholders in accordance with applicable law

Details of means of finance: Not Applicable

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilisation of issue proceeds of past public issues / rights issues, if any, of the Company in the preceding 10 years: Not Applicable

Terms of Issuance of Convertible Security, if any: Not Applicable

Name of Monitoring Agency: Axis Bank Limited

Shareholding Pattern as on the date of RHP:

Category	Category of Shareholders	Number of Shareholders	Pre-Offer number of Equity Shares held of face value of ₹ 10 each	Percentage holding of pre-Offer Equity Share capital (%)
A	Promoter & Promoter Group	10	48,000,000	96
B	Public	1	2,000,000	4
C	Non Promoter - Non Public	Nil	-	-
	Total		50,000,000	100

Number of Equity Shares proposed to be sold by Selling Shareholders:

Name of Selling Shareholder	Number of Shares
Sandipkumar Gupta	Equity Shares aggregating upto Rs 1,800 mn
Rajdipkumar Gupta	Equity Shares aggregating upto Rs 1,800 mn

RESTATED CONSOLIDATED FINANCIAL STATEMENTS

(₹ in mn)

Particulars	For quarter ended June 30, 2020	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2018
Total revenue	3,122.95	9,681.02	8,523.77	5,094.85
Profit Before Tax	332.86	841.20	650.03	564.94
Net Profit for the period / year	269.34	691.02	545.32	466.77

Particulars	As at June 30, 2020	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Equity share capital	500.00	500.00	500.00	500.00
Restated net worth	2,970.20	2,703.65	2,117.84	1,608.52
Restated Earnings per equity share:				
- Restated Basic*	5.42	13.83	11.19	9.57
- Restated Diluted*	5.42	13.83	11.19	9.57
Restated net asset value per equity share	59.40	54.07	42.36	32.17
Return on net worth (%) *	9.12%	25.58%	26.42%	29.74%

* Data as at June 30, 2020 is not annualized.

INTERNAL RISK FACTORS

Below mentioned risks are the top 10 risk factors as per the RHP:

1. We depend in part on the success of our strategic relationship with third parties, particularly our direct relationships with mobile network operations ("MNOs"). Our inability to enter into or maintain such relationships, particularly with MNOs may adversely affect our business, financial condition and results of operations.
2. Failures, defects, delays and other problems involving the technology systems and infrastructure on which we rely for providing our services and solutions to our clients may adversely affect our business, financial condition and results of operations.
3. Our Company, in the past, has delayed in complying with reporting guidelines under the provisions of the Foreign Exchange Management (Transfer or issue of security by a person resident outside India) Regulations, 2000 and we may be subject to regulatory action by RBI. Our Company and Subsidiaries are involved in certain legal and other proceedings. Any adverse outcome in any of these proceedings may adversely affect our profitability and reputation and may have a material adverse effect on our financial condition and results of operations.
4. Our Company and Subsidiaries are involved in certain legal and other proceedings. Any adverse outcome in any of these proceedings may adversely affect our profitability and reputation and may have a material adverse effect on our financial condition and results of operations.
5. Our acquisitions are subject to various risks, including risks relating to the integration of these acquired businesses with our existing operations. We may in the future continue to make strategic acquisitions to grow our business and further diversify service offerings. An inability to identify, complete and successfully integrate such acquisitions could adversely affect our business prospects, results of operations and financial condition.
6. We face a risk from potential claims resulting from client's misuse of our platform to send unauthorized text messages in violation of TRAI regulations.
7. Inability to comply with laws and regulations which impact our clients could adversely affect our business and results of operations.
8. Our contingent liabilities which have not been provided for in our financial statements, if materialize, may impact our financial condition.
9. We operate in a highly evolving market and any inability to respond to such changing conditions could adversely affect our business and results of operations.
10. We face foreign exchange risks that could adversely affect our results of operations and cash flows.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against the Company and amount involved:

Nature of Cases	Number of Cases	Amount Involved* (in ₹ million)
Proceedings against the Company		
Criminal	Nil	-
Tax	11	202.08
Other pending litigation	Nil	-
Proceeding by the Company		
Criminal	Nil	-
Other pending litigation	2	3.54

* To the extent quantifiable.

- A. Brief details of top five material outstanding litigations against the Company and amount involved: Nil
- B. Regulatory Action, if any – disciplinary action taken by SEBI or Stock Exchanges against the Promoter in the last five financial years **including outstanding action, if any:**

S. No.	Description of the case	Amount in Dispute/ Potential Risk for the Company
1.	Notice dated March 16, 2013 addressed to Rajdipkumar Gupta, was received by our Company from Cyber Police Station, Crime Branch, C.I.D., Mumbai, asking him to be present before the officers for conducting investigation into a matter of bulk sms on March 18, 2013 sent by one of our customer through our platform. Further, a notice was again sent after 5 years dated January 5, 2018, demanding attendance of our Director at Cyber Police Station, Bandra (Bandra Kurla Complex), for further inquiry into the same matter along with necessary evidence and documents relating to bulk sms on January 8, 2018. Our Company has not received any further notice or communication in this regard.	Nil
2.	SEBI has issued a summons dated September 26, 2017 under Section 11 (2), 11 C (3) and 11 C (5) of the Securities and Exchange Board of India Act, 1992 to the legal officer of our Company, for co-operation in the investigation on the matter of “trading of certain entities in the scrip of Supreme Tex Mart Limited” and requested our Company to furnish certain documents and clarification in this regard. Pursuant to the summons, the legal officer of our Company, appeared before SEBI on September 29, 2017 and replied to the various queries raised by SEBI. Further, our Company vide letter dated October 4, 2017 submitted requisite documents in support of the response submitted by officials of our Company. Further, SEBI issued a summon under Section 11 (2) and 11 C (5) of the Securities and Exchange Board of India Act, 1992 on July 11, 2018 to the officials of our Company, to appear before the investigating authority in connection with the investigations instituted by SEBI vide an order dated March 07, 2017 in the case of Supreme Tex Mart Limited. Further, the concerned official of our Company have submitted their statement in this regard to SEBI on July 13, 2018. SEBI, vide their email communications dated August 9, 2017, September 26, 2017, October 3, 2017, October 5, 2017 and October 27, 2017 had sought certain information inter alia, pertaining to our customers, invoices received from such customers and payments made by such customers to the Company in respect of the aforementioned matter. The Company vide responses dated August 9, 2017, September 26, 2017, October 4, 2017, October 5, 2017, October 6, 2017 and October 27, 2017 provided the information sought. SEBI by its order dated March 5, 2019 imposed a monetary penalty against the noticees in the abovementioned matter for impounding the unlawful gain in the scrip of Supreme Tex Mart Limited. Further, SEBI by its order dated July 11, 2019 noted that the investigation in the matter has been completed and no adverse remark was issued against our Company.	Nil
3.	Notices bearing no. F.No: T-3/250-MBZO-I/2019 – 9098 and F.No: T-3/250-MBZO-I/2019/DDN-10144 dated June 4, 2019 and August 13, 2019, respectively, was received by our Company from Assistant Director, Directorate of Enforcement, Mumbai Zonal Office – I, Mumbai (“Department”) under section 37 of the Foreign Exchange Management Act, 1999 read with Section 133(6) of the Income-tax Act, 1961 to furnish certain documents for the purpose of investigation under Foreign Exchange Management Act, 1999 for examination of the Department for the overseas direct investments made by our Company. Further, our Company has furnished the required information to the Department on June 11, 2019, August 27, 2019, November 19, 2019 and November 28, 2019. Subsequently, there is no further communication with the Department.	Nil

- C. Brief details of outstanding criminal proceedings against the Promoters : Nil

ANY OTHER IMPORTANT INFORMATION AS PER BRLM / COMPANY

The Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the “Securities Act”), or the securities laws of any state of the United States and may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to the registration requirements of the Securities Act and applicable U.S. state securities laws. The Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the Securities Act. There will be no offering of the Equity Shares in the United States.

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in the Red Herring Prospectus are true and correct.

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